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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**The St. Augustine Independent Restaurant Association**

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**ARTICLES OF INCORPORATION  
FOR**

**THE ST. AUGUSTINE INDEPENDENT RESTAURANT ASSOCIATION, INC.**

**THE UNDERSIGNED INCORPORATOR**, for the purpose of forming a non-profit corporation under Chapter 617 of the Florida Statutes, hereby adopts the following Articles of Incorporation.

**ARTICLE I**

**Corporate Name; Principal Office; Incorporator; Registered Agent**

1.01 The name of the corporation shall be: **THE ST. AUGUSTINE INDEPENDENT RESTAURANT ASSOCIATION, INC.** (the "Corporation").

1.02 The mailing and street address of the Corporation's principal office shall be located at: 108 Anastasia Blvd, St. Augustine, FL 32080.

1.03 The name and address of the undersigned incorporator is: Lorna McDonald, 102 San Marco Avenue, St. Augustine, FL 32084.

1.04 The name of the Corporation's initial registered agent is Ted McLemore, and the street and mailing address of the Corporation's initial registered office in Florida is 108 Anastasia Blvd, St. Augustine, FL 32080.

**ARTICLE II**

**Nature of Business**

2.01 The Corporation is organized and shall be operated for the purpose of representing the interests of independently owned local restaurants in St. Johns County, Florida.

2.02 The Corporation may receive and administer funds for charitable, religious, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code" or "IRC") and, to that end, the Corporation shall be empowered to hold any property or undivided interest therein, without limitation as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal of the income in such manner as, in the judgment of the Directors, will best promote the purposes of the Corporation, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-Laws of the Corporation, or any applicable laws, to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof.

**ARTICLE III**

**Board of Directors**

3.01 The powers of the Corporation shall be exercised, its assets controlled and affairs managed by a Board of Directors. The number of Directors and the manner of their election or appointment shall be as stated in the By-Laws. The initial Board of Directors shall consist of the

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following five (5) persons: Lorna McDonald, Ted McLemore, Pat Morrissey, Chris Way and Michael McMillan.

#### ARTICLE IV

##### Term of Existence

4.01 The Corporation shall exist perpetually.

#### ARTICLE V

##### Miscellaneous

5.01 **Members:** The Corporation may have a membership distinct from its Board of Directors. The authorized number and qualification of the members, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, their liability for dues and assessments and the method of collection thereof shall be as set forth in the Bylaws of the Corporation.

5.02 **Compensation:** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, 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 II.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and 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 the 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 the corresponding section of any future federal tax code.

5.03 **Indemnification:** Every director and officer of the Corporation and every member of the Corporation serving the Corporation at its request shall be indemnified by the Corporation for all expenses and liabilities, including attorneys' fees and appellate attorneys' fees, reasonably incurred by or imposed upon him or her in connection with any proceeding or any settlement of any proceeding to which he or she may be a party, or in which he or she may become involved by reason of his or her being or having been a director or officer of the Corporation, or by reason of his or her serving or having served the Corporation at its request, whether or not he or she is a director or officer or is serving at the time the expenses or liabilities were incurred; provided, that in the event of a settlement before entry of judgment, and also when the person concerned is adjudged guilty of gross negligence or willful misconduct, indemnification shall apply only when the Board of Directors approves the settlement and/or reimbursement as being in the interest of the Corporation. The foregoing right of indemnification shall be in addition to and not in lieu of any and all other rights to which that person may be entitled.

5.04 **Dissolution:** Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to one or more charitable, religious,

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scientific or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Code and its Regulations as they now exist or as they may be hereafter amended, or 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 a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE V****Amendments to Articles**

6.01 Amendments to these Articles of Incorporation may be proposed by any Director of the Corporation at an annual meeting of the Corporation, any regular meeting of the Board of Directors, or at any special meeting duly called and held for such purpose, and the amendment shall be ratified upon obtaining an affirmative vote of at least two-thirds (2/3) of the Directors then sitting.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 31 day of January, 2008.

  
Lorna McDonald, Incorporator

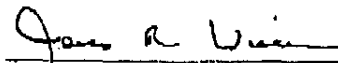
STATE OF FLORIDA  
COUNTY OF ST. JOHNS

THE FOREGOING INSTRUMENT was acknowledged before me this 31 day of January, 2008, by Lorna McDonald, who did not take an oath and who: (notary must check applicable box)

☒ is personally known to me.  
☐ produced current driver's license(s) as identification.  
☐ produced \_\_\_\_\_ as identification.



JAMES R. WISEMAN  
Notary Public, State of Florida  
(684)  
My commission expires March 3, 2008  
Comm. No. 00289830

  
Signature of Notary

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**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent to accept service of process for the foregoing corporation at the place designated in these Articles of Incorporation, I hereby acknowledge I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Ted McLemore

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