

No/0000004094

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: St. Lucie County Hotel and Motel Association, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

700004383787--4  
-06/08/01--01044--015  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00  
Filing Fee

\$78.75  
Filing Fee &  
Certificate of  
Status

\$78.75  
Filing Fee  
& Certified Copy

\$87.50  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Rey Miranda  
Name (Printed or typed)

2600 North A1A  
Address

FORT Pierce, FL 34949  
City, State & Zip

(561) 465-5544 EXT 2180  
Daytime Telephone number

01 JUN -8 AM 7:47  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

NOTE: Please provide the original and one copy of the articles.

T. Burch JUN 13 2001

FILED

Articles of Incorporation of St. Lucie County Hotel and Motel Association, Inc.

(A Corporation Not For Profit)

01 JUN -6 AM 7:47

SECRETARY OF STATE  
FLORIDA

We the undersigned, being natural persons competent to contract for the purpose of forming a corporation not for profit under the laws of the State of Florida, adopt, subscribe, and acknowledge the following Articles of Incorporation:

Article I. Name and Address

The name of the corporation shall be St. Lucie County Hotel and Motel Association, Inc. ("Association"). The mailing address of the principal office of the Association is P. O. Box 1235, Ft. Pierce, Florida 34979, or at such other place as subsequently designated by the Board of Directors of the Association ("Board").

Article II. Purpose

The purpose for which the Association is organized and the nature of the business to be transacted by it are as follows:

- a. to afford concerted action in all matters affecting the interests of the hotel and motel business in the County or the interest of all members of the Association;
- b. to promulgate any legal and proper information which may be of interest and/or value to the membership;
- c. to safeguard the members of the association in all ways from imposition and fraud;
- d. to bring about a better acquaintance and understanding among hotel and motel operators in the County;
- e. to provide for business and social cooperation; and
- f. to have and exercise all rights, powers and privileges pertaining to a voluntary Association under the laws of Florida, which has no capital stock and whose objective is not a division of profits.

Article III. Board

Section 1. The affairs of the Association shall be managed and conducted by the Board. The number, terms of office, and provisions regarding election, removal, and filling of vacancies on the Board shall be as set forth in the Bylaws.

Section 2. The initial Board shall consist of three (3) persons. The names and addresses of the initial Board who shall hold office until their successors have been duly elected and qualified as provided in the Bylaws are as follows:

Rey Miranda

Radisson Beach Resort North Hutchinson Island  
2600 North A1A  
Fort Pierce, FL 34949

Deanna Merrill

Starwood Vacation Ownership  
8800 Vistana Centre Drive  
Orlando, Florida 32821

Lisa Gilrane

Holiday Inn  
10120 South Federal Highway  
Port St. Lucie, FL 34952

John Lipovsky

Days Inn Midtown  
3224 South US1  
Fort Pierce, FL 34982

#### Article IV. Incorporator

The name and address of the Incorporator of the Association is as follows:

<u>Name</u>	<u>Address</u>
Rey Miranda	Radisson Beach Resort North Hutchinson Island 2600 North A1A Fort Pierce, FL 34949

#### Article V. Officers

The officers of the Association shall consist of president, vice president, secretary, treasurer, and other officers the Board may from time to time deem appropriate. The officers of the Association shall be elected at the first meeting of the Board and at each annual meeting of the Board and shall hold office at the pleasure of the Board. Any officer may be removed at any meeting by the affirmative vote of a majority of the Board either with or without cause, and any vacancy in any office may be filled by the Board at any meeting thereof.

The names of the officers who shall serve until the first election are:

<u>Name</u>	<u>Office</u>
Rey Miranda	President
Deanna Merrill	Vice President
Lisa Gilrane	Secretary
John Lipovsky	Treasurer

#### Article VI. Bylaws

The Bylaws are to be made or approved by the initial Board and may be amended, altered, modified, or rescinded as set forth in the Bylaws and as permitted by law.

#### Article VII. Additional Provisions

Section 1. No officer, director, or member shall be personally liable for any debt or other obligation of the Association.

Section 2. The Association shall not be operated for profit. This corporation is organized under a non-stock basis, no dividend shall be paid, and no part of the income of the Association shall be distributed to its members, directors, or officers. The Association may pay compensation in a reasonable amount to its members, directors, or officers for services rendered, and may confer benefits on its members as permitted by law and on dissolution or final liquidation may make distribution to its members as permitted by a court of competent jurisdiction. No such payment, benefit, or distribution shall be deemed to be a dividend or distribution of income.

Section 3. Any assessments or fees collected by the Association, or by any agent acting on behalf of the Association, are held for the benefit of members of the Association and shall not be considered income of the Association.

Section 4. Unless the context of these Articles of Incorporation requires otherwise, the use of plural shall include the singular and the singular shall include the plural, and the use of any gender shall be deemed to include all genders.

Section 5. Should any paragraph, sentence, phrase, or portion of any provision of these Articles of Incorporation or the Bylaws be held invalid or held inapplicable to certain circumstances, it shall not affect the validity of the remaining parts, remaining instruments, or the application of such provisions to different circumstances.

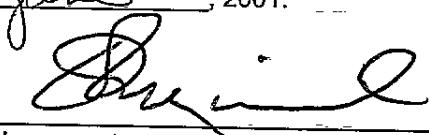
#### Article VIII. Registered Agent

The name and address of the initial registered agent for the service of process on the Association are:

Lisa Gilrane  
Holiday Inn  
1120 South Federal Highway  
Port St. Lucie, FL 34952

The above address is also the address of the registered office of the Association.

In witness whereof, the subscribing Incorporator has set his hands and caused these Articles of Incorporation to be executed this 5 day of June, 2001.



\_\_\_\_\_  
, Incorporator

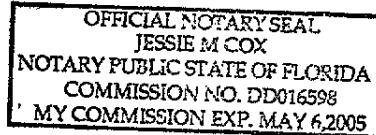
STATE OF FLORIDA )  
COUNTY OF St. Lucie )

Reynold misende The foregoing instrument was acknowledged before me this 5 day of June, 2001, by  
known to me.

M- 653-720-38-471-0

Jessie M Cox  
(Signature of person taking acknowledgment)

Jessie M Cox  
(Name of officer taking acknowledgment typed, printed  
or stamped)



Acceptance by Agent

The undersigned, having been designated as agent for service of process on St. Lucie County Hotel and Motel Association, Inc. within the State of Florida, at the place designated in Article VIII of the foregoing Articles of Incorporation, accepts the appointment as registered agent for St. Lucie County Hotel and Motel Association, Inc. and is familiar with and accepts the obligations of this position.

[name of registered agent]

By:

Lisa Gilrane

Name: Lisa Gilrane

Title: Secretary