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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)

2. _____
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4. _____
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NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

JUL 5 - 2000

Examiner's Initials

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BAY AREA RESELLER'S GUILD, INC.

The undersigned subscribes to these Articles of Incorporation pursuant to the provisions of Chapter 617, Florida Statutes, for the purpose of forming a corporation not for profit and further states as follows:

ARTICLE I
Name and Principal Place of Business

The name of the corporation is Bay Area Reseller's Guild, Inc.. The initial principal place of business is: 4100 East Bay Drive, Suite B-30, Clearwater, Florida 33764.

ARTICLE II
Duration

The period of the duration of this corporation shall be perpetual unless dissolved in accordance with Florida law. Corporate existence shall commence upon filing with the Secretary of State.

ARTICLE III
Purpose

This corporation is organized as a business league within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1954, as amended, or the corresponding provision of any future United States Internal Revenue law. Notwithstanding any other provision of these articles, this organization shall not carry on any activities which are not permitted to be carried on by an

organization exempt from taxation pursuant to Section 501(c)(6) of the Internal Revenue Code of 1954, as amended, or the corresponding provision of any future United States Internal Revenue law. The corporation is established to promote higher business standards and better business methods, to encourage uniformity and cooperation by retail resale establishments, to establish and maintain the integrity of a local commercial market for sale of pre-owned merchandise and to operate a trade publication to benefit the resale industry. The corporation may perform similar related functions permitted by Section 501(c)(6) of the Internal Revenue Code of 1954, as amended.

ARTICLE IV **Restrictions**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons; provided, however, the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III, hereof.

ARTICLE V **Members**

The initial founding members of the corporation shall be known as "Charter Members" who are persons who own or operate resale businesses within the State of Florida.

Other classifications of membership may be established by the Board of Directors as provided in the by-laws of the corporation and may consist of separate categories of membership, each with different rights and responsibilities.

ARTICLE VI

The street address and city of the registered office of the corporation is:

Bay Area Reseller's Guild, Inc.
4100 East Bay Drive, Suite B-30
Clearwater, Florida 33764

The name of the initial registered agent at such address is Denise Cassaly.

ARTICLE VII Board of Directors

The number of persons constituting the Board of Directors of the corporation shall not be less than three (3) nor more than eighteen (18) members. The initial Directors of the corporation were voted in by the members. Board of Directors shall serve a one year term and may not serve more than two consecutive terms without a one year hiatus. Directors shall be required to be members of the corporation. The by-laws shall provide the process for the selection of Directors at the conclusion of the initial appointed Directors' terms. Board members shall serve with no compensation; provided, however, the Board may authorize reimbursement of expenses incurred by Board members in conjunction with the corporation's business or other approved activities directly related to the corporation's purposes.

Nothing herein shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefore.

ARTICLE VIII

Officers

The corporation shall have such officers as may be provided for in the by-laws. The manner of selection of officers shall also be provided for in the by-laws. The corporation shall have at least the following officers:

1. President
2. Vice-President
3. Secretary
4. Treasurer

An individual may not hold more than one (1) office in the corporation. Duties of officers shall be described in the by-laws.

ARTICLE IX

Indemnification of Officers and Directors

Officers and directors shall be indemnified by the corporation against all expenses and liabilities, including attorney's fees, (including any incurred in appellate proceedings), reasonably incurred in connection with any proceeding or settlement thereof in which they may become involved by reason of holding such office. The corporation may purchase and maintain insurance on behalf of all officers and directors against any such liability asserted against them or incurred by them in their capacity as officers and directors or arising out of their status as such.

ARTICLE X

Non-Stock Basis

This corporation is organized on a non-stock basis.

ARTICLE XI
Dissolution

In the event of dissolution of this corporation, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c) of the Internal Revenue Code of 1954, as amended, or corresponding sections of any prior or future United States Internal Revenue law or to the federal, state or local government to be used for exclusively public purposes.

ARTICLE XII
Incorporator

The name and address of the incorporator subscribing to these Articles of Incorporation are set forth below:

Denise Cassaly
4100 East Bay Drive, Suite B-30
Clearwater, Florida 33764

IN WITNESS WHEREOF, the undersigned pursuant to the laws of the State of Florida does hereby make and file in the office of the Secretary of State of Florida these Articles of Incorporation and further certifies that the facts stated herein are true and correct.


Denise Cassaly

VERIFICATION

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 26th day of June, 2000, by Denise Cassaly, ~~who is personally known to me~~ **OR** who provided a valid Florida Driver's License as identification (strike through one). FL DL C 240-172-57-798-0
exp 8/18/03

WITNESS my hand and seal in the County and State named above on this 26th day of June, 2000.



NOTARY PUBLIC

My Commission Expires:

NOTARY PUBLIC - STATE OF FLORIDA
ANDREA M. MARROCCO
COMMISSION # CC598717
EXPIRES 11-4-2000
BONDED THRU ASA 1-333-NOTARY1

Notary Public:

Andrea M. Marrocco
Printed Name

ACCEPTANCE BY REGISTERED AGENT

Denise Cassaly, the Registered Agent named in the foregoing Articles of Incorporation, by the execution of the acceptance, does hereby agree to abide by the provisions of Section 617.0503, Florida Statutes, with respect to the duties of such registered agent and agrees to maintain normal business hours at the following address: 4100 East Bay Drive, Suite B-30, Clearwater, Florida 33764.



Denise Cassaly