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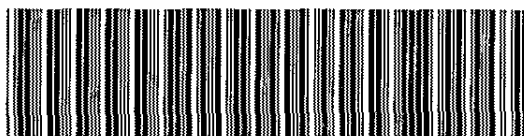
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 455867 4320888

AUTHORIZATION : *Spuddean*

COST LIMIT : \$ 78.75

ORDER DATE : September 15, 2006

ORDER TIME : 10:0 AM

ORDER NO. : 455867-005

CUSTOMER NO: 4320888

DOMESTIC FILING

NAME: LAKEWOOD MAIN STREET  
MERCHANTS ASSOCIATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap - EXT. 2951

EXAMINER'S INITIALS: \_\_\_\_\_

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SECRETARY OF STATE  
TALLAHASSEE, FL 32304

**ARTICLES OF INCORPORATION OF  
LAKEWOOD MAIN STREET MERCHANTS ASSOCIATION, INC.  
a not for profit corporation**

The undersigned, acting as incorporator of a corporation, adopts the following Articles of Incorporation pursuant to Chapter 617, Florida Statutes.

**Article I - Name**

The name of the corporation is Lakewood Main Street Merchants Association, Inc.

**ARTICLE II - Principal Office**

The address of the initial principal office and the address of the corporation is 8130 Lakewood Main Street, Lakewood Ranch, Florida 34202.

**Article III - Purpose**

The Corporation is organized for the purpose of creating an association of merchants located on Lakewood Main Street, Lakewood Ranch, Florida that shall work collectively to attain common business goals.

**Article IV - Membership**

A member shall be a retail business or food establishment located on Lakewood Main Street that is owned by a person, firm, corporation or other entity, and pays the requisite membership fee as shall be determined by the Corporation.

**Article V - Election of Directors**

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

**Article VI - Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is 46 North Washington Boulevard, Suite 1, Sarasota,

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Florida, 34236, and the name of the initial registered agent at that address is LPS Corporate Services, Inc.

#### **Article VII- Incorporator**

The name and address of the Incorporator is:

Michael E. Siegel  
46 N. Washington Boulevard, #1  
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, 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 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 Code or the corresponding section or sections of any future federal tax code.

#### **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 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**

All officers and directors shall be indemnified by the corporation to the fullest extent permitted by law against all expenses and liabilities including attorney's fees reasonably incurred in connection with any threatened, pending or completed action, suit or proceedings or settlement thereof in which they may become involved as a party or otherwise by reason of holding such office. The corporation may purchase and maintain insurance on behalf of all officers and director against any liability asserted against them or incurred by them in their capacity as officers and directors or arising out of their status as such.

#### **Article XII - Initial Directors**

The names and addresses of the individuals who are to serve as the initial directors are:

Yvonne Schloss  
c/o 8130 Lakewood Main Street, # 101  
Lakewood Ranch, Florida 34202

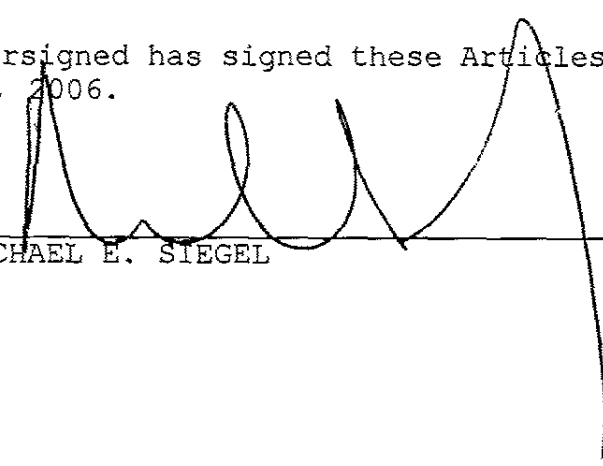
Sandra L. Whitney  
c/o 8130 Lakewood Main Street, # 101  
Lakewood Ranch, Florida 34202

Heidi A. Allwood  
c/o 8130 Lakewood Main Street, # 101  
Lakewood Ranch, Florida 34202

Howard Rosenkrantz  
c/o 8130 Lakewood Main Street, # 101  
Lakewood Ranch, Florida 34202

Jennifer M. Berry  
c/o 8130 Lakewood Main Street, # 101  
Lakewood Ranch, Florida 34202

**IN WITNESS WHEREOF**, the undersigned has signed these Articles  
of Incorporation on September 14, 2006.



MICHAEL E. SIEGEL

NOTICE OF APPOINTMENT OF REGISTERED AGENT, ACCEPTANCE, AND  
DESIGNATION OF CORPORATE OFFICE

The undersigned, LPS CORPORATE SERVICES, INC., having a street address of 46 North Washington Boulevard, Suite 1, Sarasota, Florida, 34236, having been appointed by the directors of LAKEWOOD MAIN STREET MERCHANTS ASSOCIATION, INC., a corporation not for profit, as registered agent, states as follows:

1. The corporation shall maintain an office at 46 North Washington Boulevard, Suite 1, Sarasota, Florida, 34236, and shall notify the Department of State of any change in address of this office or the name of the registered agent at this address.

2. It accepts the appointment and consents to serve as registered agent of the corporation pursuant to Section 617.023, Florida Statutes.

LPS CORPORATE SERVICES, INC.,  
a Florida corporation

By: \_\_\_\_\_

MICHAEL E. SIEGEL  
Vice President

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