

Division of Corporations

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Division of Corporations  
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**FLORIDA NON-PROFIT CORPORATION****REAL ANTIQUE DEALERS ASSOCIATION, INC.**

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Corporate Filing

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H03000270358 2

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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

H03000270358 2

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.

H03000270358 2

**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

H03000270358 2

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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