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W06-48112

B. McKnight NOV 15 2006



DESMOND & MACELUCH, P.A.

1210 EAST PARK AVENUE
TALLAHASSEE, FLORIDA 32301
(850) 222-7100
Fax (850) 222-6651

Sean T. Desmond, Esquire*
John J. Maceluch, Jr., Esquire*
Angela C. Desmond, Esquire

Alison B. Rowe, Paralegal

*Admitted in Federal Court

November 1, 2006

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301
(850)2245-6052

SUBJECT: MIDTOWN TALLAHASSEE, INC.
A Florida Non-Profit Corporation

To Whom It May Concern:

Please find enclosed an original and one copy of the articles of incorporation for a Florida Non-Profit Corporation and a check for:

| | | | |
|--------------------------|--------------------------|---|--------------------------|
| <input type="checkbox"/> | <input type="checkbox"/> | <input checked="" type="checkbox"/> \$78.75 | <input type="checkbox"/> |
| Filing Fee | Filing Fee, | Filing Fee, | Filing Fee, |
| and Registered | Registered Agent | Registered Agent | Registered Agent |
| Agent | Designation, and | Designation, and | Designation, |
| Designation | Certificate of Status | Certified Copy | Certified Copy, and |
| | | | Certificate of Status |

Please return all correspondence concerning this matter to the following:

Sean T. Desmond, Esq. *for*
Desmond & Maceluch, P.A.
1210 East Park Avenue, Tallahassee, FL 32301
850-222-7100

Sincerely,

Sean T. Desmond *for*
Desmond & Maceluch, P.A.

Enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 2, 2006

SEAN T DESMOND
DESMOND & MACELUCH PA

SUBJECT: MIDTOWN TALLAHASSEE, INC.
Ref. Number: W06000048112

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06 NOV 14 PM 4:41

FILE
TALLAHASSEE, FLORIDA

We have received your document for MIDTOWN TALLAHASSEE, 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):

The name of the entity must be identical throughout the document.

An effective date may be added to the Articles of Incorporation **If a 2007 date is needed**, otherwise the date of receipt will be the file date. **A separate article must be added to the Articles of Incorporation for the effective date.**

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 Filing Section

Letter Number: 306A00064900

**ARTICLES OF INCORPORATION
OF
MIDTOWN TALLAHASSEE, INC.
a Florida Non-Profit Corporation**

**ARTICLE I
NAME OF CORPORATION**

The name of the Corporation shall be **MIDTOWN TALLAHASSEE, INC.**, a Florida Non-Profit Corporation (the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE**

The principal place of business of the Corporation is:

1168 East Tennessee Street
Tallahassee, Florida 32308

The mailing address of the Corporation is:

P.O. Box 3934
Tallahassee, Florida 32315-3934

**ARTICLE III
CORPORATE PURPOSE**

The Corporation is organized as a corporation not-for-profit, exclusively for, and will be operated exclusively for civic and professional association purposes, as well as civic, charitable, benevolent and such other purposes as allowed under Section 617, Florida Statutes, and Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code, (hereinafter the "Code") and shall exercise all rights, powers, and privileges allowed thereunder. The Corporation will not, as a substantial part of its activities attempt to influence legislation or participate to any extent in a political campaign for or against any candidate for public office.

**ARTICLE IV
DIRECTORS - MANNER OF ELECTION**

The Bylaws of the Corporation shall set forth the manner of election of the Directors of the Corporation.

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**ARTICLE V
INITIAL DIRECTORS**

The names and addresses of the persons who are to serve as Directors until the first election thereof are as follows:

Sean T. Desmond - Director
1168 East Tennessee Street
Tallahassee, Florida 32308

Barry Trotman - Director
1168 East Tennessee Street
Tallahassee, Florida 32308

Jamey Phillips - Director
1168 East Tennessee Street
Tallahassee, Florida 32308

Timothy Naddy - Director
1168 East Tennessee Street
Tallahassee, Florida 32308

Erin VanSickle - Director
1168 East Tennessee Street
Tallahassee, Florida 32308

Kyle Ulrich - Director
1168 East Tennessee Street
Tallahassee, Florida 32308

**ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT**

The name and address of the initial Registered Agent of the Corporation is:

Sean T. Desmond, Esq.
1210 East Park Avenue
Tallahassee, Florida 32301

**ARTICLE VII
INCORPORATOR**

The name and address of the Incorporator is:

Sean T. Desmond, Esq.
1210 East Park Avenue
Tallahassee, Florida 32301

**ARTICLE VIII
DISSOLUTION**

No part of the Corporation's net earnings will inure to the benefit of members, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered. Upon the voluntary or involuntary dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the debts and liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for charitable, educational, or scientific purposes to an exempt organization or organizations qualified at that time under Section 501(c)(3) of the Code, as the Board of Directors shall determine. Any such asset not so disposed of shall be disposed of in accordance with the provisions of the Florida Not For Profit Corporation Act by organizations qualified as exempt organizations as stated herein, and in accordance therewith.

**ARTICLE IV
EFFECTIVE DATE**

The effective date of the corporation shall be November 14, 2006.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the 14th day of November, 2006, for the purpose of forming this non-profit corporation under the laws of the State of Florida, and I hereby make and file in the office of the Secretary of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.

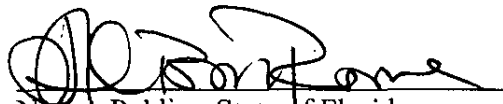

SEAN T. DESMOND, Esq., Incorporator

STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 14th day of November, 2006, by Sean T. Desmond.



Allison Rowe
Commission #DD403739
Expires: MAR. 07, 2009
www.AARONNOTARY.com



Notary Public - State of Florida
My Commission expires:

Personally Known ☒ OR Produced Identification _____
Type of Identification Produced _____


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHICH PROCESS MAY BE SERVICED**

IN COMPLIANCE WITH SECTION 617.0501, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST - THAT MIDTOWN TALLAHASSEE, INC., A FLORIDA NON-PROFIT
CORPORATION, DESIRING TO ORGANIZE OR QUALIFY AS A NOT-FOR-PROFIT
CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL
PLACE OF BUSINESS IN THE CITY OF TALLAHASSEE, STATE OF FLORIDA, HAS NAMED
SEAN T. DESMOND, ESQ., 1210 EAST PARK AVENUE, TALLAHASSEE, FLORIDA 33602,
AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: 
SEAN T. DESMOND, ESQ.
TITLE: INCORPORATOR
DATE: November 14th, 2006.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN
THE 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 RELATED TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE
OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: 
SEAN T. DESMOND, ESQ.
(REGISTERED AGENT)
DATE: November 14th, 2006.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 MAY 14 AM 10:10