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Division of Corporations
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FLORIDA PROFIT/NON PROFIT CORPORATION

Downtown FWB Organization, Inc.

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Corporate Filing Menu

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11-21-13



November 19, 2013

FLORIDA DEPARTMENT OF STATE
Division of Corporations

H. BART FLEET

SUBJECT: DOWNTOWN FWB ORGANIZATION, INC.
REF: W13000063948

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You must list at least one incorporator with a complete business street address.

If your business entity does not intend to transact business until January 1st of the upcoming calendar year, you may wish to revise your document to include an effective date of January 1st. If you do not list an effective date of January 1st, your business entity will become effective this calendar year and it will be required to file an annual report and pay the required annual report fee for the upcoming calendar year this coming January, which is merely weeks away. By listing an effective date of January 1st, the entity's existence will not begin until January 1st of the upcoming year and will, therefore, postpone the entity's requirement to file an annual report and pay the required annual report filing fee until the following calendar year.

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

Maryanne Dickey
Regulatory Specialist II
New Filing Section

FAX Aud. #: H13000254534
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DIVISION OF CORPORATIONS
13 NOV 20 PM 12:38

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**ARTICLES OF INCORPORATION
OF
DOWNTOWN FWB ORGANIZATION, INC.
(A Florida Non-Profit Corporation)**

The undersigned, for the purpose of creating a corporation under the laws of the State of Florida, does hereby adopt the following Articles of Incorporation:

**ARTICLE ONE
CORPORATE NAME AND PRINCIPAL OFFICE**

The name of the corporation is DOWNTOWN FWB ORGANIZATION, INC. and its principal office 222 S.E. Miracle Strip Parkway, Suite A, Fort Walton Beach, FL 32548 and mailing address P.O. Box 4415, Fort Walton Beach, FL 32548.

**ARTICLE TWO
DURATION**

This Corporation's duration shall be perpetual, unless it is hereafter dissolved according to law.

**ARTICLE THREE
PURPOSE**

This corporation is being formed for the purpose of enhancing the merchants and community of Downtown Fort Walton Beach through events, arts and entertainment and in the transaction of any and all activities permitted under the laws of Florida and the United States of America. This corporation will not engage in nonexempt purposes.

This corporation is irrevocably dedicated to and operated exclusively for non-profit purposes; and no part of the income or assets of the corporation shall be distributed to, nor inure to the benefit of any individual.

This corporation shall be limited in its purposes, objectives and activities as follows:

1. Notwithstanding any other provision of these Articles, this corporation will not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law or any other corresponding provision of any future United State Internal Revenue law.

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2. Notwithstanding any other provisions of these Articles, this corporation is organized exclusively for those purposes enumerated under Section 501(c)(6) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue law.

ARTICLE FOUR **POWERS**

This corporation may do and perform all such acts and things, including those generally allowed by the laws of Florida relative to nonprofit corporations, as now existing, or as the law may henceforth provide, as from time to time may be necessary or expedient to the exercise of any and all of its corporate functions, power and rights.

However, this corporation, in exercising any one or more of such powers shall do so in furtherance of the exempt purpose for which it has been organized as described in the applicable sections of the Internal Revenue Code.

ARTICLE FIVE **MANAGEMENT**

The powers of this corporation shall be exercised, its properties controlled, and its affairs ad business conducted and managed by the Board of Directors.

Any action required or permitted to be taken by the Board of Directors, under any provision of the law, may be taken without a meeting, if all of the directors shall individually or collectively consent in writing to such action. Such written consent shall be filed with the minutes of the proceedings of the Board of Directors. Any certificate or other document filed, under any provision of the law which relates to the action so taken, shall state that the action was taken by the unanimous written consent of the Board of Directors without a meeting, and that these Articles of Incorporation authorize the Board of Directors to so act. Such a statement shall be prima facie evidence of such authority.

ARTICLE SIX **BOARD OF DIRECTORS**

The number of directors of the Corporation may be increased or diminished, from time to time, in accordance with the corporate Bylaws, but shall never be less than three (3). The manner of the installing the

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directors shall be specified in the corporate Bylaws.

The names and addresses of the current Board of Directors of the corporation are as follows:

<u>Name</u>	<u>Address</u>
Cissy Wyninegar	24 S.E. Miracle Strip Pkwy, Fort Walton Beach, FL 32548
Jeff & Donna Harris	170 S.E. Miracle Strip Pkwy, Fort Walton Beach, FL 32548
Stacie Hoard	230 S.E. Miracle Strip Pkwy, Fort Walton Beach, FL 32548
Jared Williams	217 S.E. Miracle Strip Pkwy, #131, Fort Walton Beach, FL 32548
Tina Marsh	138 S.E. Miracle Strip Pkwy, Fort Walton Beach, FL 32548
Nikki Lyons	180 S.E. Miracle Strip Pkwy, Fort Walton Beach, FL 32548
John LeBlanc	189 S.E. Brooks Street, Fort Walton Beach, FL 32548
Jenelle Connor	771 Rockport Court, Apt #4, Fort Walton Beach, FL 32548

ARTICLE SEVEN OFFICERS

The officers shall consist of a president, vice-president, secretary and treasurer. This corporation may have such other officers as may be provided in the corporate Bylaws, as amended from time-to-time.

The officers shall be elected annually by the Members of the Corporation. The manner of the election of the officers shall be specified in the corporate Bylaws. The officers named herein shall hold office until the election of officers at the next annual Members' meeting, or until their successors are elected and qualified.

The names of the officers and their respective offices are:

<u>Name</u>	<u>Office</u>
Valerie Wenzel	President
Tara Wesley	Vice President
Cissy Wyninegar	Secretary
Nikki Lyons	Treasurer

ARTICLE EIGHT INDEMNIFICATION

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of an officer and/or director, to the full extent now or hereafter permitted by law.

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ARTICLE NINE
REGISTERED OFFICE AND AGENT

The address of this corporation's registered office shall be 222 S.E. Miracle Strip Parkway, Suite A, Fort Walton Beach, FL 32548. The name of the individual who shall serve as this corporation's registered agent at that address is Tara Wesley.

ARTICLE TEN
BYLAWS

Corporate Bylaws will be hereinafter adopted by the Board of Directors. The corporate bylaws may be amended or repealed, in whole or in part, by the Members in the manner provided therein, provided that they are not inconsistent with the provisions of these Articles of Incorporation.

ARTICLE ELEVEN
SPECIAL PROVISIONS

A. In the event of dissolution or final liquidation, all of the remaining assets and property of the Corporation shall be applied and distributed in accordance with the Plan of Dissolution adopted by the Board of Directors provided, however, such Plan is not inconsistent with any provision of the Florida Non-Profit Act or any Code provision applicable to corporations described in § 501(c)(6) of the Internal Revenue Code.

B. This corporation will not, as a substantial part of its activities, attempt to influence legislation.

C. This corporation will not participate to any extent in a political campaign for or against any candidate for public office.

D. This corporation will distribute its income for each tax year at such time and in such manner as not to subject income to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provision of any subsequent Federal tax laws.

E. This corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

F. This corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

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G. This corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provision of any subsequent Federal tax laws.

H. This corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provision of any subsequent Federal tax laws.

ARTICLE TWELVE
AMENDMENTS

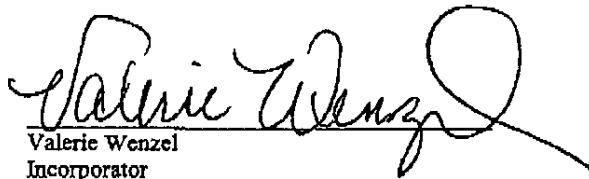
Amendments to these Articles or Incorporation may be adopted at a meeting of the board of directors by a majority vote of the directors then in office or by a written statement executed by all of the directors then in office.

ARTICLE THIRTEEN
INCORPORATOR

The names and residences of the persons forming this corporation are as follows:

Valerie Wenzel
29 Country Club Drive
Shalimar, FL 32579

IN WITNESS WHEREOF, the undersigned Incorporator of the Corporation does hereby execute these Articles on this 18th day of November, 2013.


Valerie Wenzel
Incorporator

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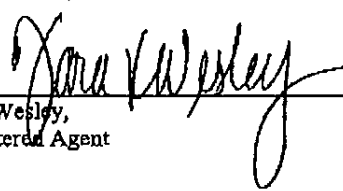
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ACCEPTANCE BY THE REGISTERED AGENT

I, Tara Wesley, hereby accept appointment as registered agent for Downtown FWB Organization, Inc., and acknowledge my acceptance with my signature below on this 18th day of November, 2013.



Tara Wesley,
Registered Agent

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