

*Sebring Downtown Merchants  
and Professional Association*

**N95000003381**

February 3, 1999

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32301

Re: Sebring Downtown Merchants and Professional Association, Inc.  
Corporation Document Number # N95000003381

400002768234--9  
-02/08/99--01152--015  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Gentlemen:

Enclosed are the original and one copy of the Amended Articles of Incorporation of the Sebring Downtown Merchants and Professional Association, Inc. (Charter #N95000003381).

Please approve and file the original, file and stamp the copy and return them to me.

Enclosed is the Sebring Downtown Merchants and Professional Association, Inc. check for your charges, as follows:

Filing fee or Amended Articles of Incorporation      \$ 35.00

Please let me know if anything further is required.

Sincerely,

*Rose Bell*  
Rose Bell, Secretary

cc: James F. McCullom, Esq.  
Registered Agent for the Corporation  
129 South Commerce Avenue  
Sebring, FL 33870

*Amend*  
*WFS 2-24-99*

FILED  
99 FEB 24 PM 12:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*\*789,2389,706,671X*



P.O. Box 1322

Sebring, FL 33871-1322



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

February 11, 1999

Rose Bell, Secretary  
% SEBRING DOWNTOWN MERCHANTS  
Post Office Box 1322  
Sebring, FL 33871-1322

SUBJECT: SEBRING DOWNTOWN MERCHANTS AND PROFESSIONAL  
ASSOCIATION, INC.  
Ref. Number: N95000003381

We have received your document for SEBRING DOWNTOWN MERCHANTS AND PROFESSIONAL ASSOCIATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If the document was approved by a majority vote or other percentage of the members as specified in the articles of incorporation, it should also contain a statement that the number of votes cast was sufficient for approval.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

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 (850) 487-6910.

Louise Flemming-Jackson  
Corporate Specialist Supervisor

Letter Number: 599A00006162

FILED

99 FEB 24 PM 12: 16

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT  
SEBRING DOWNTOWN MERCHANTS AND PROFESSIONAL ASSOCIATION, INC.  
ARTICLES OF INCORPORATION

KNOWN ALL MEN BY THESE PRESENT:

I, the undersigned Patricia Wilk, President and Rose Bell, Secretary of the SEBRING DOWNTOWN MERCHANTS AND PROFESSIONAL ASSOCIATION, INC., a not for profit corporation formed under the provisions of Chapter 617 of the Florida Statutes, do hereby certify that at a duly called and noticed meeting of members at which a quorum was present, the following amendments to the Articles of Incorporation of the DOWNTOWN MERCHANTS AND PROFESSIONAL ASSOCIATION, INC. were unanimously approved by the members of said corporation, with the number of votes cast sufficient for approval, on January 6, 1999.

RESOLVED: That the entire Articles of Incorporation be amended effective January 6, 1999 to read as follows:

ARTICLE I. NAME

The name of this corporation is the SEBRING DOWNTOWN MERCHANTS AND PROFESSIONAL ASSOCIATION, INC., a not for profit corporation formed under Chapter 617 of the Florida Statutes.

ARTICLE II. PURPOSE

The SEBRING DOWNTOWN MERCHANTS AND PROFESSIONAL ASSOCIATION, INC. exists to promote the interests of business in downtown Sebring and the community at large, recognizing that the future growth of business and the community are interdependent. The Association shall be politically non-partisan and non-sectarian in all its activities.

ARTICLE III. DURATION

The term of existence of this corporation is perpetual.

ARTICLE IV. LOCATION

The principal place of business of the corporation shall be that of the Registered Agent of the corporation as appointed by the Board of Directors. The mailing address as of the date these amendments are adopted is: P.O. Box 1322, Sebring, FL. 33871, and with a physical address of 129 South Commerce Avenue, Sebring, FL 33870.

#### ARTICLE V. MEMBERS

The corporation shall have members and shall have no stockholders. Membership in the corporation shall be under such terms as are set forth in the Bylaws.

#### ARTICLE VI. MEETINGS

The annual meeting of the corporation shall be held within thirty (30) days before or after the end of the corporation fiscal year. The annual meeting and any other meetings of members shall be called under provisions as set forth in the Bylaws.

#### ARTICLE VII. GOVERNANCE

All business, property and affairs of the corporation shall be under the control of and managed by, the Officers and Board of Directors of the corporation. Composition of the Board of Directors shall be under such terms as are set forth in the Bylaws. Officers of the corporation shall be as defined in the Bylaws. The Bylaws of the corporation shall be made, amended, revised or rescinded by members of the corporation.

#### ARTICLE VIII. RIGHTS AND LIABILITIES

No member, director or officer of the corporation shall have any right, title or interest in or to any property of the corporation. Private property of the members, directors or officers of the corporation shall be exempt from liability for any debt or other liabilities of the corporation. No part of the earnings of the corporation shall inure to the benefit of, or be distributed to, any member, director or officer of the corporation or any other individual except as may be paid as compensation for administrative services to the corporation.

#### ARTICLE IX. AMENDMENTS

The Articles of Incorporation may be amended, rescinded or revised at any regular or special called meeting of members, provided however that notice of the proposed action to be taken and the meeting date, time and location is mailed to all members at their last known address of record at least seven (7) days in advance of the meeting. A quorum at any such meeting shall consist of twenty five percent (25%) of the voting members in good standing. In no event shall the actual number of voting members present for such purpose be less than fifty percent (50%) plus one of the number of people currently serving on the Board of Directors. At any such meeting, a vote of the majority of voting members present shall be required for any action to be taken.

ARTICLE X. DISSOLUTION

In the event of dissolution, any residual assets of the corporation shall be turned over to one or more organizations described in Sections 501 (c) or 170 of the Internal Revenue Service Code of 1994 or corresponding sections of any prior or future statute, or to the Federal, State or Local Government for exclusive public purpose.

Any Articles not specifically outlined above are hereby revoked and deleted in their entirety

IN WITNESS WHEREOF, I, the undersigned do hereunto set hand and cause the seal of the corporation to be affixed hereto.

DATED at Sebring, Highlands County, Florida this 6<sup>th</sup> day of January 1999.

BY:

Patricia Wilk

PATRICIA WILK, PRESIDENT / D

ATTEST:

Rose Bell

ROSE BELL, SECRETARY

State of Florida  
County of Highlands

Sworn to and subscribed before me this 6<sup>th</sup> day of January, 1999, by  
Patricia Wilk, who is personally known to me or who has produced \_\_\_\_\_  
as identification.

(Affix notary seal)

Cheryl Kay Uhrig  
Signature of Notary Public - State of Florida

My commission expires

6/14/2000

CHERYL KAY UHRIG  
Notary Public - State of Florida  
My Commission Expires Jun 14, 2000  
Commission # CC 559237