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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Palm Avenue Merchants Association, Inc.**

Certificate of Status	0
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ARTICLES OF INCORPORATION OF

**Palm Avenue Merchant Association, Inc.**

ARTICLE 1. - NAME

The name of this corporation is **Palm Avenue Merchant Association, Inc.**

ARTICLE 2. - PRINCIPAL OFFICE, MAILING ADDRESS

The principal office of the corporation is initially **32 S. Palm Ave., Sarasota, FL 34236** and the mailing address of the corporation is initially **32 S. Palm Ave., Sarasota, FL 34236**. The corporation may change its principal office and/or mailing address from time to time as permitted by law.

ARTICLE 3. - PURPOSE

This corporation is organized for the purpose of forming a not for profit corporation under the Florida Not for Profit Corporation Act to provide and maintain and conduct activities and programs related to the not for profit purposes of the corporation, which shall include, without limitation, representing the interests of the businesses conducted in or around Palm Avenue in Sarasota Florida, in any lawful manner that may seem proper and best to provide.

ARTICLE 4. - MEMBERS

The corporation shall have members as determined under its Bylaws. The Board of Directors shall manage the corporation and be elected yearly by a simple majority of the members as determined under the Bylaws.

ARTICLE 5. - LIQUIDATION AND DISSOLUTION

This corporation will not have or issue shares of stock. No dividends will be paid, and no part of the income of this corporation will be distributed to its members, directors or officers. However, the corporation may pay compensation in a reasonable amount to members, officers or directors for services rendered. The property of this corporation is irrevocably dedicated to not for profit purposes and no part of the net earnings or assets of this Corporation shall inure to the benefit of a director, officer, or member of the Corporation or any private individual. Upon the winding up and dissolution of this corporation, after paying or adequately providing for debts and obligations of the corporation, the remaining assets shall be distributed to any organization that is organized and operated for similar purposes.

ARTICLE 6. - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent and office of this corporation is **Chris Caswell, 240 S. Pineapple Ave., Suite 802, Sarasota FL 34236**.

ARTICLE 7. - INITIAL BOARD OF DIRECTORS

The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than three. The name and address of the initial director(s) of this corporation are:

<b>Francine DiFilippo</b>	<b>32 S. Palm Ave., Sarasota, FL</b>
<b>Patricia Dabbert</b>	<b>76 S. Palm Ave., Sarasota, FL</b>
<b>Doug Gourley</b>	<b>49 S. Palm Ave., Sarasota, FL</b>

ARTICLE 8. - INCORPORATOR

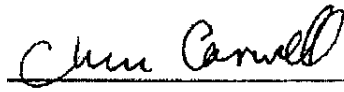
The name and address of the Incorporator is: **Chris Caswell, 240 S. Pineapple Ave., Suite 802, Sarasota, FL 34236**.

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ARTICLE 9. - INDEMNIFICATION

All officers and directors shall be indemnified by the corporation to the fullest extent permitted by law against all expenses and liabilities, including attorneys' fees reasonably incurred in connection with any threatened, pending or completed action, suit or proceeding or settlement thereof in which they may become involved as a party or otherwise by reason of holding such office. The corporation may purchase and maintain insurance on behalf of all officers and directors against any liability asserted against them or incurred by them in their capacity as officers and directors or arising out of their status as such.

The undersigned incorporator has executed these Articles of Incorporation on February 19, 2013.



Chris Caswell

ACCEPTANCE OF APPOINTMENT  
AS REGISTERED AGENT FOR

**Palm Avenue Merchant Association, Inc.**

Having been named to accept service of process for the above stated corporation, at the place designated in the corporation's Articles of Incorporation, I hereby acknowledge and accept the appointment and agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: February 19, 2013



Chris Caswell, Attorney

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