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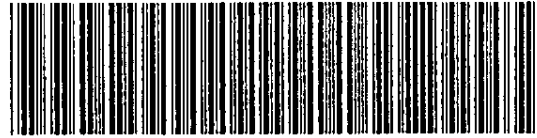
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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MICHAEL K. REESE  
(1953-2001)

January 25, 2011

Department of State  
New Filing Section  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

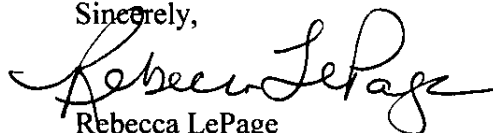
RE: DOWNTOWN ST. PETE NIGHTLIFE ASSOCIATION, INC.

Dear Sir or Madam,

Enclosed please find an original, signed Articles of Incorporation for the above referenced corporation, to be filed with the State of Florida, along with a copy to be certified and returned to this office. A check in the amount of \$78.75 is enclosed for the filing and registered agent fees and a certified copy of record once filed.

Thank you for your assistance in handling this matter. If any other information is needed, please do not hesitate to contact me.

Sincerely,



Rebecca LePage  
Legal Assistant

/bl  
enclosure

ARTICLES OF INCORPORATION

OF

DOWNTOWN ST. PETE NIGHTLIFE ASSOCIATION, INC.,  
a Florida Not for Profit corporation

APPROVED  
AND  
FILED

11 JAN 27 PM 1:42

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with Section 617, Florida Statutes (Not for Profit), the Articles of Incorporation of the above Corporation are as follows:

ARTICLE I - NAME

The name of the Corporation is DOWNTOWN ST. PETE NIGHTLIFE ASSOCIATION, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and the mailing address of this corporation shall be 6300 32<sup>ND</sup> Ave N, St. Petersburg, FL 33710

ARTICLE III - PURPOSE

The exclusive purpose for which the corporation is organized is to diminish the burden of municipal government by funding and subsidizing public safety personnel and resources necessary to maintain a vital and safe downtown commercial district in the City of St. Petersburg. This purpose will be achieved by fundraising from and by downtown merchants, entrepreneurs, property owners and other donors interested in fostering and maintaining a secure environment for robust downtown commerce.

This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IV - MANNER OF ELECTION

The manner of election of directors shall be governed by the corporation's Bylaws.

ARTICLE V - INITIAL DIRECTORS AND/OR OFFICERS

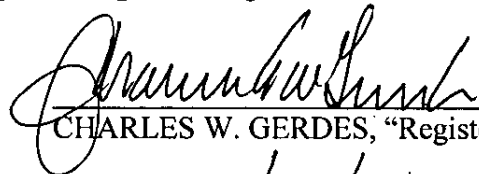
The corporation shall have 5 initial Directors as follows:

<u>NAME</u>	<u>ADDRESS</u>
BRENDAN E. MCDOWELL	6300 32 <sup>ND</sup> Ave N, St. Petersburg, FL 33710
MATT DONAHUE	1731 Delaware Ave NE, St. Petersburg, FL 33703
JAMES GUTTRIDGE	16 2 <sup>ND</sup> Street N, St. Petersburg, FL 33701
DAVID G. MARSHLACK	2852 20 <sup>TH</sup> Ave N, St. Petersburg, FL 33713
MATTHEW D. CROWLEY	269 Central Ave, St. Petersburg, FL 33701

ARTICLE VI- REGISTERED AGENT

The name and Florida street address of the registered agent is CHARLES W. GERDES, ESQ., 770 2<sup>nd</sup> Avenue South, St. Petersburg, FL 33701.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
\_\_\_\_\_  
CHARLES W. GERDES, "Registered Agent"

DATED: 1/20/2011

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator is BRENDAN MCDOWELL, 6300 32<sup>ND</sup> AVE N, St. Petersburg, FL 33710

ARTICLE VIII - DISSOLUTION

Upon any winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a non-profit fund, foundation, or corporation which is organized and operated exclusively for charitable, educational, religious and/or scientific purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

WHEREFORE, the undersigned incorporator has executed these Articles of Incorporation on the 20th day of January, 2011.

  
BRENDAN MCDOWELL, Incorporator


DATED: 1-20-11

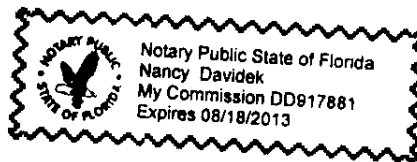
STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was sworn to and subscribed before me this 20 day of January, 2011, by BRENDAN MCDOWELL.

     who is personally known to me; or

who produced Florida Drivers License, as identification, and who did/did not take an oath.

  
Notary Public  
My commission expires:



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