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(Requestor's Name)

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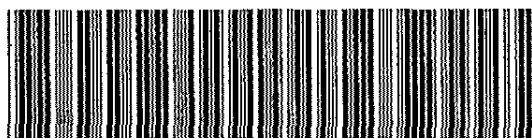
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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08/09/04--01063--004 **78.75

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W04-30409

LAW OFFICES OF
KLINGBEIL & ROBERTS, P.A.

341 Venice Avenue West
VENICE, FLORIDA 34285

Robert T. Klingbeil, Jr.
Gregory C. Roberts

Telephone (941) 485-2900
Fax (941) 486-8565
Email: inquiry@k-rlaw.com
Web site: www.k-rlaw.com

August 5, 2004

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, Florida 32314

Re: Downtown Venice Owners Association, Inc.

Dear Sir:

Enclosed please find one original and one copy of Articles of Incorporation regarding the above-referenced corporation. Also enclosed is our check in the total amount of \$78.75 to cover the cost of this filing:

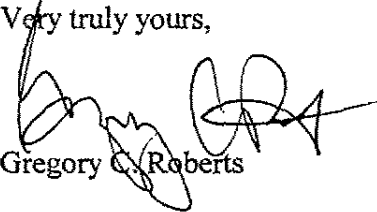
Filing Fee	\$ 35.00
Registered Agent Designation	35.00
Certified Copy of Articles	<u>8.75</u>

Total: \$ 78.75

Please return a certified copy of the Articles of Incorporation to our office at the address listed above.

Thank you for your attention to this matter.

Very truly yours,


Gregory C. Roberts

GCR/lr
Enclosures



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

August 10, 2004

GREGORY C ROBERTS ESQ
KLINBGEIL & ROBERTS PA
341 VENICE AVENUE WEST
VENICE, FL 34285

SUBJECT: DOWNTOWN VENICE OWNERS ASSOCIATION, INC.
Ref. Number: W04000030409

We have received your document for DOWNTOWN VENICE OWNERS ASSOCIATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6931.

Becky McKnight
Document Specialist
New Filings Section

Letter Number: 704A00049511

Articles of Incorporation
of
DOWNTOWN VENICE OWNERS ASSOCIATION, INC.
A Nonprofit Corporation

We, the undersigned natural persons of legal age, at least two of whom are citizens of the State of Florida, acting as incorporators of a corporation under Chapter 617 of the Florida Statutes, hereby adopt the following articles of incorporation:

Article I.

The name of the corporation is DOWNTOWN VENICE OWNERS ASSOCIATION, INC. (hereinafter the "association").

Article II.

The association is a nonprofit corporation.

Article III.

The period of its duration is perpetual.

Article IV.

The association is formed for the primary purpose of providing for the maintenance, promotion, preservation, and future economic and business development of the commercial real property located within the Downtown Venice Area. The Downtown Venice Area shall be generally described as bordered on the west by the Gulf of Mexico, on the east by US Highway 41 Bypass, on the north by Tampa Avenue, and on the south by Miami Avenue.

The association is organized and will be operated exclusively for the above purposes. The activities of the association will be financed by assessments on members as provided in the Bylaws, and no part of any net earnings will inure to the benefit of any member.

Article V.

The street address of the initial registered office of the association is 341 Venice Avenue West, Venice, Florida 34285, and the name of its initial registered agent at that address is Gregory C. Roberts, Esquire,

Article VI.

The street address of the initial principal place of business is 316 Winfield Way, Nokomis, Florida 34275.

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Article VII.

Every person or entity who/which is a record owner of a fee or undivided fee interest in any commercial real estate parcel in the above described area or is a commercial real property owner whose real property is located in the Venice Mainstreet, Inc. service area, but excluding persons holding title merely as security for performance of an obligation, is eligible to be a member of the association.

Article VIII.

The association will have one class of voting members, which are defined as follows:

Eligible members will include all commercial real property owners described above. Members will be entitled to one vote for each lot owned. When more than one person holds an interest in any lot, all of those persons will be members. The vote for such lot will be exercised as such members determine among themselves, but in no event will more than one vote be cast with respect to any lot owned by the members.

Article IX.

The number of directors constituting the initial board of directors of the association is three, and the names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
Gregory C. Roberts	341 Venice Avenue West Venice, Florida 34285
Roger Hulliger	417 North Park Blvd. Venice, Florida 34285
James Lynch	P.O. Box 417 Venice, Florida 34284

The number of directors may be changed from time to time, as set forth in the Bylaws; however in no event shall the number of directors be less than three (3).

Article X.

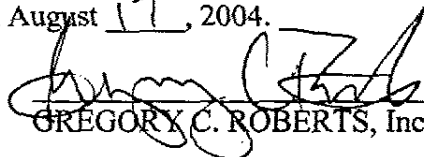
On dissolution, the assets of the association will be distributed to an appropriate public agency to be used for purposes similar to those for which the association was created. In the event such distribution is refused acceptance, such assets will be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or other organization organized and operated for such similar purposes.

Article XI.

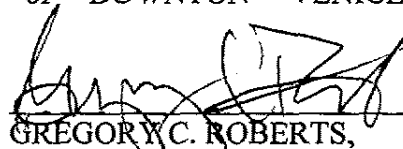
The name and street address of each incorporator is:

<u>Name</u>	<u>Address</u>
Gregory C. Roberts	341 Venice Avenue, West Venice, Florida 34285

I, the undersigned, being the incorporator of this corporation, for the purpose of forming this not-for-profit charitable corporation under the Laws of Florida, have executed these articles of incorporation on August 17, 2004.


GREGORY C. ROBERTS, Incorporator

I hereby state that I am familiar with and do hereby accept the duties and responsibilities as Registered Agent of DOWNTON VENICE OWNERS ASSOCIATION, INC.


GREGORY C. ROBERTS,
Registered Agent

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