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January 25, 1996

VIA AIRBORNE EXPRESS

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

FILED
96 JAN 26 AM 8:28
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Re: Incorporation of Saturday in the City, Inc.

400001699164
-01/26/96--01056--013
****122.50 ****122.50

Dear Sir or Madame:

Enclosed are the original and one copy of Articles of Incorporation and a Designation of Registered Agent for Saturday in the City, Inc.

Also enclosed is a check in the amount of \$122.50 to cover the following:

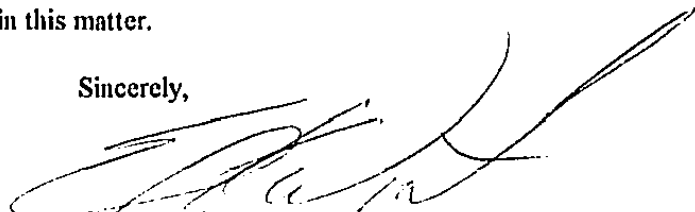
Filing fee	\$35.00
Certified copy fee	\$52.50
Registered agent designation	<u>\$35.00</u>

Total \$122.50

Please arrange for the filing of the Articles of Incorporation and see that a certified copy is made and returned to this office.

Thank you for your assistance in this matter.

Sincerely,



Elise K. Winters

EKW:srs
Enclosures

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**SECRETARY OF STATE
TALLAHASSEE FLORIDA**

**ARTICLES OF INCORPORATION
OF
SATURDAY IN THE CITY, INC.**

A FLORIDA NOT FOR PROFIT CORPORATION

The undersigned person, as incorporator of a corporation not for profit under the Florida Not For Profit Corporation Act, adopts the following Articles of Incorporation for the Corporation:

**ARTICLE I
NAME AND PRINCIPAL ADDRESS**

The name of the Corporation is Saturday in the City, Inc, and the initial principal address of the Corporation is 600 Cleveland Street, Suite 720, Clearwater, Florida, 34615.

**ARTICLE II
PURPOSES**

The Corporation is a not for profit corporation. The specific and primary purpose for which the Corporation is formed is to promote and encourage revitalization of the downtown area of Clearwater, Florida.

**ARTICLE III
RESTRICTIONS**

(a) The purposes for which the Corporation is organized are limited to those that will qualify it as an exempt organization under Internal Revenue Code Section 501(c)(3), including, for such purposes, making distributions to organizations that qualify as tax-exempt organizations under the Code.

(b) The Corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation. It shall not participate in or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

(c) No part of the net earnings, properties or assets of the Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual or any member or director of the Corporation.

(d) On liquidation or dissolution all properties and assets of the Corporation remaining after paying or providing for all debts and obligations shall be distributed and paid to such fund, foundation or corporation organized and operated for charitable purposes as the board of directors

shall determine, and as shall at the time qualify as a tax-exempt organization under Internal Revenue Code Section 501(c)(3), as it may be amended.

ARTICLE IV TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE V MEMBERSHIP

(a) The Corporation is organized upon a nonstock basis as defined in Chapter 617 of the Florida Statutes.

(b) The Corporation shall have a membership distinct from the board of directors. The authorized number and qualifications of the members of the Corporation, the manner of their admission, and the different classes of membership, if any, shall be as regulated in the bylaws.

(c) Members of the Corporation shall not be personally liable for the debts, liabilities, or obligations of the Corporation, and shall not be subject to any assessments.

ARTICLE VI BOARD OF DIRECTORS

The powers of the Corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors initially composed of three members. The directors need not be members of the Corporation. The number of directors may be changed by a bylaw adopted pursuant to the bylaws of the Corporation. The directors shall be elected at the annual meeting of the members for one year terms.

ARTICLE VII REGISTERED AGENT, INITIAL REGISTERED OFFICE

The name of the registered agent of the Corporation is Mary Devine. The address of the initial registered office of the Corporation is 600 Cleveland Street, Suite 720, Clearwater, FL 34615. The Board of Directors may move the registered office or the principal office to any other address in Florida.

ARTICLE VIII INCORPORATOR

The name and address of the incorporator are: Albert Chisholm III, 520 14th Avenue South, St. Petersburg, FL 33701.

**ARTICLE IX
AMENDMENTS TO BYLAWS**

Subject to the limitations contained in the bylaws and any limitations set forth in the Not For Profit Corporation Act of Florida concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth in the bylaws.

**ARTICLE XII
AMENDMENTS TO ARTICLES OF INCORPORATION**

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of a majority of a quorum of members of the corporation.

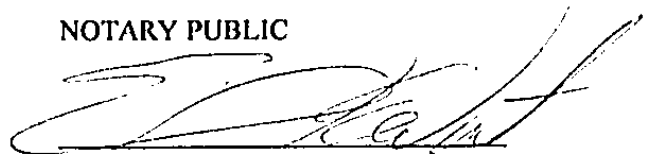
IN WITNESS WHEREOF, the undersigned, as Incorporator, executed these Articles of Incorporation on January 20, 1996.


ALBERT CHISHOLM, III

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 20th day of January, 1996, by ALBERT CHISHOLM III, who is personally known to me and who did take an oath.

NOTARY PUBLIC


ELISE K. WINTERS

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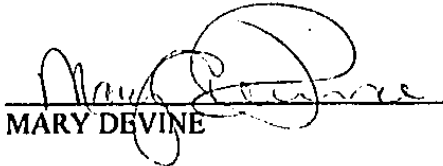
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

First - That Saturday in the City, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Clearwater, County of Pinellas, State of Florida, has named Mary Devine located at 600 Cleveland Street, Suite 720, Clearwater, FL 34615, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


MARY DEVINE