

Division of Corporations

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Florida Department of State
Division of Corporations
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**FLORIDA PROFIT/NON PROFIT CORPORATION
MANATEE ECONOMIC DEVELOPMENT CORPORATION**

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**ARTICLES OF INCORPORATION
OF
MANATEE ECONOMIC DEVELOPMENT CORPORATION**

The undersigned, for the purpose of forming a corporation not for profit under the laws of Florida, pursuant to Chapter 617, Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME AND ADDRESS

The name of this Corporation shall be **MANATEE ECONOMIC DEVELOPMENT CORPORATION** ("Corporation"). The address of the Corporation's principal place of business, and its mailing address, is 222 10th St. W., Bradenton, FL 34205.

ARTICLE II

OBJECTIVES AND PURPOSES

The corporation is organized on a not for profit basis as a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code"), in order to encourage the recruitment, expansion and retention of diversified high impact industry, create hi-skill, high-wage jobs and diversify the economy and tax base in the County of Manatee.

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, investors, 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 the purpose clause hereof. Notwithstanding any other provisions of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(6), of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE III

TERM OF EXISTENCE

Pursuant to the provisions of Section 617.0123, Florida Statutes, this Corporation shall begin existence upon the filing of these Articles of Incorporation with the Secretary of State, State of Florida. This Corporation shall have perpetual existence or as determined earlier by the laws of the State of Florida, or by the vote of its Directors as provided in the Bylaws of this Corporation.

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ARTICLE IV**BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have all the powers necessary or appropriate for the administration of the affairs of the Corporation. Directors shall be elected in the manner set forth in the Bylaws. The Board of Directors shall consist of not less than seven (7) Directors who shall be elected, qualified as to their membership and hold office in accordance with the provisions of the Bylaws of this Corporation.

ARTICLE V**AMENDMENT OF THE ARTICLES OF INCORPORATION**

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by law, upon the affirmative vote of two-thirds of the Board of Directors. Any amendments of the Articles of Incorporation, upon the approval by the Secretary of State of Florida and upon filing in the office of the said Secretary of State and paying all required filing fees, shall become and be taken as part of these Articles of Incorporation.

Notwithstanding the foregoing, the Directors of the Corporation shall not cause any amendment or alteration of the Articles of Incorporation or Bylaws to be made which would alter the intention and purposes expressed in Article II or which would conflict with the provisions of Articles VI and VII of these Articles of Incorporation.

ARTICLE VI**RESTRICTIONS**

No part of the net earnings or assets of the Corporation shall inure to the benefit of, or be distributable to, any private person, member, investor, director or officer other than for reasonable compensation for services rendered and to confer benefits on its members in conformity with the purposes set forth in Article III of these Articles of Incorporation. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not engage in any activities or exercise any powers, whether express or implied, so as to disqualify the Corporation from exemption from federal income tax under section 501(c)(6) of the Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Code, or corresponding section of any future federal tax code.

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ARTICLE VII**DISSOLUTION**

The Board of Directors shall have the exclusive authority to dissolve the Corporation. Prior to the dissolution of the Corporation, the Board of Directors shall meet with the Executive Committee of the Manatee Chamber of Commerce and discuss the opportunity for the Manatee Chamber of Commerce to merge with, takeover, or acquire the Corporation, including its assets and liabilities. If the Manatee Chamber of Commerce elects not to merge with, takeover or acquire the Corporation within a reasonable period, the Board of Directors may approve and/or adopt a plan of dissolution.

In the event the Corporation is dissolved by either voluntary or involuntary means, the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of section 501(c)(6) of the Code, or 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, as determined by the Board of Directors. If the Manatee Chamber of Commerce qualifies as an exempt organization under Section 501(c)(6) of the Internal Revenue Code of 1954 as amended, the Board of Directors shall offer such assets to the Manatee Chamber of Commerce prior to making any other attempts to dispose of the assets. Any such assets not so disposed of shall be disposed of by the Circuit Court 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 said Court shall determine, which are organized and operated exclusively for such purposes.

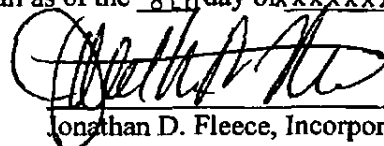
ARTICLE VIII**INITIAL REGISTERED OFFICE AGENT**

The street address of the initial registered office of the Corporation is 802 11th Street West, Bradenton, Florida 34205, and the name of the initial registered agent of the Corporation is Blalock Walters, P.A.

ARTICLE IX**INCORPORATOR**

The name and street address of incorporator of the Corporation are as follows: Jonathan D. Fleece, 802 11th Street West, Bradenton, Florida 34205.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation for the purposes set forth therein, all as of the 8th day of xxxxxxx 2011 December, 2011.



Jonathan D. Fleece, Incorporator

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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.

Blalock Walters, P.A.

By: 

Jonathan D. Fleece, Vice President

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