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FLORIDA PROFIT/NON PROFIT CORPORATION

FLORIDA GULFCOAST COMMERCIAL ASSOCIATION OF REAL EST

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ARTICLES OF INCORPORATION
FLORIDA GULF COAST COMMERCIAL ASSOCIATION OF REAL ESTATE
PROFESSIONALS, INC.

The undersigned, acting as incorporator of a Florida not for profit corporation under the Florida Not For Profit Corporation Act, Chapter 617 of the Florida Statutes (the "Act"), hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I
NAME

The name of the Corporation is **Florida Gulfcoast Commercial Association of Real Estate Professionals, Inc.**

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The Corporation's principal office and the mailing address of the Corporation is:

13153 North Dale Mabry Highway, Suite 105
Tampa FL 33618

ARTICLE III
PURPOSE

The Corporation is organized as a corporation not for profit under the terms and provisions of Chapter 617, of the Florida Statutes. The Corporation is organized for the purpose of promoting common business interests, improving business conditions in one or more lines of business, and other such purposes which an organization may engage as an organization qualifying as an organization exempt from federal income taxation under Section 501(c)(6) of the Internal Revenue Code of 1986 and the regulations promulgated thereunder, as such Code and regulations now exist or as they may hereafter be amended or the corresponding provision of any subsequent federal tax law (collectively, the "Code"). The Corporation shall promote and advance such purposes by any activity in which a corporation organized under the Act may engage.

ARTICLE IV
NOT FOR PROFIT STATUS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 III hereof. 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

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permitted to be carried on (a) by a Corporation exempt from federal income tax under section 501(c)(6) 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.

ARTICLE V

DISSOLUTION

Upon the dissolution of the Corporation, its assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed 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 of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The method of election and removal of directors shall be as set forth in the Bylaws of the Corporation. The Corporation initially shall have three (3) directors. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation, provided that the number of directors is never less than three (3). The names and addresses of the initial directors of the Corporation are:

Scott Clendening
13153 North Dale Mabry Highway, Suite 105
Tampa FL 33618

Stan Newmark
13153 North Dale Mabry Highway, Suite 105
Tampa FL 33618

Heidi Beisner
13153 North Dale Mabry Highway, Suite 105
Tampa FL 33618

ARTICLE VII

INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation are as follows:

Lois M. Kostroski
13153 North Dale Mabry Highway, Suite 105
Tampa FL 33618

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ARTICLE VIII
INCORPORATOR

The name and address of the person signing these Articles as Incorporator is:

Lois M. Kostroski
13153 North Dale Mabry Highway, Suite 105
Tampa FL 33618

ARTICLE IX
INDEMNIFICATION

The Corporation shall, to the full extent permitted by Florida law, indemnify any person who is or was a director or officer of the Corporation or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise. The Corporation may, to the full extent permitted by Florida Law, indemnify any person who is or was an employee or agent of the Corporation or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE X
LIABILITY FOR MONETARY DAMAGES

No director of the Corporation shall be personally liable to the Corporation or any other person for monetary damages for any statement, vote, decision or failure to act regarding corporate management or policy by such director as a director, except for liability under the Act and other applicable law. If the Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act as so amended.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 1st day of June, 2009.


Lois M. Kostroski, Incorporator

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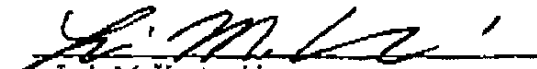
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the relevant provisions of the Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is Florida Gulfcoast Commercial Association of Real Estate Professionals, Inc.
2. The name and street address of the registered agent and office in the State of Florida are:

Lois M. Kostroski
13153 North Dale Mabry Highway, Suite 105
Tampa FL 33618

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.


Lois M. Kostroski
Registered Agent

Dated: June 1, 2009

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