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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**TREASURE COAST MANUFACTURERS' ASSOCIATION, INC.**

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**ARTICLES OF INCORPORATION**

**OF**

**TREASURE COAST MANUFACTURERS' ASSOCIATION, INC.**

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16 JUN -6 PM 12:04  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, acting as incorporators of this corporation pursuant to Chapter 617 of the Florida Statutes, hereby form a corporation not for profit under the laws of the State of Florida and adopt the following Articles of Incorporation for such corporation:

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be Treasure Coast Manufacturers' Association, Inc. (the "Corporation").

ARTICLE II - ADDRESS OF PRINCIPAL OFFICE  
AND MAILING ADDRESS OF CORPORATION

The address of the principal office and mailing address of the Corporation is 500 NW California Boulevard, Building S, Suite 103, Port St. Lucie, Florida 34986.

ARTICLE III - PURPOSES AND POWERS OF CORPORATION

A. The Corporation is organized exclusively as a business league or board of trade pursuant to Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or such corresponding section of any future federal tax code (the "Code"). To the extent consistent with the preceding sentence and permissible under Florida law, the purpose of this Corporation shall be to advocate for manufacturers in the Treasure Coast on issues of mutual interest.

B. This Corporation shall be authorized to carry out any and all acts and to exercise any and all corporate powers which may now or hereafter be lawful under the laws of

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the State of Florida to the extent applicable to corporations not for profit and that are not inconsistent with these Articles of Incorporation.

C. Notwithstanding anything contained in these Articles of Incorporation to the contrary, the following provisions shall apply:

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes set forth in this Article III.

2. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall 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 Code.

#### ARTICLE IV - MEMBERS

The initial members of the Corporation shall be the incorporators of these Articles of Incorporation, and additional persons may be approved for membership by the Board of Directors, in such manner as may be prescribed by the Bylaws of the Corporation. The Corporation expressly reserves the right to accept or reject any application for membership for any reason whatsoever, except for discrimination on the basis of race, religion, sex or national origin.

#### ARTICLE V - ELECTION OF DIRECTORS

The Board of Directors of the Corporation shall be elected as provided in the Bylaws. The Board of Directors shall at all times consist of at least three (3) persons. The

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names addresses of the individuals who are to serve as the initial directors of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Bill Wilcox	3000 Industrial Avenue 3 Fort Pierce, Florida 34946
Jerry Jacques	3900 Selvitz Road Fort Pierce, Florida 34981
Brooks Price	9468 Deer Creek Circle Lake Worth, Florida 33467
Jim Turner	5900 Orange Avenue Fort Pierce, Florida 34947
John R. Herring	4451 St Lucie Blvd Fort Pierce, Florida 34946

ARTICLE VI - INITIAL REGISTERED OFFICE  
AND REGISTERED AGENT

The street address of the initial registered office of the Corporation is 800 North Magnolia Avenue, Suite 1500, Orlando, Florida, 32803, and the name of the initial registered agent of this Corporation at that address is Dean Mead Services, LLC. The Board of Directors may from time to time designate a new registered office and registered agent.

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators of this Corporation are:

<u>Name</u>	<u>Address</u>
Economic Development Council of St. Lucie County, Inc., a Florida not for profit corporation	Indian River State College - Stem Building 500 NW California Boulevard Port St. Lucie, Florida 34986

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ARTICLE VIII - TERM OF EXISTENCE

This Corporation shall have perpetual existence, commencing with the filing of these Articles of Incorporation with the Secretary of State.

ARTICLE IX - INDEMNIFICATION

This Corporation may indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X - DISSOLUTION OF CORPORATION

Upon the dissolution of this Corporation, after the payment or provision for the payment of all of the liabilities of this Corporation, all of the assets of this Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(6) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. 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. In no event, however, may the assets to be disposed of be distributed to or for the benefit of any member, director, trustee, officer or other private person, other than as reasonable payment for services rendered by such person.

ARTICLE XI - AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended, repealed or altered, in whole or in part, by a majority vote of the directors entitled to vote, as set forth in the Bylaws, at any regular or special meeting of the directors called for such purpose in accordance with the provisions of the Bylaws.

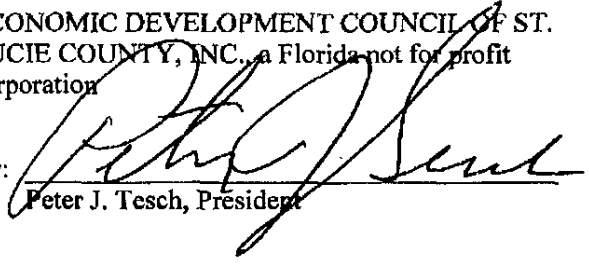
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IN WITNESS WHEREOF, the undersigned incorporators have made and  
subscribed these Articles of Incorporation this 3<sup>rd</sup> day of June, 2016.

ECONOMIC DEVELOPMENT COUNCIL OF ST.  
LUCIE COUNTY, INC., a Florida not for profit  
corporation

By:

  
Peter J. Tesch, President

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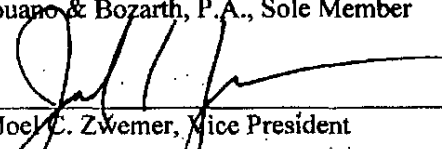
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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity and comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent, including the provisions of Section 48.091 of the Florida Statutes. I am familiar with and accept the duties and obligations of Section 617.0503 of the Florida Statutes.

DEAN MEAD SERVICES, LLC

By: Dean, Mead, Egerton, Bloodworth,  
Capouano & Bozarth, P.A., Sole Member

By:   
Joel C. Zwemer, Vice President

Date: 6/6/16, 20

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