

To: The Florida Dept. of State
Subject: 001641.87319

From: Ashley Smith

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Florida Department of State
Division of Corporations
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DOWNTOWN MERCHANTS ASSOCIATION, INC.

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**CERTIFICATE FOR AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
DOWNTOWN MERCHANTS ASSOCIATION, INC.**

617.1007(3)

Pursuant to the provisions of Section ~~617.007(3)~~ 617.1007(3), Florida Statutes, the undersigned certifies that:

1. The name of the corporation is Downtown Merchants Association, Inc.;
2. The corporation has no members, and therefore amendments to the corporation's Articles of Incorporation do not require approval by members;
3. The amendments to the corporation's Articles of Incorporation set forth in the Amended and Restated Articles of Incorporation attached to this Certificate were adopted by the board of directors of the corporation on May 23, 2008

DATED: May 23, 2008



Ernest Ritz, Vice President

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
DOWNTOWN MERCHANTS ASSOCIATION, INC.,
a not for profit corporation**

The undersigned, acting as the incorporator of a corporation, adopts the following Amended and Restated Articles of Incorporation pursuant to Chapter 617, Florida Statutes. These Amended and Restated Articles of Incorporation amend and reinstate in their entirety the Articles of Incorporation filed on August 23, 2006.

Article I - Name

The name of the corporation is Downtown Merchants Association, Inc.

ARTICLE II - Principal Office and Mailing Address

The street address of the principal office and mailing address of the corporation are respectively, 1460 Main Street, Suite 4, Sarasota, FL 34236 and P.O. Box 11011, Sarasota, FL 34278.

Article III - Purpose

The corporation is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Specifically, without limiting the generality of the foregoing, the corporation may provide, sponsor or promote community information, activities and events to enhance the downtown Sarasota area and its enjoyment by the public.

Article IV - Election of Directors

The method of election of directors shall be as stated in the bylaws.

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Article V - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 27 North Lemon Avenue, Sarasota, Florida 34236, and the name of the initial registered agent at that address is Ernest Ritz.

Article VI- Incorporator

The name and address of the Incorporator is:

Ernest Ritz
27 North Lemon Avenue
Sarasota, Florida 34236

Article VIII - Bylaws

The Bylaws of the Corporation are to be initially adopted by the Board of Directors and may thereafter be amended or rescinded by the Board of Directors.

ARTICLE IX - Earnings

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members (if any) trustees, 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 the purposes set forth in Article III. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code or 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 corresponding section of any future federal tax code.

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Article X - Distribution and Dissolution

In the event of dissolution, all of the remaining assets and property of the corporation, after payment of indebtedness, and expenses necessary to the dissolution and winding up the affairs 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 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. Any such assets not so disposed of shall be disposed of by the Circuit Court having jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

Article XI - Indemnification

The Corporation shall indemnify any person who was or is a party to any proceeding (other than an action by, or in the right of, the Corporation), by reason of the fact that he or she is or was a director or officer 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 liability incurred in connection with such proceeding to the full extent permitted by law.

ARTICLE XI - Miscellaneous

12.1 Amendment and Restatement Approval. The corporation has no members, and the only approval required of these Amended and Restated Articles of Incorporation is by the board of directors, and such approval has been given.

12.2 Historical Note. The original incorporators were Ernest Ritz, Crager Scheuer, Cheryl Frampton and Rebecca Voltz. The corporation was formerly known as Greater Main Street Area Merchants Association, Inc. These Amended and Restated Articles of Incorporation amend and reinstate in their entirety the Articles of Incorporation filed on July 23, 2006.

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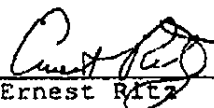
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Dated: May 23, 2008

 Incorporator
Ernest Ritz

Having been named as registered agent to accept service of process for this corporation at the place designated above, the undersigned states that it is familiar with and accepts the obligations of the position, accepts the appointment as registered agent, and agrees to act in this capacity.

Dated: May 23, 2008


Ernest Ritz

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