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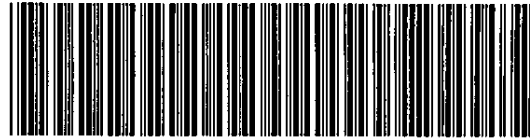
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Amended + Restated
Articles*

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Downtown Business Alliance, Inc.

DOCUMENT NUMBER: N04000000648

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Mark Debolt

(Name of Contact Person)

Downtown Business Alliance, Inc.

(Firm/ Company)

PO Box 1971

(Address)

Ocala, FL 34478

(City/ State and Zip Code)

Mark@deboltproperties.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Mark Debolt

(Name of Contact Person)

at 352 690-1888

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
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| <input type="checkbox"/> \$35 Filing Fee | <input checked="" type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
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Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
|--|---|---|--|

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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13 DEC 16 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
DOWNTOWN BUSINESS ALLIANCE, INC.,
A FLORIDA NOT FOR PROFIT CORPORATION**

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TALLAHASSEE, FLORIDA

ARTICLE I. NAME

- 1.1. The name of the Corporation shall be: DOWNTOWN BUSINESS ALLIANCE, INC., a Florida not for profit corporation

ARTICLE II. PRINCIPAL OFFICE

- 2.1. The principal place of business of this Corporation shall be: Downtown Business Alliance, Inc., c/o Mark Debolt, 46 SW 1st Avenue, Ocala, FL 34471. The principal mailing address of this Corporation shall be: Downtown Business Alliance, Inc., P.O. Box 1971, Ocala, FL 34478. Such addresses may be changed without amending these Articles.

ARTICLE III. PURPOSE

- 3.1. This Corporation is organized exclusively for one or more the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code (or corresponding provision of any future tax code) and regulations issued pursuant thereto as they now exist or as they may hereafter be amended.
- 3.2. The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code (or corresponding provision of any future tax code) and regulations issued pursuant thereto as they now exist or as they may hereafter be amended.
- 3.3. Without limiting the foregoing, the Corporation is organized to improve and further develop the downtown area of Ocala, Florida as a center of commercial, cultural, and governmental activity, for the entire metropolitan Ocala area.
- 3.4. Upon the dissolution of the Corporation, the Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for one or more of the purposes, as specified in Section 501(c)(3) of the Internal Revenue Code (or corresponding provision of any future tax code, as the Directors shall determine) including, without limitation, donating such assets to the City of Ocala.

ARTICLE IV. MANNER OF ELECTION

- 4.1. The manner in which the Directors are elected or appointed:
- 4.1.1. The initial Directors are appointed as set forth below.

- 4.1.2. Directors shall hereafter be appointed or elected by vote of the Membership pursuant to the Corporation's Bylaws.

ARTICLE V. INITIAL DIRECTORS

- 5.1. The names, addresses and titles of the initial Directors are:
- 5.1.1. George Carrasco, 2145 SE 5TH STREET, Ocala, FL 34471.
 - 5.1.2. Aaron Campo, 104 SE 1ST AVENUE, SUITE B, Ocala, FL 34471.
 - 5.1.3. Diane Barrineau, 1309 SE 25TH LOOP, SUITE 103, Ocala, FL 34471.
 - 5.1.4. David Hoffman, 107 NE First Ave., Ocala, FL 34470.
 - 5.1.5. Mark C. Debolt, 46 SW 1st Avenue, Ocala, FL 34471
 - 5.1.6. Bryce Peck, P.O. BOX 1971, Ocala, FL 34478.

ARTICLE VI. INITIAL REGISTERED AGENT AND STREET ADDRESS

- 6.1. The name and Florida address of the registered agent is: Mark C. Debolt, 46 SW 1st Avenue, Ocala, FL 34471.

ARTICLE VII. INCORPORATOR

- 7.1. The name and address of the Incorporator is: David Hoffman, 107 NE First Ave., Ocala, FL 34470.

David Hoffman
as Incorporator

11/20/13
Date

Acceptance By Registered Agent

Having been named as registered agent to accept service of process for the above stated Corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

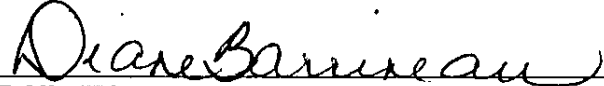
Mark C. Debolt
Mark C. Debolt, as Registered Agent

11/20/13
Date

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TALLAHASSEE, FLORIDA

CERTIFICATE OF ADOPTION

The foregoing Amended and Restated Articles of Incorporation of DOWNTOWN BUSINESS ALLIANCE, INC. were adopted by the DOWNTOWN BUSINESS ALLIANCE, INC.'s Board of Directors on ~~October~~ ^{Nov} 20, 2013 and does not contain any amendments that would require separate member approval.


DOWNTOWN BUSINESS ALLIANCE, INC.
Diane Barrineau, Secretary

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TALLAHASSEE, FLORIDA