

McCOLLUM
&
JOHNSON, P.A.

ATTORNEYS & COUNSELLORS AT LAW

255 S. COMMERCE AVENUE, SEBRING, FLORIDA 33869

941-365-1111 FAX 941-365-1112

Internet: (813) 580-9411 Compuserve: 74011

JAMES F. McCOLLUM
AMBER JADE E. JOHNSON

KIMBERLY J. BENNETT
LEGAL ASSISTANT

July 14, 1995

N9500003381

100001538801
-07/17/95--01032--013
****122.50 ****122.50

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: Sebring Downtown Merchants and Professional Association, Inc.

Gentlemen:

Enclosed is the signed original and one signed copy of the Articles of Incorporation for the above named corporation. Both have been subscribed and acknowledged before a notary public. I am also enclosing a check in the amount of \$122.50 to cover the filing fee (\$35.00), certified copy fee (\$52.50) and registered agent designation fee (\$35.00). If you find these documents satisfactory, please place your certificate and endorse your approval on the photocopy and return same to me.

Should you have any questions, please do not hesitate to contact this office.

Very truly yours,

TO SPEED YOUR RECEIPT, THIS LETTER
HAS BEEN DICTATED BUT NOT READ

James F. McCollum

JFM/kjp
Enclosures

cc: Client

7/18/95

(Signature)

ARTICLES OF INCORPORATION
OF
SEBRING DOWNTOWN MERCHANTS AND PROFESSIONAL ASSOCIATION, INC.
A FLORIDA CORPORATION NOT FOR PROFIT

ARTICLE ONE

NAME

The name and address of the Corporation is SEBRING DOWNTOWN MERCHANTS AND PROFESSIONAL ASSOCIATION, INC. and its principal office address is 129 South Commerce Avenue, Sebring, Florida 33870 and its mailing address is Post Office Box 1322, Sebring, Florida 33871-1322.

ARTICLE TWO

DURATION

The term of existence of the Corporation is perpetual.

ARTICLE THREE

PURPOSE

This Corporation is organized in order to engage in any lawful activity consistent with the express purpose of organizing the Sebring downtown area.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the Corporation or any member of the corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation effective one or more of its purposes), and no Director or Officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

The Corporation shall not engage in any act of self-dealing as defined in Section 4941(c) of the Internal

Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

The Corporation shall 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.

The Corporation shall 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 provisions of any subsequent federal tax laws.

The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such manner, or to such organization or organizations organized or operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as any exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any further United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit or 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.

ARTICLE FOUR

DIRECTORS

There shall be four (4) members of the initial Board of Directors of the Corporation. The names and addresses of the persons who are to serve as Directors until the first election thereof are as follows:

Lenora M. Hooten	129 South Commerce Avenue Sebring, FL 33870
Patty Dumont	205 North Ridgewood Drive Sebring, FL 33870
Michelle E. Puma	115 West Center Street Sebring, FL 33870
Linda Labelle	126 West Center Street Sebring, FL 33870

Directors shall be elected as provided in the By-Laws.

ARTICLE FIVE

OFFICERS

The affairs of the Corporation are to be managed by a President. The names of the persons who are to serve as officers until the first election of officers under these Articles of incorporation are as follows:

Lenora M. Hooten	President
Patty Dumont	Vice President
Michelle E. Puma	Secretary
Linda Labelle	Treasurer

ARTICLE SIX

MEMBERS

The corporation shall have Members. Members of the Corporation may be divided into certain categories and meet qualifications as set forth in the By-Laws. Membership may be terminated by majority vote of the members of the Corporation, with or without cause, as set forth in the By-Laws of the Corporation.

ARTICLE SEVEN

BY-LAWS

The By-Laws of the Corporation are to be made, altered, or rescinded by the members of the Corporation.

ARTICLE EIGHT

AMENDMENTS TO ARTICLES

These Articles of Incorporation may be amended by the act of the Directors and members of the Corporation. Such amendments may be proposed and adopted in the manner provided in the By-Laws of the Corporation.

ARTICLE NINE

INCORPORATORS

The names and residence addresses of the subscribers of these Articles of Incorporation are:

Lenora M. Hooten	129 South Commerce Avenue Sebring, FL 33870
Patty Dumont	205 North Ridgewood Drive Sebring, FL 33870
Michelle E. Puma	115 West Center Street Sebring, FL 33870
Linda Labelle	126 West Center Street Sebring, FL 33870

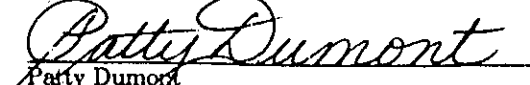
ARTICLE TEN

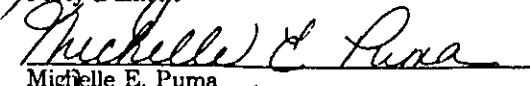
REGISTERED OFFICE AND REGISTERED AGENT

The initial registered agent of this Corporation is James F. McCollum of McCollum & Johnson, P.A., who shall maintain an office at 129 South Commerce Avenue, Sebring, Florida, 33870, which shall be the registered office of this Corporation for service of process.

IN WITNESS WHEREOF, we have subscribed our names this 12 day of July, 1995.


Lenora M. Hooten


Patty Dumont


Michelle E. Puma


Linda Labelle

I hereby accept the appointment as Registered Agent for the above Corporation.


James F. McCollum