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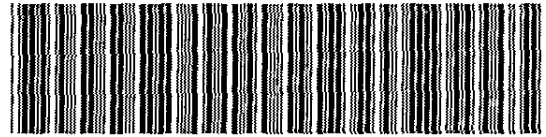
(Business Entity Name)

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Capitol Services, Inc.

2750 Old St. Augustine Rd., N-145

Tallahassee, FL 32301

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Kathi or Brent

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Downtown Vero Beach Merchant's Association Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time 8/6/04

☒ Certified Copy

☐ Mail Out

☐ Will wait

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☐ Certificate of Status

NEW FILINGS

☐ Profit

☒ Not for Profit

☐ Limited Liability

☐ Domestication

☐ Other

AMENDMENTS

☐ Amendment

☐ Resignation of R.A., Officer/Director

☐ Change of Registered Agent

☐ Dissolution/Withdrawal

☐ Merger

OTHER FILINGS

☐ Annual Report

☐ Fictitious Name

REGISTRATION/QUALIFICATION

☐ Foreign

☐ Limited Partnership

☐ Reinstatement

☐ Trademark

☐ Other

Examiner's Initials

04 AUG 10 PM 1:26
FILED
VERO BEACH, FLORIDA

**ARTICLES OF INCORPORATION
OF
DOWNTOWN VERO BEACH MERCHANT'S ASSOCIATION, INC.**

The undersigned, by these Articles of Incorporation, associate themselves for the purpose of forming a corporation not for profit, pursuant to the provisions of Chapter 617, Florida Statutes, and certify as follows:

**ARTICLE I
NAME**

The name of the Corporation shall be DOWNTOWN VERO BEACH MERCHANT'S ASSOCIATION, INC. For convenience, the corporation will be referred to in this instrument as the Corporation. The principal place of business shall be 2044 14th Avenue, Vero Beach, Florida 32960. The mailing address shall be 2044 14th Avenue, Vero Beach, Florida 32960.

**ARTICLE II
EXISTENCE AND DURATION**

Existence of the Corporation shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Corporation shall exist in perpetuity.

**ARTICLE III
PURPOSES**

The Corporation is organized for the purpose of promoting the re-development of the downtown Vero Beach area and to support and enhance retail business in the downtown area.

**ARTICLE IV
MEMBERSHIP QUALIFICATION**

Any person who has an interest in this cause shall be eligible for membership upon approval by the Board of Directors.

**ARTICLE V
DIRECTORS**

The number and method of selecting directors shall be as stated in the Bylaws of the Corporation.

**ARTICLE VI
NOT-FOR-PROFIT ORGANIZATION**

This Corporation is organized under a non-stock basis and shall at all times be operated as a not for profit organization.

ARTICLE VII
DISSOLUTION

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State, or Local Government for exclusive public purposes.

ARTICLE VIII
AMENDMENT OF BY-LAWS AND ARTICLES

The By-Laws of the Corporation are hereby adopted and shall be amended by a two-thirds (2/3) affirmative vote of the entire Board of Directors. The Articles of the Corporation shall be amended by a seventy-five percent (75%) affirmative vote of the entire Board of Directors.

ARTICLE IX
DESIGNATION OF INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Corporation is: 2925 Atlantic Blvd., Vero Beach, Florida 32960, and the name of the initial registered agent of the Corporation at that address is Stephen DeAquir.

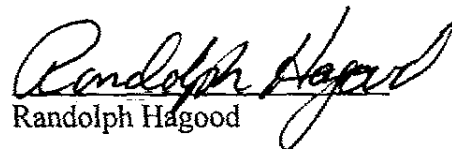
ARTICLE X
INCORPORATOR

The name and address of the incorporator is:

Randolph Hagood, 2020 Cortez Avenue, Vero Beach, Florida 32960

IN WITNESS WHEREOF, the undersigned incorporator(s) have executed these Articles of Incorporation this 5th day of AUGUST, 2004.

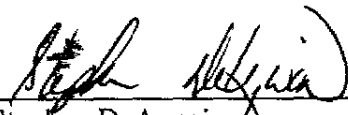
INCORPORATOR:


Randolph Hagood

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

Having been named as registered agent on behalf of Downtown Vero Beach Merchant's Association, Inc., the undersigned hereby accepts the designation of registered agent on behalf of Downtown Vero Beach Merchant's Association, Inc., and agrees to accept service of process for Downtown Vero Beach Merchant's Association, Inc. at the place designated in this certificate, 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.

Signature:


Stephen DeAquair
Registered Agent

Date:

8/5/04

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