

79500000499

Evet L. Simmons
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(Law Clerk)

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New York, New York 10007
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January 18, 1995

PLEASE REPLY TO:
10020 S. Federal Highway
Port St. Lucie, FL 34952
Telephone: (407) 337-3330

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

In Re: Treasure Coast Business Exchange, Inc.

Dear Sir/Madam:

Enclosed please find the original and one copy of Articles of Incorporation for the above-named corporation. In addition, a check in the amount of \$122.50 is enclosed for the filing fee, certification fee and status report.

Please file the original of the enclosed Articles of Incorporation and return the certified copy to the undersigned. Your prompt attention to this matter would be appreciated.

Sincerely yours,

SIMMONS & SOLOMON

Evet L. Simmons
Evet L. Simmons, Esquire
For the Firm

ELS/dd

Enclosures

W95-1823
RECEIVED 1387168
01/23/95 01083-004
***122.50 ***122.50

AB 2/1/95

RECEIVED
DIVISION OF STATE
CORPORATIONS
95 FEB -1 AM 8:20





FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 25, 1995

SIMMONS & SOLOMON, LAW OFFICE
10020 S. FEDERAL HIGHWAY
PORT ST. LUCIE, FL 34952

SUBJECT: TREASURE COAST BUSINESS EXCHANGE, INC.
Ref. Number: W95000001823

We have received your document for TREASURE COAST BUSINESS EXCHANGE, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The purpose contained in your articles of incorporation should be more specific. Please correct your articles to reflect the specific purpose for which the corporation is being organized.

Please return 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 (904) 487-6928.

Agnes Bundick
Corporate Specialist

Letter Number: 295A00003255

**ARTICLES OF INCORPORATION
OF
TREASURE COAST BUSINESS EXCHANGE, INC.
A FLORIDA NONPROFIT CORPORATION**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 FEB -1 AM 8:20

ARTICLE I

CORPORATE NAME

The name of this Corporation is **TREASURE COAST BUSINESS EXCHANGE, INC.**

ARTICLE II

DURATION

The term of existence of this Corporation is perpetual.

ARTICLE III

PURPOSE AND NON-PROFIT NATURE

The purpose of the Corporation is to provide networking opportunities for its members. It shall not exist or be operated for pecuniary profit, and no part of the net earnings of the Corporation or the net assets upon liquidation shall inure to the benefit of any member. The Corporation may reimburse its members for actual expenses incurred for or in behalf of the Corporation, and may pay compensation in a reasonable amount to its members for actual services rendered to the Corporation, as permitted by law.

ARTICLE IV

AUTHORIZED CAPITAL STOCK DIVIDENDS

This Corporation shall be organized upon a non-stock basis and shall not issue shares of stock.

ARTICLE V

MANAGEMENT OF CORPORATE AFFAIRS

A. BOARD OF DIRECTORS:

1. The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by the Board of Directors, consisting of not less than five (5) persons. The number of Directors of the Corporation shall be seven (7), provided however, that such number may be changed in accordance with the procedures set forth in the By-Laws.

2. The Directors named herein as the first Board of Directors shall hold office until the first meeting at which time an election of Directors shall be held. The length of time Board Members will serve shall be set forth in the By-laws.

B. OFFICERS: The affairs of the Corporation shall be managed by the President of the Corporation, assisted by one or several Vice Presidents, the Secretary and the Treasurer, and, if any, by the Assistant Secretary and Assistant Treasurer, and the Sergeant at Arms, subject to the directions of the Board.

C. The names and addresses of such initial members of the Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Ted Sanders	590 NW Peacock Loop, 10 Port St. Lucie, FL 34986
Louise Baker	2300 SE Midport Road Port St. Lucie, FL 34952
Michael Harrison	450 SE Port St. Lucie Blvd. Port St. Lucie, FL 34984

Bruce Fairley

789 S. Federal Hwy., S-102
Stuart, FL 34994

John Schmidt

273 SE Eyerly Avenue
Port St. Lucie, FL 34983

ARTICLE VII

DISTRIBUTION OF ASSETS

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as such Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII

MEMBERSHIP

The qualification of members and the manner of their admissions shall be regulated by the By-Laws of this Corporation.

ARTICLE IX
INCORPORATIONS

The name and residence addresses of the Incorporator of this Corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Ted Sanders	590 NW Peacock Loop, 10 Port St. Lucie, FL 34986
Michael Harrison	450 SE Port St. Lucie Blvd. Port St. Lucie, FL 34984

ARTICLE X
AMENDMENT OF BY-LAWS

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporation Not-for-Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the Corporation, By-Laws of this Corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors and approval by two-thirds of the members, or by following the procedure set forth in the By-Laws.

ARTICLE XII
PRINCIPAL OFFICE AND REGISTERED AGENT

The principal office and mailing address of the Corporation shall be 450 SE Port St. Lucie Blvd, Port St. Lucie, Florida 34984 or such other place as the Board shall designate and the name of its Registered Agent shall be Evett L. Simmons, whose address is 10020 South Federal Highway, Port St. Lucie, Florida 34952.

ARTICLE XIII

AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and passed by a majority of the members of the Board in the manner set forth in the By-Laws of this Corporation.

We, the undersigned, being the Incorporators of this Corporation, for the purposes of forming this Nonprofit Corporation under the laws of the State of Florida, have executed these Articles of Incorporation on this 17th day of January, 1995.

Witnessed By:

Incorporators:

D. Elizabeth Williams
D. Elizabeth Williams
Diane Dustin
Diane Dustin

TED SANDERS
TED SANDERS

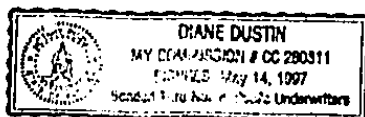
Julio E. Betancourt
Julio E. Betancourt
Diane Dustin
Diane Dustin

MICHAEL HARRISON
MICHAEL HARRISON

State of Florida
County of Saint Lucie

Before me, the undersigned authority, personally appeared TED SANDERS and MICHAEL HARRISON who are (X) personally known to me or () who produced identification in proof thereof, and therefore are known to be persons who executed the foregoing Articles of Incorporation and they acknowledged to and before me that they executed such instrument.

In Witness Whereof, I have hereunto set my hand and seal this 17th day of January, 1995.




Diane Dustin
NOTARY PUBLIC-State of Florida
Print Name: Diane Dustin

**CERTIFICATE DESIGNATING PLACES OF BUSINESS
OR DOMICILE FOR THE SERVING OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That **TREASURE COAST BUSINESS EXCHANGE, INC.**, a Florida Non-Profit Corporation, has named **EVETT L. SIMMONS**, whose address is **10020 South Federal Highway, Port St. Lucie, Florida 34952**, as its agent to accept service of process within this state. Having been named to accept service for process for the above Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



EVETT L. SIMMONS