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CAPITAL CONNECTION

NO 4175 P. 1

NO 0000012960

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Greater Westside Downtown Merchants Association, Inc

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CAPITAL CONNECTION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF
GREATER WESTSIDE DOWNTOWN MERCHANTS ASSOCIATION, INC.
A Florida Not for Profit Corporation**

The undersigned, acting as incorporator of Greater Westside Downtown Merchants Association, Inc., does hereby adopt the following Articles of Incorporation pursuant to the Florida Not For Profit Corporation Act, Chapter 619 of Florida Statutes:

Article I

NAME OF CORPORATION, MAILING ADDRESS AND
ADDRESS OF PRINCIPAL OFFICE

The name of the corporation shall be Greater Westside Downtown Merchants Association, Inc. The mailing address of the corporation is, and its principal office shall be located at 405 W. Church Street Orlando, Florida 32801.

Article II

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation shall be 405 W. Church Street Orlando, Florida 32801 and the name of the initial registered agent for the Corporation shall be Andria Brown.

Article III

PURPOSES

The specific and primary purposes for which this corporation is formed and for which it is organized is as follows:

- to promote and enhance the business image in the Parramore area;
- to advertise the businesses collectively;
- to conduct educational work shops for the business owners.

Article IV

MEMBERSHIP

Any person, or any number of persons, in addition to the original incorporators, may become members of such association, upon such terms and conditions as to membership and subject to such rules and regulations as to their, and each of their, contract and other rights and liabilities between it and the member, as the said association shall provide in its bylaws.

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Article VTERM

This corporation shall have perpetual existence unless sooner dissolved according to law.

Article VINAME AND ADDRESS OF INCORPORATOR

The name and address of the initial incorporator is as follows:
Andria Brown, 405 W. Church Street Orlando, Florida 32801.

Article VIIBOARD OF DIRECTORS

Section 1. Except for the initial Board of Directors of the Corporation, whose names are set forth in Section 2, below, the Board of Directors shall be as determined and fixed by the bylaws of the Corporation; provided, that there shall never be less than three (3) directors.

Section 2. The names and address of the initial Board of Directors of the Corporation are as follows:

Andria Brown	405 W. Church Street Orlando, Florida 32801
David Van Gelder	918 W. Amelia Street Orlando, Florida 32854
Calvin Drury	595 W. Church Street Orlando, Florida 32805

Article VIIIDEDICATION OF ASSETS

The Corporation is organized exclusively for charitable and educational purposes. The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except when appropriate, reasonable compensation for services actually performed in carrying out the Corporation's purposes.

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Article IX
DISSOLUTION

Upon dissolution and winding up of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to another organization with similar purpose.

If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located upon petition thereto by the Attorney General or by any person concerned in the liquidation.

Article X
BYLAWS

Subject to any limitations at any time contained in the Bylaws of this Corporation and in Chapter 619, Florida Statutes, Bylaws of this corporation may be adopted, altered, amended or rescinded, and new Bylaws adopted, either by resolution of the Board of Directors or in the manner at any time provided in the Bylaws.

Article XII
AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended or amended and restated pursuant to a resolution adopted by the Board of Directors.

Article XIII
INDEMNIFICATION

Any person (and the heirs, executors, and/or administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director, Officer or Agent of the Corporation shall be indemnified by the corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements incurred by him (or by his heirs, executors, and/or administrators) in connection with the defense or settlement of such action, suit, or proceeding, or connection with any appearance therein, 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; except that no indemnification shall be made in respect to any action, suit, or proceeding as to which such person, Director, Officer or Agent shall be adjudged to be liable for negligence or misconduct in the performance of his duties to the Corporation. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director, Officer or Agent (or such heirs, executors and/or administrators) may be entitled apart from this Article.

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IN WITNESS WHEREOF, These Articles of Incorporation are hereby executed by the undersigned incorporator on this _____ of December, 2006, for the purpose of forming this not for profit corporation under the laws of the State of Florida.

Andria Brown
Andria Brown

REGISTERED AGENT'S ACCEPTANCE OF APPOINTMENT

I, Andria Brown, hereby accept my appointment as registered agent for Greater Downtown Merchants Association, Inc., a Florida not-for-profit corporation.

Andria Brown
Andria Brown

Date 12-20-06

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