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FLORIDA PROFIT/NON PROFIT CORPORATION

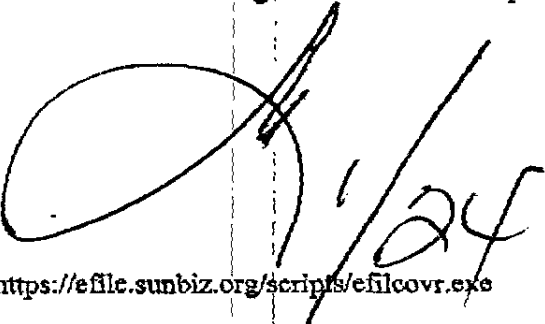
MANATEE CHAMBER FOUNDATION, INC.

Certificate of Status	1
Certified Copy	1
Page Count	05
Estimated Charge	\$87.50

Electronic Filing Menu

Corporate Filing Menu

Help


1/24

Fax Audit #(((H06000019269 3)))

**ARTICLES OF INCORPORATION
OF
MANATEE CHAMBER FOUNDATION, INC.**

I, the undersigned, do hereby subscribe my name to these Articles of Incorporation for the purpose of creating a Corporation, not for profit in nature and purpose, in accordance with Chapter 617, Florida Statutes, as now in force or hereafter amended.

ARTICLE I

NAME, ADDRESS AND INITIAL REGISTERED AGENT AND OFFICE

The name of this Corporation shall be **MANATEE CHAMBER FOUNDATION, INC.** ("Corporation"). The address of the Corporation's principal place of business, and its mailing address is 222 10th Street West, Bradenton, Florida 34205. The street address of the initial registered agent is 802 11th Street West, Bradenton, Florida 34205, and the name of the initial registered agent is Blalock, Walters, Held & Johnson, P.A.

ARTICLE II

OBJECTIVES AND PURPOSES

The general objectives and purposes of this Corporation shall be:

1. The Corporation is organized exclusively for religious, charitable, scientific, literary and educational purposes, 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 the corresponding provision of any future Federal tax code.
2. Advancement of education and understanding of economics, matters of public concern, finance, housing, human relations, problems of minority groups, science and technology, economic planning and development, international relations and other subjects related to improved efficiency, development, and acceleration of both the quality and quantity of economic growth and employment opportunities through any activity which tends to promote understanding, unification, or improved relationships between different economic or ethnic groups.
3. To establish and publish rules and regulations governing:
 - a) The adoption and publication of Bylaws; and
 - b) The adoption of the corporate seal.
4. To enter into contractual agreements, including but not limited to the lease, purchase and sale, of any and all kinds of real and personal property which may be necessary or appropriate for any of the foregoing objectives and purposes and enter into agreements with

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persons or agents for the provision of professional services relating to the foregoing objectives and purposes.

5. To borrow money and mortgage, pledge, encumber, or otherwise hypothecate assets of the Corporation as security therefor.
6. To employ the foregoing general purposes and objectives as guidelines, which are not to be construed as limitations. Said purposes may from time to time be changed through lawful procedures as directed by a vote of the Corporation's Trustees in accordance with its published or adopted Bylaws. This Corporation shall also have all other common law and statutory powers as are provided by the laws of the State of Florida under which this Corporation is organized.
7. Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or the corresponding section of any future Federal tax code).

ARTICLE III

TERM OF EXISTENCE

Pursuant to the provisions of Section 617.0123, Florida Statutes, this Corporation shall begin existence upon the filing of these Articles of Incorporation with the Secretary of State, State of Florida. This Corporation shall have perpetual existence, or as determined earlier by the laws of the State of Florida, or by the vote of its Trustees, as provided in the Bylaws of this Corporation.

ARTICLE IV

NAME AND ADDRESS OF INCORPORATORS

Jonathan D. Fleece, Esq.

802 11th Street West, Bradenton, Florida 34205

ARTICLE V

TRUSTEES OF THE CORPORATION

The affairs of the Corporation shall be managed by its Officers and Board of Trustees. The Officers of this Corporation shall be as follows: President, Vice President, Secretary, Treasurer, and such other officers with such other duties and tenures as set forth and provided by the Bylaws of the Corporation.

Fax Audit (((H06000019269 3)))

The Board of Trustees shall consist of not less than three (3) nor more than eleven (11) Trustees who shall be elected, qualified as to their membership and hold office in accordance with the provisions of the Bylaws of this Corporation.

At any meeting of the Trustees, a majority of the then elected Board of Trustees shall constitute a quorum.

ARTICLE VI

NAMES OF INITIAL TRUSTEES AND OFFICERS

A. Trustees:

Dr. J. Brian Murphy	2003 Cortez Rd. West, Bradenton, FL 34207
William H. Sedgeman, Jr.	6000 State Rd. 70 East, Bradenton, FL 34203
Robert G. Beck	8433 Enterprise Cir., Suite 110, Bradenton, FL 34202
Reid Winder	6350 Gulf of Mexico Dr., Ste. 101, Longboat Key, FL 34228
Robert P. Bartz	222 10 th Street West, Bradenton, FL 34205

B. Officers:

President:	Dr. J. Brian Murphy
Vice President:	William H. Sedgeman, Jr.
Secretary:	Robert P. Bartz
Treasurer:	Robert P. Bartz

ARTICLE VII

AMENDMENT OF THE ARTICLES OF INCORPORATION

A. The Articles of Incorporation may be altered, amended or repealed in whole or in part by the majority vote of all members of the Board of Trustees of the Corporation at any duly-called and noticed regular or special meeting. Any Amendments of the Articles of Incorporation, upon the approval by the Secretary of State of Florida and upon filing in the office of the said Secretary of State and paying all required filing fees shall become and be taken as part of these Articles of Incorporation.

B. Notwithstanding the foregoing Section A, the officers or trustees of the Corporation shall not cause any amendment or alteration of the Articles of Incorporation or Bylaws to be made which would alter the intention and purposes expressed in Article II or which would conflict with the provisions of Articles IX of these Articles of Incorporation.

Fax Audit (((H06000019269 3)))

ARTICLE VIIIRESTRICTIONS

Notwithstanding any other Article of these Articles of Incorporation, the Corporation:

- A. Shall distribute its income, if any, for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code (or corresponding section of any future Federal tax code).
- B. Will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code (or corresponding section of any future Federal tax code).
- C. Will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code (or corresponding section of any future Federal tax code).
- D. Will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code (or corresponding section of any Future federal tax code).
- E. Will not make any expenditures as defined in Section 4945(d) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

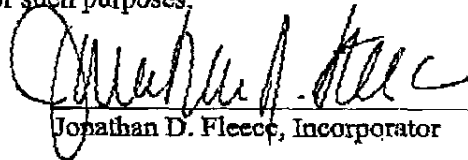
No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes. 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 participate in, or intervene in, (including the publication or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE IXDISSOLUTION

In the event the Corporation is dissolved by either voluntary or involuntary means, all assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e., charitable, educational, religious or scientific (or corresponding section of any future Federal tax code), or shall be distributed to the Federal Government, or to a state or local government for a public purpose. The determination required hereby shall be made by the Corporation's Board of Trustees in their sole discretion, applying the guidelines set forth herein. Any such assets not so disposed of shall be disposed of by a Court of

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Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

 *
Jonathan D. Fleece, Incorporator

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.

Blalock, Walters, Held & Johnson, P.A.

By:  *
Jonathan D. Fleece, Vice President

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