

Division of Corporations

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Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA NON-PROFIT CORPORATION

REAL ANTIQUE DEALERS ASSOCIATION, INC.

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
REAL ANTIQUE DEALERS ASSOCIATION, INC.
(A Florida Corporation Not-For-Profit)

ARTICLE I: NAME

The name of the corporation shall be: Real Antique Dealers Association, Inc.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 2550 Aft Avenue, Naples, FL 34109.

ARTICLE III: PURPOSE

(1) The purpose for which the corporation (hereinafter "Corporation" or "Association") is organized is as follows: (a) to promote higher business standards and ethics and to maintain integrity in business practices in and among the retail sellers of antiques, (b) to encourage and to identify the sale of real, legitimate antiques in retail and customer transactions and to discourage and identify items which are reproductions or "faux" antiques and which are being sold to customers as real or genuine antiques, (c) to establish standards and maintain the integrity of the business of selling antiques to customers and to the public, (d) to educate the public and customers concerning the potential for fraud or misrepresentation in the sale of reproductions or "faux" antiques which are represented or advertised as being real or original antiques.

(2) This Corporation is organized exclusively for purposes permitted or authorized under Section 501(c)(6) of the Internal Revenue Code. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on or engage in any other activities which are not permitted to be carried on or engaged in by an organization exempt from federal income tax as a nonprofit business league as described or defined in Section 501(c)(6) of the Internal Revenue Code (or any corresponding section of any future federal tax code). Upon the dissolution and winding up of this Corporation, after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets shall be distributed to a nonprofit fund, foundation or Corporation organized and operating exclusively for the purposes specified in Section 501(c)(6) of the Internal Revenue Code and which has established its tax exempt status under that Section or shall

otherwise be used only for purposes or uses permitted under said Section 501(c)(6) or any corresponding section of any future federal tax code.

(3) All members of the Corporation shall have a common business interest in that each member shall engage in business either as a legitimate real antique dealer selling antiques to the public or shall engage in a business directly related to the sale of antiques to the public and shall have a direct interest in the maintaining of the integrity of the real antique business. No part of the net earnings of the Corporation will benefit any private shareholder or individual and the Corporation is not organized for profit or organized to engage in activity ordinarily carried on for profit (even if the business is operated on a co-operative basis or produces only sufficient income to be self-sustaining).

(4) The Corporation shall be primarily engaged in activities or functions which are the stated purpose of the Corporation as set forth above. The Corporation shall be primarily supported by membership dues and other income from activities substantially related to its exempt purpose under Section 501(c)(6) of the Internal Revenue Service Code.

(5) The purpose of the Corporation is to promote common interest of the members and not to engage in a regular business of a kind which is ordinarily carried on for a profit.

(6) A member of this Association who is a taxpayer shall not deduct the part of dues or any other payments to the Association which is for any of the following activities: (a) influencing legislation, (b) participation or intervening in a political campaign for, or against, any candidate for public office, (c) trying to influence the general public, or part of the general public, with respect to elections, legislative matters, or referendums (also know as grass roots lobbying), (d) communicating directly with certain executive branch officials to try to influence their official actions or positions.

(7) The Association shall not be authorized to engage in any activity which would result in a loss of recognition of exemption for federal income tax as a nonprofit business league of Section 501(c)(6) of the Internal Revenue Code (or any corresponding section of any future federal tax code).

ARTICLE IV: MANNER OF ELECTION

The manner in which the directors are elected or appointed is as follows: the directors shall be elected or appointed as stated in the ByLaws of the Corporation.

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ARTICLE V: INITIAL DIRECTORS/OFFICERS

The initial directors of the Corporation and their addresses are as follows:

Robert M. Axelrod	18117 S.E. Laurel Leaf Land Tequesta, FL 33469
Charles Tovar	3094 Hamilton Mill Road Buford, GA 30519
Stephen Church	2650 Aft Avenue Naples, FL 34109

The initial officers of the Corporation and their addresses are as follows:

President	Robert M. Axelrod 18117 S.E. Laurel Leaf Land Tequesta, FL 33469
Vice President	Charles Tovar 3094 Hamilton Mill Road Buford, GA 30519
Secretary/Treasurer	Stephen Church 2650 Aft Avenue Naples, FL 34109

ARTICLE VI: INITIAL REGISTERED AGENT

The name and Florida street address of the registered agent is:

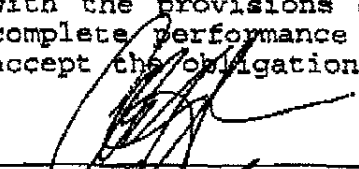
George E. Harris
11380 Prosperity Farms Road
Suite 201
Palm Beach Gardens, FL 33410-3477

ARTICLE VII: INITIAL INCORPORATOR

The name and address of the Incorporator is:

George E. Harris
11380 Prosperity Farms Road
Suite 201
Palm Beach Gardens, FL 33410-3477

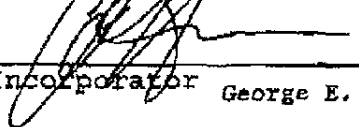
having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Registered Agent
George E. Harris

SEPT. 5, 2003

Date



Incorporator
George E. Harris

SEPT. 5, 2003

Date

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