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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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LINDSAY & ANDREWS
A PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW
5218 WILLING STREET
MILTON, FLORIDA 32570

ALLEN W. LINDSAY, JR. *
ROY V. ANDREWS
HEATHER F. LINDSAY *

* ALSO ADMITTED IN ALABAMA

February 4, 2013

(850) 623-3200
FAX (850) 623-0104
www.lal-law.com

REPLY TO:
POST OFFICE BOX 586
MILTON, FLORIDA 32572

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

RE: Improving Milton, Inc.
A Florida Non-Profit Corporation

To Whom It May Concern:

Enclosed please find the following:

1. Original and one (1) copy of the *Articles of Incorporation of Improving Milton, Inc., a Florida Non-Profit Corporation.*
2. A check in the amount of \$78.75 representing \$70.00 filing fee plus \$8.75 for a certified copy of the Articles; and
3. A self-addressed, stamped envelope for the return of the certified copy.

We appreciate your assistance in this matter.

Sincerely,



Roy V. Andrews

RVA/wcp

Enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED
13 MAR 11 AM 7:50
DIVISION OF STATE
TALLAHASSEE 40005

February 12, 2013

LINDSAY & ANDREWS P.A.
ATTN: ROY V. ANDREWS
5218 WILLING STREET
MILTON, FL 32570

SUBJECT: IMPROVING MILTON, INC.
Ref. Number: W13000008827

We have received your document for IMPROVING MILTON, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Tim Burch
Regulatory Specialist II
New Filing Section

Letter Number: 713A00003494

ARTICLES OF INCORPORATION
OF
IMPROVING MILTON, INC.
(A Florida Non-Profit Corporation)

FILED
13 MAR 11 PM 4:15
SECRETARY OF STATE
TALLAHASSEE, FL

The undersigned individual 18 years of age or older, acting as incorporator under the Florida Non-Profit Corporation Act, adopts the following articles of incorporation:

ARTICLE I – NAME OF CORPORATION AND DURATION

The name of the Corporation is "IMPROVING MILTON, INC., and it is a special interest group (hereinafter referred to as the "Corporation") and its duration shall be perpetual.

ARTICLE II – ORGANIZATION OF NON-PROFIT

This Corporation is a non-profit corporation, organized under the Florida Nonprofit Corporation Act.

ARTICLE III – STATEMENT OF PURPOSE

The purposes for which this Corporation is organized are as follows:

1. The Corporation is formed as a business league, within the meaning of Section 501(c)(6) of the United States Internal Revenue Code of 1986, (hereinafter referred to as the "Code"). All references to the Code contained herein are deemed to include corresponding provisions of any future United States Internal Revenue Law or Regulation.
2. In furtherance of the purposes set forth in this Article III, the Corporation may exercise all the rights and powers conferred on non-profit mutual benefit corporations under the law of the State of Florida.
3. Notwithstanding any of the above statements of purposes and powers, 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(a) of the Code by reason of being an organization described in Section 501(c)(6) of the Code and from exemption from Florida income

tax by reason of being an organization described in the pertinent Florida Statutes and corresponding provisions of any future amendments to said statutes.

ARTICLE IV – INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered office of the corporation for service of process is: ROY V. ANDREWS, LINDSAY & ANDREWS, P. A., 5218 Willing Street, Milton, FL 32570.

ARTICLE V – INCORPORATOR

The name and address of the incorporator is: ROY V. ANDREWS, LINDSAY & ANDREWS, P. A., 5218 Willing Street, Milton, FL 32570.

ARTICLE VI – INITIAL PRINCIPAL OFFICE

The principal office of the Corporation shall be: 6738 Dixon Street, Milton, FL 35270.

ARTICLE VII – MEMBERS

The Corporation's membership shall consist of those individuals appointed by the Downtown Redevelopment Advisory Board of the Community Redevelopment Area, and individuals admitted to membership by majority vote of the Board of Directors.

Two Board Members will be elected by vote of the members appointed by the Downtown Redevelopment Advisory Board. The term of office for the seven member Directors shall be concurrent with their term serving the Downtown Redevelopment Advisory Board. The two non-Downtown Redevelopment Advisory Board members shall be elected for terms of two (2) years. Any vacancy occurring on the Board of Directors (other than a vacancy resulting from the normal expiration of a term of office) shall be filled by the Downtown Redevelopment Advisory Board or election of the non-Downtown Redevelopment Advisory Board members. Any Director who is absent from three consecutive meetings without just cause may be removed as a member of the Board of Directors.

ARTICLE VIII – BYLAWS

The bylaws of the corporation are to be made and adopted by the board of directors, and may be altered, amended or rescinded by the board of directors.

ARTICLE IX – DEDICATION AND DISSOLUTION

In the event of liquidation, dissolution, termination, or winding up of the Corporation (whether voluntary, involuntary, or by operation of law), the Board of Directions shall, after paying or making provision for the payment of all of the liabilities of the corporation, transfer all of the property and assets of the Corporation to one or more Qualified Organizations, as defined below, as the Board of Directors shall determine. For purposes this Article VIII, "Qualified Organization" shall mean a corporation or other organization organized and operated exclusively for religious, charitable, educational or other purposes meeting the requirements for exemption provided by Florida Statute, as shall at the time qualify either (i) as exempt from federal income tax under Section 501(a) of the Code by reason of being an organization described in Section 501(c) of the Code, or (ii) as a corporation or other organization contributions to which are deductible under Section 170(c)(1) of the Code.

No part of the net earnings of this Corporation shall inure to the benefit of, or be distributed to, its members, directors, officers, or other private persons, except that this 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 these articles.

ARTICLE X – AMENDMENT

The corporation reserves the right to amend or repeal any provision contained in these articles of incorporation or any amendment to them.

ARTICLE XI – LIMITATION OF LIABILITY

To the fullest extent not prohibited by the Florida Non-Profit Corporation Act, as it exists on the date hereof or is hereafter amended, a director and/or officer of the Corporation shall not be liable to the Corporation or its members for any monetary damages for conduct as a director and/or officer. Any amendment to or repeal of the Florida Non-Profit Corporation Act shall not adversely affect any right or protection of a director and/or officer of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal. This provision, however, shall not eliminate or limit the liability of a director or officer for:

1. Any breach of the director's or officer's duty of loyalty to the Corporation or its members;


2. Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
3. Any unlawful distribution;
4. Any transaction from which the director or officer derived an improper personal benefit; or
5. Any act or omission in violation of the Florida Non-Profit Corporation Act.

ARTICLE XII – INDEMNIFICATION

To the fullest extent not prohibited by the Florida Non-Profit Corporation Act, as it exists on the date hereof or is hereafter amended, the Corporation:

1. Shall indemnify any person who is made, or threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the Corporation), by reason of the fact that the person is or was a director of the Corporation; and
2. This Article X shall not be deemed exclusive of any other provisions or insurance for the indemnification of directors, officers, employees, or agents that may be included in any statute, bylaw, agreement, resolution of members or directors or otherwise, both as to action in any official capacity and action in any other capacity while holding office, or while an employee or agent of the Corporation.

In, witness, the undersigned original incorporator has executed these Articles of Incorporation on this 7th day of Feb, 2013.



ROY V. ANDREWS
Incorporator

**CERTIFICATE OF DESIGNATION AND ACCEPTANCE
BY REGISTERED AGENT**

Pursuant to the provisions of FS § 617.0501, the undersigned corporation organized under the not for profit corporation laws of the State of Florida submits the following statement in designating the registered office and registered agent of the Corporation in the State of Florida:

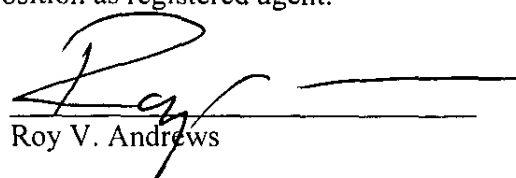
1. Name of the corporation: IMPROVING MILTON, INC.
2. Name and address of the registered agent and office:

Roy V. Andrews
Lindsay & Andrews, P. A.
5218 Willing Street
Milton, FL 32570

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned person, having been named as registered agent and to accept service of process for the above-state corporation at the place designated in this statement, accept appointment as registered agent and agree to act in this capacity. I further agree to comply with the provision 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: Feb 7, 2013



Roy V. Andrews