

Division of Corporations

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Florida Department of State
Division of Corporations
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TALLAHASSEE, FLORIDA

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FLORIDA PROFIT/NON PROFIT CORPORATION

Edgewood Village Merchants Association of Murray Hill

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DIVISION OF CORPORATION

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**ARTICLES OF INCORPORATION
OF
EDGEWOOD VILLAGE MERCHANTS ASSOCIATION
OF MURRAY HILL, INC.,
A NOT FOR PROFIT CORPORATION**

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TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation not for profit under the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

**Article I
Name**

The name of this not for profit corporation shall be **EDGEWOOD VILLAGE MERCHANTS ASSOCIATION OF MURRAY HILL, INC.**

**Article II
Principal Office and Mailing Address**

The principal office and mailing address of this corporation shall be 1012 South Edgewood Avenue, Jacksonville, Florida 32205.

**Article III
Purpose**

The purpose for which this corporation is organized is the support and promotion of the business and marketing activities of the commercial ventures located within the Edgewood neighborhood of Jacksonville, Florida.

**Article IV
Directors and Officers**

Section 6.1. Number of Trustees. This corporation shall have three (3) Directors initially. The number of Directors may be increased or diminished from time to time, but shall never be less than the number required by §617.0803(1), Florida Statutes, as amended from time to time or any successor provision.

Section 6.2. Duties of Directors. All corporate powers of the corporation shall be exercised by or under the authority of, and the affairs of the corporation shall be managed under the direction of, its Board of Directors, except as otherwise specifically required under the Florida Not For Profit Corporation Act.

Kevin A. Kane, Esquire
Ivan, Cole & Bonnette, P.A.
One Independent Drive, Suite 3131
Jacksonville, FL 32202
Telephone: (904) 358-3006
Fla. Bar No.: 016144

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Section 6.3. Qualification and Election of Directors. Directors must be natural persons who are 18 years of age or older and elected or appointed in the manner and for the terms provided in the bylaws of the corporation.

Section 6.4. Indemnification. The Board of Directors is hereby specifically authorized to make provision for indemnification of Directors, officers, employees and agents to the fullest extent permitted by law.

Article V
Members

The corporation shall have one class of members consisting of such individual or individuals admitted as members from time to time by the Board of Directors in accordance with the provisions set forth in the bylaws of the corporation. The qualifications and rights of the members shall be as set forth in the bylaws of the corporation. The members shall have no right, title or interest whatsoever in the income, property or assets of the corporation, nor shall any portion of such income, property or assets be distributed to any member upon the dissolution or winding up of this corporation. Members of this corporation shall not be personally liable for the debts, liabilities or obligations of the corporation.

Article VI
Initial Registered Agent and Address

Section 4.1. Name and Address. The name and street address of the initial registered agent of this corporation is:

Gary W. Polletta
1012 South Edgewood Avenue
Jacksonville, FL 32205

Article VII
Incorporator

The name and street address of the incorporator of this corporation are:

Gary W. Polletta
1012 South Edgewood Avenue
Jacksonville, FL 32205

Article VIII
Effective Date; Duration

Section 10.1. Effective Date. Corporate existence shall commence on the date these Articles are filed by the Department of State of the State of Florida.

Section 10.2. Duration. This corporation shall exist perpetually.

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Article IX
Bylaws

The initial bylaws of this corporation shall be adopted by the Directors. Bylaws shall be adopted, altered, amended or repealed from time to time by the Board of Trustees, but the Board of Directors shall not alter, amend or repeal any bylaw adopted by the members if the members specifically provide that such bylaw is not subject to amendment or repeal by the Directors.

Article X
Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the members is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation the 7th day of March, 2008.



Gary W. Polletta, Incorporator

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**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091, 617.0501 and 617.0503, Florida Statutes, the following is submitted:

EDGEWOOD VILLAGE MERCHANTS ASSOCIATION OF MURRAY HILL, INC. desiring to organize or qualify under the laws of the State of Florida hereby designates Gary W. Polletta as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 1012 South Edgewood Avenue, Jacksonville, Florida 32205.

DATED this 7th day of March, 2008.


Gary W. Polletta, Incorporator

Having been named as registered agent 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 this capacity. I further agree to comply with the provisions 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.

DATED this 7th day of March, 2008.


Gary W. Polletta, Registered Agent

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