

N21000011628

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

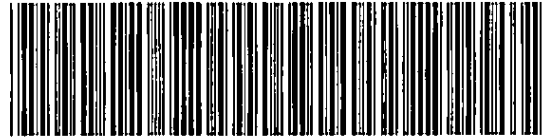
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



100373857461

09 28 21--01119--001 4471.00

RECEIVED

2021 SEP 28 PM 1:52

FILED

c

COVER LETTER

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

SUBJECT: Carillon Merchants Association, Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☒ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: J. Christopher Barr, Esq.

Name (Printed or typed)

833 Harrison Ave.

Address

Panama City, FL 32401

City, State & Zip

850-763-1787

Daytime Telephone number

cbarr@bryanthigby.com

E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
In compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I NAME

The name of the corporation shall be: Carillon Merchants Association, Inc.

ARTICLE II PRINCIPAL OFFICE

Principal street address:

10570 Front Beach Rd.

Panama City Beach, FL 32407

Mailing address, if different is:

ARTICLE III PURPOSE

The purpose for which the corporation is organized is: To promote arts, entertainment, festivals and marketing in Downtown

Carillon community and the commercial businesses and merchants operating in Downtown Carillon; and to improve the

business climate and increase opportunities for members, the commercial businesses and merchants operating in Downtown

Carillon; and to govern the activities of businesses and commercial merchants in Downtown Carillon in an effort to provide

a continuous high quality experience for the patrons of the commercial businesses located in Downtown Carillon.

ARTICLE IV MANNER OF ELECTION The manner in which the directors are elected and appointed: Per Bylaws

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

Name and Title: James Bradley, Director

Address: 111 Carillon Market Street, Suite 100

Panama City Beach, FL 32413

Name and Title: _____

Address: _____

Name and Title: Tessa Jensen, Director

Address: 111 Carillon Market Street, Suite 100

Panama City Beach, FL 32413

Name and Title: _____

Address: _____

Name and Title: Joni Day, Director

Address: 100 Carillon Market Street, Suite 202

Panama City Beach, FL 32413

Name and Title: _____

Address: _____

FILED
2021 SEP 28 PM 1:52
CLERK

Name and Title: _____ Name and Title: _____

Address: _____ Address: _____

Name and Title: _____ Name and Title: _____

Address: _____ Address: _____

ARTICLE VI REGISTERED AGENT

The **name and Florida street address** (P.O. Box NOT acceptable) of the registered agent is:

Name: J. Christopher Barr, Esq. _____

Address: 833 Harrison Ave. _____

Panama City, FL 32401 _____

ARTICLE VII INCORPORATOR

The **name and address** of the Incorporator is:

Name: J. Christopher Barr, Esq. _____

Address: 833 Harrison Ave. _____

Panama City, FL 32401 _____

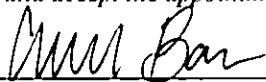
ARTICLE VIII EFFECTIVE DATE:

Effective date, if other than the date of filing: _____ (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five days prior or 90 days after the filing.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

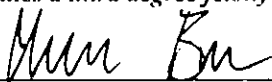


Required Signature of Registered Agent

9/21/2021

Date

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.



Required Signature of Incorporator

9/21/2021

Date

FILED
11 SEP 28 PM 1:52
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

**ARTICLES OF INCORPORATION
OF
CARILLON MERCHANTS ASSOCIATION, INC.**

The undersigned acting as incorporator of a corporation not-for-profit, hereby makes, subscribes, acknowledges, and files with the Florida Department of State these Articles of Incorporation for the purpose of forming a corporation not-for-profit under Chapter 617, Florida Statutes (the "Act") and certifies as follows:

ARTICLE 1 – NAME

The name of this non-profit corporation is CARILLON MERCHANTS ASSOCIATION, INC. (the "Association").

ARTICLE 2 – ADDRESS

2.1 The street address of the Association's initial principal office is 10570 Front Beach Road, Panama City Beach, Florida 32407.

2.2 The mailing address of the Association is 10570 Front Beach Road, Panama City Beach, Florida 32407.

ARTICLE 3 – PURPOSES

The Association does not contemplate pecuniary gain or profit, direct or indirect, to its members and is formed for the following purposes:

1. To promote arts, entertainment, festivals and marketing in Downtown Carillon community and the commercial businesses and merchants operating in Downtown Carillon; and
2. To improve the business climate and increase opportunities for members, the commercial businesses and merchants operating in Downtown Carillon; and
3. To govern the activities of businesses and commercial merchants in Downtown Carillon in an effort to provide a continuous high quality experience for the patrons of the commercial businesses located in Downtown Carillon.

ARTICLE 4 - POWERS

In furtherance of its purposes, the Association shall have all powers afforded under Chapter 617, Florida Statutes, including the power to collect assessments from members, a 1% fee on purchases and expend funds collected for the benefit of all members, businesses and merchants operating in Downtown Carillon which unless indicated otherwise by the Association's Bylaws, may be exercised by the Association's Board of Directors and those Officers appointed by the Board of Directors.

ARTICLE 5 – MEMBERS

The Association shall be a membership corporation without certificates or shares of stock. The intended members of the Association shall be the businesses and merchants operating business in Downtown Carillon.

ARTICLE 6 - BOARD OF DIRECTORS

The Association shall be managed by a Board of Directors. The Board of Directors shall be elected annually at a meeting of the members in the manner described in the Bylaws. The Initial Board of Directors shall be comprised of three (3) members as follows:

James Bradley	Director
Tessa Jensen	Director
Joni Day	Director

ARTICLE 7 LIABILITY OF OFFICERS AND DIRECTORS

No officer or director of the Association shall be personally liable to the Association or its members for monetary damages for breach of duty of care or other duty as director, if such person acted in good faith and in a manner that he or she reasonably believed to be in, or not opposed to, the best interest of the Association

The Association shall indemnify any person who was or is a part or is threatened to be made a part to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, employee, officer or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith, nor in a manner he reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) the court hearing the matter further rules that indemnification should be denied.

To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding upon receipt of an agreement by or on behalf of the affected director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is not entitled to be indemnified by the Association as authorized in this Article. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of members or otherwise, and shall continue in favor of a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such person. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving, at the request of the Association, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, to protect such person against any liability asserted against him or incurred by him in any such capacity, or arising out

of his status in such a capacity, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article. Anything to the contrary notwithstanding, the provisions of this Article may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

ARTICLE 8 – AMENDMENTS

The members may amend these Articles upon at least a 2/3 vote of the members voting in favor of any such Amendment.

ARTICLE 9– EXISTENCE; DISSOLUTION

The Association is intended to have perpetual existence, unless dissolved in accordance with the procedures set forth in the Act. Upon dissolution or final liquidation, or if otherwise permitted by law, upon partial liquidation of the Association, any assets remaining after the satisfaction of all debts of the Association shall be distributed in accordance with a plan of distribution recommended by the Board of Directors and approved at a duly called meeting of the Association by members entitled to cast at least 2/3 of the votes of the members

ARTICLE 10- THE INCORPORATOR

The name and address of the Incorporator of the Association is:

J. Christopher Barr, Esq.
Bryant, Higby & Barr, Chartered
833 Harrison Avenue
Panama City, FL 32401

ARTICLE 11 - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial registered agent shall be J. Christopher Barr, Esq., attorney at law, 833 Harrison Avenue, Panama City, Florida 32401.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity



Required Signature/Registered Agent

J. Christopher Barr
Bryant, Higby & Barr, Chartered
833 Harrison Avenue
Panama City, FL 32401

9/21/2021
Date

2021 SEP 28 PM 1:52
COUNTY OF FLORIDA

ARTICLE 12 – TRANSACTIONS WITH CORPORATIONS

No contract or other transaction between the Association and any other corporation, and no other contract or transaction of the Association, shall in any way be affected or invalidated by the fact that any director or officer of the Association has a pecuniary or other interest in any other corporation or is a director or officer of any other corporation. Any director or officer individually, or any firm of which any director or officer may be a member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or she or the firm is so interested shall be disclosed or shall have been known to the Board of Directors. Any director or officer of the Association who is also a director or officer of any other corporation or member of any other firm, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Association that shall authorize any contract or transaction, with like force and effect as if the person were not an officer or director of any other corporation or member of any other firm, or not so interested.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 21 day of September, 2021.



J. Christopher Barr
Incorporator
Attorney for Association

2021 SEP 28 PM 1:52
J. L. 511
ALLASSOCIATES, INC.