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FLORIDA NON-PROFIT CORPORATION

MANATEE RIVERWALK, INC.

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**ARTICLES OF INCORPORATION
OF
MANATEE RIVERWALK, INC.
A Florida Not For Profit Corporation**

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

The undersigned hereby associates to form a not for profit corporation under Chapter 617 of the Florida Statutes.

**ARTICLE I
NAME AND PRINCIPAL OFFICE**

The name of this Corporation shall be MANATEE RIVERWALK, INC., and its initial principal office shall be at 101 Old Main Street, Bradenton, Florida 34205.

**ARTICLE II
PURPOSES AND POWERS**

This Corporation is a not-for-profit Corporation organized under Chapter 617, Florida Statutes. It is not organized for the private gain of any person. The specific purposes of this Corporation include by way of example, but not by way of limitation:

A. To serve as a recreational venue promoting commerce and community continuity by highlighting historical and cultural assets of Bradenton and Palmetto.

B. To unite the two cities of Bradenton and Palmetto as a destination by providing safe, scenic and clearly marked pathways that showcase recreational, cultural and community events.

C. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit Corporations.

This Instrument Prepared By:
Joseph L. Najmy, Esq. (FBN: 0847283)
Harlee, Porges, Hamlin, Knowles, Bald & Prouty, P.A.
1205 Manatee Avenue West
Bradenton, FL 34205
(941)748-3770

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D. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director of the Corporation or to any member of the Corporation or to any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Director of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

E. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, 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.

F. In the event of dissolution, the residual assets of the Corporation shall be turned over to one or more Organizations which themselves are exempt as Organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any subsequent Internal Revenue Code or Regulation.

ARTICLE III MANNER OF ELECTION OF BOARD OF DIRECTORS

The method of election of the Board of Directors of the Corporation shall be as set forth in the Bylaws for the Corporation. In no event shall the number of Board of Directors for this Corporation be less than three (3).

ARTICLE IV INDEMNIFICATION

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceedings, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a Director, Officer or committee member of the Corporation, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceedings, unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted, or not pursued by the proposed indemnitee, that he did not act in good faith, nor in a manner he reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, that he

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had reasonable cause to believe his conduct was unlawful; and (b) such court further specifically determines that indemnification should be denied. The termination of any action, suit or proceedings by judgment, order, settlement, conviction or upon a plea of nolo contendere, or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful. It is the intent of this provision to provide the most comprehensive indemnification possible to the Officers, Directors and committee members of the Corporation, as permitted by Florida law.

ARTICLE V
TERM

The Corporation shall have perpetual existence unless and until dissolved as provided by law.

ARTICLE VI
INCORPORATOR

The name and street address of the Incorporator is:

WILLIAM A. THEROUX
Bradenton Downtown Development Authority
101 Old Main Street
Bradenton, Florida 34205

ARTICLE VII
INITIAL REGISTERED OFFICE ADDRESS
AND NAME OF INITIAL REGISTERED AGENT

The name of the initial Registered Agent and Florida street address of the initial Registered Agent is:

JOSEPH L. NAJMY, Esquire
c/o Harlee, Porges, Hamlin, Knowles, Bald & Prouty, P.A.
1205 Manatee Avenue West
Bradenton, FL 34205

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IN WITNESS WHEREOF, the Incorporator has executed these ARTICLES this
24th day of August, 2001.

William A. Theroux
WILLIAM A. THEROUX

Signed, sealed and delivered
in the presence of:

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 24th day of August, 2001, by William A. Theroux as this corporation's incorporator, who has provided _____ as identification or who is personally known to me.

 Varsha S. Malgur
My Commission CC968409
Expires December 17, 2004

Varsha S. Malgur
Notary Public, State of Florida

REGISTERED AGENT ACCEPTANCE

Having been named to accept service of process for the above Corporation at the place designated in these Articles, I hereby agree to act in this capacity, and I further agree to comply with the provisions of Florida law relative to the proper and complete performance of my duties.

Joseph A. Najmy, Esq.