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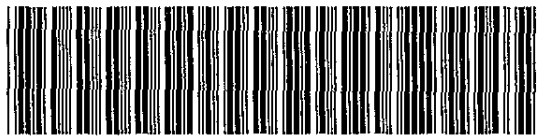
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DIVISION OF CORPORATIONS
04 NOV 19 AM 8:44

OB 13/1

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: BREAKFAST CLUB AMERICA OF TAMPA BAY, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: C. SCOTT BRAINARD
Name (Printed or typed)

5999 CENTRAL AVENUE, SUITE 202
Address

ST. PETERSBURG, FL 33710
City, State & Zip

727-384-5999
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

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ARTICLES OF INCORPORATION
OF
BREAKFAST CLUB AMERICA OF TAMPA BAY, INC.

The undersigned incorporator by these Articles does hereby form a corporation not for profit pursuant to Chapter 617, Florida Statutes (the "Act"), and hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is **BREAKFAST CLUB AMERICA OF TAMPA BAY, INC.** For convenience, the corporation shall be referred to in this instrument as the "Corporation", these Articles of Incorporation as the "Articles", and the Bylaws of the Corporation as the "Bylaws".

ARTICLE II

PURPOSE; NON-PROFIT STATUS; 501(c)(6) STATUS

The Corporation is organized as a non-stock, not for profit corporation exclusively for such purposes as are permitted in Chapter 617, Florida Statutes, and Section 501(c)(6) of the United States Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue law (the "IRC"). Specifically, the Corporation shall establish a business league for the purpose of promoting the common business interest of the members as that purpose is contemplated by Section 501(c)(6) of the IRC. The Corporation may engage in any lawful activity which may be necessary, useful or desirable for the furtherance or accomplishment of these purposes, either directly or indirectly and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations, or governmental bureaus, departments or agencies, including soliciting and receiving contributions, grants, gifts, devises and transfers of real and personal property, either outright or in trust, from whatever sources and whether unrestricted or for designated purposes, which contributions will be used to carry out the purposes of the Corporation as permitted herein, so long as all of such activities are permitted for organizations who are deemed exempt from taxation pursuant to Section 501(c)(6) of the IRC. All of the purposes and powers of the Corporation shall be exercised exclusively for purposes in such manner that the Corporation shall qualify as an exempt organization under Section 501(c)(6) of the IRC. No part of the net earnings of the Corporation shall inure to the be distributed to or otherwise inure to the benefit of any private member or the officers, directors or other persons; provided, however, that the Corporation shall be permitted to pay reasonable compensation for services rendered by persons who serve as officers, directors or other agents of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not engage in or otherwise intervene in any political campaign on behalf of any candidate for public office, including the

publishing or distribution of statements, except as may be expressly authorized by the Internal Revenue Code. Notwithstanding any other provision of these Articles, the Corporation shall not engage in any activities not permitted by an organization exempt from taxation pursuant to Section 501(c)(3) of the IRC, or to a corporation, the contributions to which are deductible under Section 170(c)(2) of the IRC.

ARTICLE III

POWERS

The powers of the Corporation shall include and be governed by the following:

3.01 General. The Corporation shall have all of the common law and statutory powers of a corporation not for profit under the laws of the State of Florida that are not in conflict with the provisions of these Articles.

3.02 Enumeration. The Corporation shall have all the powers and duties set forth in the Act and all of the powers and duties not inconsistent with the Act reasonably necessary to operate the Corporation's mission, including, but not limited to, the following:

(a) To make and collect assessments and other charges against members, and to use the proceeds thereof in the exercise of its powers and duties.

(b) To buy, own, operate, lease, sell and trade both real and personal property as may be necessary or convenient in the administration of the Corporation and its mission.

(c) To maintain, repair, replace, reconstruct, add to, and operate the property acquired or leased by the Corporation for use by its members and others through them.

(d) To purchase insurance for the protection of the Corporation, its officers, directors, and members, and such other parties as the Corporation may determine in the best interest of the Corporation.

(e) To enforce by legal means the provisions of the Act, these Articles, and the Bylaws.

(f) To employ personnel to perform the services required for proper operation of the Corporation and its mission.

(g) To enter into agreements with other parties for easements or sharing arrangements or facilities as the Board of Directors may deem in the best interests of the Corporation.

3.03 Assets of the Corporation. All funds and the titles of all properties acquired by the Corporation and their proceeds shall be for the benefit and use of the members in accordance with the provisions of the these Articles and the Bylaws.

ARTICLE IV

MEMBERS

4.01 Membership. The initial member of the Corporation shall be St. Petersburg Area Chamber of Commerce, Inc. (The "Chamber"), 100 Second Avenue North, Suite 150, St. Petersburg, FL 33701. The qualifications of other members, the classes of voting members, the application process, the property, voting and other rights and privileges of members and their liability for dues and assessments, and the method of collection thereof, shall be set forth in the Bylaws.

4.02 Assignment. Members may not assign, pledge, hypothecate or otherwise convey all or any part of their membership rights or responsibilities without the prior written consent of the Board of Directors of the Corporation.

ARTICLE V

TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VI

INCORPORATOR

The name and address of the Incorporator subscribing to these Articles is C. Scott Brainard, 5999 Central Avenue, Suite 202, St. Petersburg, FL 33710.

ARTICLE VII

OFFICERS

The affairs of the Corporation shall be administered by the officers as designated in the Bylaws. The officers shall be elected by the Board of Directors of the Corporation at its first meeting following the annual meeting of the members of the Corporation, and shall serve at the pleasure of the Board of Directors. The Bylaws may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers.

ARTICLE VIII

DIRECTORS

8.01 Number and Qualification. The property, business and affairs of the Corporation shall be managed by a Board of Directors. At no time shall the number of directors be less than three (3). The persons serving on the Executive Committee of the Board of Governors of the Chamber shall be the directors of the Corporation. The terms of the directors of the Corporation shall coincide with the terms of the members of such Executive Committee.

8.02 Duties and Powers. All of the duties and powers of the Corporation existing under the Act, these Articles and the Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by members when that approval is specifically required.

8.03 Appointment; Removal. All directors shall be appointed by the Chamber. Directors may be removed, with or without cause, by the Chamber, and all vacancies on the Board of Directors due to such removal, shall be filled by appointment of a replacement by the Chamber.

8.04 No Liability. Directors of the Corporation shall not be personally liable to the Corporation or its members for any monetary damages for conduct as a director, except for acts or omissions that involve intentional misconduct by a director or a knowing violation of law by a director, where the director votes or assents to a distribution which is unlawful or violates the requirements of these articles of incorporation, or for any transaction from which the director will personally receive a benefit in money, property, or services to which the director is not legally entitled.

ARTICLE IX

INDEMNIFICATION

9.01 Indemnity. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a director, employee, officer or agent of the Corporation, against expenses (including attorneys' fees and appellate attorneys' fees) judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the Corporation; and, with respect to any criminal action or proceeding, he had not reasonable cause to believe his conduct was unlawful; except, that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misfeasance or malfeasance in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine, upon application, that despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, or itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interest of the Corporation; and with respect to any criminal action or proceeding, he had no reasonable cause to believe that his conduct was unlawful.

9.02 Expenses. To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 9.01 above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

9.03 Approval. Any indemnification under Section 9.01 above (unless ordered by the court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Section 9.01 above. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties of such action, suit or proceeding, or (b) if such quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (c) by a majority of the members.

9.04 Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the directors, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this article.

9.05 Miscellaneous. The indemnification provided by this article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of members or otherwise, both as to action in his official capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefits of the heirs, executors and administrators of such a person.

9.06 Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this article.

ARTICLE X

BYLAWS

The first Bylaws of the Corporation shall be adopted, and may be altered, amended or rescinded from time to time, by the affirmative vote of the entire Board of Directors at any regular or special meeting of the Board of Directors.

ARTICLE XI

AMENDMENTS

Amendments to these articles shall be adopted by the affirmative vote of a majority of the entire Board of Directors of the Corporation at any regular or special meeting of the Board of Directors; provided, however, that no amendment shall make any changes in the voting rights of members without approval in writing by all the members of the Corporation. Further, no amendment shall be made to these Articles that would conflict with the requirements of Section 501(c)(6) of the IRC without the approval in writing of all the member of the Corporation. The

text of any proposed amendment to these articles of incorporation shall be furnished to the directors at least seven (7) days prior to the meeting at which such proposed amendment will be considered. A copy of each approved amendment shall be filed with the Secretary of State pursuant to the provisions of the applicable Florida Statutes.

ARTICLE XII

DISSOLUTION

The Corporation may be dissolved only upon approval of the Chamber. In the event of dissolution, the Board of Directors shall make provision for payment of all indebtedness and liabilities of the Corporation, and shall thereafter distribute, in any portion or portions considered prudent, all of the assets of the Corporation to one or more recipients to be determined by the Board of Directors of the Corporation at the time of the dissolution; provided, however, that all such recipients shall be organizations that are engaged in activities substantially similar to those of the Corporation pursuant to Section 501(c)(6) of the IRC.

ARTICLE XIII

ADDRESS

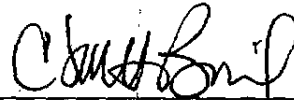
The principle place of business of the Corporation shall be located at 100 Second Avenue North, Suite 150, St. Petersburg, FL 33701, but the Corporation may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors.

ARTICLE XIV

**INITIAL REGISTERED OFFICE ADDRESS
AND NAME OF REGISTERED AGENT**

The initial registered office of this corporation shall be located at 5999 Central Avenue, Suite 202, St. Petersburg, FL 33710, and the initial registered agent of the corporation at that address is C. Scott Brainard.

IN WITNESS WHEREOF, the subscribers have affixed their signatures this 18th day of November, 2004.



C. Scott Brainard, Incorporator

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-NAMED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED HEREBY AGREES TO ACT IN THAT CAPACITY, AND FURTHER AGREES

TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF THE DUTIES OF SUCH OFFICE.



C. Scott Brainard, Registered Agent

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DIVISION OF REGISTRATION
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