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Costin and Costin

ATTORNEYS AT LAW  
413 WILLIAMS AVENUE  
PORT ST. JOE, FLORIDA 32456  
TELEPHONE (850) 227-1159  
FAX: (850) 229-6957

Charles A. Costin

Cecil G. Costin, Jr.  
(1923 - 1990)

Mailing Address:  
Post Office Box 98  
Port St. Joe, FL 32457-0098

June 28, 2000

Florida Department of State  
Corporate Division  
Post Office Box 6327  
Tallahassee, FL 32314

200003309102--4  
-06/29/00--01071--023  
\*\*\*\*122.50 \*\*\*\*\*78.75

Re: Port St. Joe Merchants Association, Inc.

Dear Sir or Madam:

Enclosed is an original and one copy of the Articles of Incorporation for the above referred corporation. Please file the original, certify the copy, and return the certified copy to me at your earliest convenience.

I have enclosed a check in the amount of \$122.50 to cover the following:

\$ 35.00 - filing fee  
52.50 - certified copy  
35.00 - registered agent designation  
\$122.50

Sincerely,

*Kristy Lee*

Kristy M. Lee  
Secretary

Enclosures

*Kristy Lee*

GAVE

AUTHORIZATION BY PHONE TO

CORRECT

*Act. III*

DATE

*7/11/00*

DOC. EXAM

*LR*

FILED  
00 JUL 11 AM 10:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

W-16849

*PR 7/12*



COPY

FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

July 3, 2000

COSTIN AND COSTIN  
KRISTY M. LEE  
P.O. BOX 98  
PORT ST. JOE, FL 32457-0098

SUBJECT: PORT ST. JOE MERCHANT'S ASSOCIATION, INC.  
Ref. Number: W00000016849

We have received your document for PORT ST. JOE MERCHANT'S ASSOCIATION, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

- ✓ You must list the corporation's principal office and/or a mailing address in the document.
- ✓ The registered agent and street address must be consistent wherever it appears in your document.
- ✓ The registered agent must have a Florida street address. A post office box, personal mail box (PMB), or mail drop-box address is not acceptable.
- ✓ Please list addresses for the incorporators.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6929.

Shannon Thompson  
Document Specialist

Letter Number: 200A00037156

ARTICLES OF INCORPORATION  
OF

PORT ST. JOE MERCHANT'S ASSOCIATION, INC.  
(A Florida Nonprofit Corporation)

FILED  
00 JUL 11 AM 10:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, in order to form a nonprofit corporation under the laws of the State of Florida, hereby sign and verify the following Articles of Incorporation.

ARTICLE I

The name of the corporation is "PORT ST. JOE MERCHANT'S ASSOCIATION, INC.".

ARTICLE II

The duration of the corporation shall be perpetual.

ARTICLE III

The mailing address of the initial principal office of the corporation is P.O. Box 547, Port St. Joe, Florida 32457. The physical address of the initial principal office is 401 Cecil G. Costin, Sr. Blvd, Port St. Joe, Florida 32456 and the initial registered agent at such address is Hiram Nix.

ARTICLE IV

Section 1. Purpose. The specific and primary purpose for which this corporation is formed is for educational, scientific and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code as now stated, or as it may be hereafter amended. In furtherance of its objective, the corporation may secure and distribute contributions from individuals, corporations, governmental entities and foundations.

Section 2. Limitations.

2.1. The corporation shall have no capital stock, and no part of its net earnings shall inure to the benefit of any directors, officers or members of the corporation.

2.2. The corporation may have members. The active membership of the corporation shall consist of persons or entities who are merchants in the City of Port St. Joe established in the by-laws of the corporation.

2.3. No director or officer of the corporation nor any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation, or the winding up of its affairs. Upon such dissolution or winding up, all the remaining assets of the corporation shall be distributed by the Board of Directors for identical uses and purposes to any other organization which would then qualify for exemption under the provisions of Section 501(c)(3) of the Internal Revenue Code as now stated, or as it may be hereafter amended.

2.4. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation except as may be permitted under Section 501(c)(3) by the Internal Revenue Code and the corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

2.5. Notwithstanding any other provisions of these Articles, the corporation shall not conduct or carry on activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as now stated, or as it may be hereafter amended, or by organization contributions to which are deductible under Section 170(c)(2) of such code as now stated, or as it may be hereafter amended.

Section 3. Powers.

3.1. In general, and subject to such limitations and conditions as are or may be prescribed by law, or in the corporation's Articles of Incorporation or By-Laws, the corporation shall have all powers which now or hereafter conferred by law upon a corporation organized for the purpose set forth above, or necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the corporation.

ARTICLE V

Section 1. Board of Directors.

1.1. The management of the corporation will be vested in a board of no less than three (3) directors. The number, qualifications, terms of office, manner of election, time and place of meeting, and powers and duties of the directors shall be such as are prescribed by the By-Laws of the corporation.

Section 2. Initial Board of Directors.

2.1. The names and addresses of the Board of Directors who will first manage the affairs of the corporation until the first annual meeting, as provided in the By-Laws, and until their successors are elected and qualified are:

Kristi Dorman  
Post Office Box 547  
Port St. Joe, FL 32457

Ralph Roberson  
Post Office Box 547  
Port St. Joe, FL 32457

Hiram Nix  
Post Office Box 547  
Port St. Joe, FL 32457

Cathy Costin  
Post Office Box 547  
Port St. Joe, FL 32457

Section 3. Limitation of Liability.

3.1. A director shall not be personally liable to the corporation or its members, if any, for monetary damages for conduct as a director, except for acts or omissions that involve intentional misconduct, or a knowing violation of the law by the director, or for any transaction for which the director will personally receive a benefit in money, property or services to which the director is not legally entitled. If the Florida Not for Profit Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of directors of the corporation shall be eliminated or limited to the full extent permitted by the Florida Not for Profit Corporation Act, as so amended, without any requirement of further action by the directors or members. Any repeal or modification of this article shall not adversely affect

any right or protection of any individual who was or is a director of the corporation at any time of such repeal or modification for or with respect to an act or omission of such director occurring prior to such repeal or modification.

ARTICLE VI

The authority to make, alter, amend or repeal By-Laws is vested in the Board of Directors and may be exercised at regular or special meeting of the Board.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 28<sup>th</sup> day of June, 2000.

SIGNATURE OF INCORPORATORS/SUBSCRIBERS:

Kristi Dorman  
Kristi Dorman

Ralph Roberson  
Ralph Roberson

Hiram Nix  
Hiram Nix

Cathy Costin  
Cathy Costin

ACCEPTANCE BY REGISTERED AGENT:

Having been named to accept service of process for the above named corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Hiram Nix

Hiram Nix  
Registered Agent  
401 Cecil G. Costin, Sr. Blvd.  
Port St. Joe, FL 32456

State of Florida  
County of Gulf

BE IT REMEMBERED that on this 28<sup>th</sup> day of June, 2000, before me, the undersigned officer duly authorized in the State and County aforesaid to take acknowledgments and administer oaths, personally appeared **Kristi Dorman**, who is personally known to me or who produced personally known as identification, the incorporator/subscriber signing the articles in the above corporation and she acknowledged before me that the proposed Articles of Incorporation is the free act and deed of the incorporator/subscriber and that the facts therein set are truly set forth and that she desires to associate herself pursuant to the foregoing Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Port St. Joe, Florida, in the State and County aforesaid on the day and year first above written.

Kristy M. Lee

Notary Public  
Commission No.  
Expiration Date

State of Florida  
County of Gulf

BE IT REMEMBERED that on this 28<sup>th</sup> day of June, 2000, before me, the undersigned officer duly authorized in the State and



County aforesaid to take acknowledgments and administer oaths, personally appeared **Ralph Roberson**, who is personally known to me or who produced personally known as identification, the incorporator/subscriber signing the articles in the above corporation and he acknowledged before me that the proposed Articles of Incorporation is the free act and deed of the incorporator/subscriber and that the facts therein set are truly set forth and that he desires to associate himself pursuant to the foregoing Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Port St. Joe, Florida, in the State and County aforesaid on the day and year first above written.



Kristy M. Lee  
Notary Public  
Commission No.  
Expiration Date

State of Florida  
County of Gulf

BE IT REMEMBERED that on this 28<sup>th</sup> day of June, 2000, before me, the undersigned officer duly authorized in the State and County aforesaid to take acknowledgments and administer oaths, personally appeared **Hiram Nix**, who is personally known to me or who produced personally known as identification, the incorporator/subscriber signing the articles in the above corporation and he acknowledged before me that the proposed Articles of Incorporation is the free act and deed of the incorporator/subscriber and that the facts therein set are truly set forth and that he desires to associate himself pursuant to the foregoing Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Port St. Joe, Florida, in the State and County aforesaid on the day and year first above written.



Kristy M. Lee  
Notary Public  
Commission No.  
Expiration Date

State of Florida  
County of Gulf

BE IT REMEMBERED that on this 28<sup>th</sup> day of June, 2000,  
before me, the undersigned officer duly authorized in the State and  
County aforesaid to take acknowledgments and administer oaths,  
personally appeared Cathy Costin, who is personally known to me or  
who produced Personally Known as identification, the  
incorporator/subscriber signing the articles in the above  
corporation and she acknowledged before me that the proposed  
Articles of Incorporation is the free act and deed of the  
incorporator/subscriber and that the facts therein set are truly  
set forth and that she desires to associate herself pursuant to the  
foregoing Articles of Incorporation for the purpose of becoming a  
corporation under the laws of the State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and  
affixed my official seal at Port St. Joe, Florida, in the State and  
County aforesaid on the day and year first above written.



Kristy M. Lee  
Notary Public  
Commission No.  
Expiration Date

**FILED**  
00 JUL 11 AM 10:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA