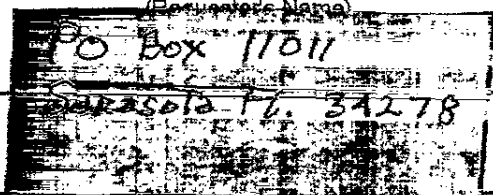


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**ARTICLES OF INCORPORATION
OF**

Downtown Sarasota Merchants Alliance, Inc.

We the undersigned hereby associate ourselves together for the purpose of becoming a Corporation not for profit under Chapter 617, Laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a Corporation not for profit.

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ARTICLE I: NAME AND ADDRESS

The name of The Corporation shall be Downtown Sarasota Merchants Alliance, Inc.

The physical address of the company shall be 1460 Main Street, Suite 13, Sarasota, FL 34236

The mailing address of the company shall be P.O. Box 11011, Sarasota, FL 34278

ARTICLE II: PURPOSE

The specific purpose of this organization is to promote and participate in promotion of community and city activities

The Corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(C)(3) of the Internal Revenue Code of 1986 as amended. Notwithstanding any other provision of these Articles, The Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(C)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or by a corporation, contributions to which are deductible under Section 170(C)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE III: DURATION

The term of existence of The Corporation is perpetual, unless dissolved by law.

ARTICLE IV: EARNINGS

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in any political campaign on behalf of any candidate for public office.

ARTICLE V: MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Directors: The powers of this Corporation shall be exercise its properties controlled, and its affairs conducted by the Board of Directors, consisting of not less than (3) three persons.

Directors shall be elected at the first annual meeting, and at all times thereafter, shall serve for a term of (1) one-year. Annual meetings shall be held each year at such time and place that may be designated by resolution.

The names and addresses of the original Board of Directors shall be:

Michael Bush, President
1924 S Osprey Avenue
Sarasota, FL 34239

Lance Licciardi, Vive President
80 S Palm Avenue
Sarasota, FL 34246

Denise Kowal, Secretary
PO Box 1767
Sarasota, FL 34230

Ernest Ritz, Vice Treasurer
27 N Lemon Avenue
Sarasota, FL 34236

B. Corporate Officers: The Board of Directors shall elect the following officers: President, Vice-President, Secretary, and Treasurer, and such other officers as the By-Laws of this Corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors.

ARTICLE VI: DISSOLUTION

The property of this Corporation is irrevocably dedicated to charitable and educational purposes and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person. Upon dissolution or winding up of The Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation

ARTICLE VI: DISSOLUTION Cont

shall be distributed to a non-profit fund, foundation, or corporation which is organized and operated exclusively for charitable and educational purposes and which has established its tax exempt status under Section 501(C)(3) of the Internal Revenue Code.

ARTICLE VII: INCORPORATORS

The names and addresses of the incorporator(s) of this Corporation are:

Michael Bush, President
1924 S Osprey Avenue
Sarasota, FL 34239

Lance Licciardi, Vice President
80 S Palm Avenue
Sarasota, FL 34246

Denise Kowal, Secretary
PO Box 1767
Sarasota, FL 34230

Ernest Ritz, Vice Treasurer
27 N Lemon Avenue
Sarasota, FL 34236

ARTICLE VIII: AMENDMENT OF BY-LAWS

Subject to the limitations contained in the By-Laws, and any limitations set forth in The Corporations Not For Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of The Corporation, By-laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by resolution of the Board of Directors, or by any other procedure set forth within the By-Laws of this Corporation.

ARTICLE IX: REGISTERED AGENT

The name and address of this Corporations registered agent is:

Ernest Ritz, Vice President
27 N Lemon Avenue
Sarasota, FL 34236

ARTICLE X: AMENDMENTS TO ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors.

We the undersigned , being the Incorporators of this Corporation, for the purpose of forming this non-profit corporation under the laws of the State of Florida, have executed these Articles of Incorporation, this 28 day of Sept, 2007.

Curt Bly

HR

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT

Pursuant to the provisions of Section 607.0501 and, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.

1. The name of The Corporation is : Downtown Sarasota Merchants Alliance, Inc.
2. The name and address of the registered agent is:

Ernest Ritz, Vice President
27 N Lemon Avenue
Sarasota, FL 34236

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 that capacity. I further agree to comply with the provision 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.



Registered Agent