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Bradenton, Florida 34205

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Jeffrey W. Hamilton

Claudia C. Carrillo

Of Counsel

March 20, 1996

Secretary of State  
Division of Corporation  
P. O. Box 6327  
Tallahassee, Florida 32314

RE: Manatee West Merchants Association, Inc.  
A not-for-profit corporation

000001754650  
-03/22/96--01080--011  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir or Madam:

Enclosed please find an original Articles of Incorporation with regard to the above captioned corporation, along with our check in the amount of \$122.50.

Please forward a receipt and the certified copy of said Articles to our office at the above letterhead address as soon as possible.

Thank you for your consideration in this matter.

Sincerely,

*Cissie Chapman*

Cissie Chapman  
Assistant to Mr. Hamilton

/cmc

Enclosures

FILED  
96 MAR 22 PM 4:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AL MAR 28 1996

ARTICLES OF INCORPORATION  
OF  
MANATEE WEST MERCHANTS ASSOCIATION, INC.  
A NOT-FOR-PROFIT CORPORATION

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby executes and acknowledges these Articles of Incorporation in order to organize and incorporate a not-for-profit business, under the corporate name stated in Article IX.

ARTICLE I - PURPOSE

The Corporation may engage in the business or profession stated in ARTICLE IX and in any other transaction or business permitted under the laws of the United States and of this State.

ARTICLE II - DURATION

The duration of this Corporation shall be perpetual. Corporate existence shall commence at the time stated in ARTICLE IX, provided that all the requirements of law are met.

ARTICLE III - REGISTERED OFFICE/AGENT

The street address of the Registered Office and the name of its Registered Agent at said address shall be as stated in ARTICLE IX.

ARTICLE IV - NUMBER OF DIRECTORS

The number of Directors constituting the initial Board of Directors, if any, are stated in ARTICLE IX. The number of the Board of Directors, and the method of election of the directors, shall be determined, from time to time, by the By-Laws.

ARTICLE V - INCORPORATORS AND DIRECTORS

The name and address of each incorporator and the names and addresses of the members of the initial Board of Directors of this Corporation, are stated in ARTICLE VIII.

ARTICLE VI - INCORPORATION BY REFERENCE

Each of the Powers stated herein shall not be in limitation, but shall be in enumeration, of the powers of the Corporation. In addition, the Corporation shall have all other powers as are now or hereafter conferred upon it by law.

ARTICLE VII - POWERS OF CORPORATION

This Corporation shall have power:

1. To have perpetual succession by its Corporate name;
2. To sue and be sued, complain and defend in its Corporate name in all actions or proceedings;

3. To have a Corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced;
4. To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated;
5. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets;
6. To lend money and use its credit to assist its officers and employees in accordance with law;
7. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise sue and deal in and with, shares or other interest in, or obligation of, other domestic or foreign corporation, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof;
8. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income;
9. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;
10. To conduct its business, carry on its operations and have offices and exercise the powers granted it, within or without this State.
11. To elect or appoint officers and agents of the Corporation, and define their duties and fix their compensation;
12. To make and alter By-laws, not inconsistent with its Articles of Incorporation or with the laws of this State, for the administration and regulation of the affairs of the Corporation;
13. To make donations for the public welfare or for charitable, scientific or educational purposes;
14. To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy;
15. To establish the relative rights or interests of the members among themselves, to establish the manner of termination of membership, to establish the rights of the membership upon termination, to establish the transferability or nontransferability of membership to establish the distribution of assets upon dissolution nor final liquidation of the

corporation.

16. To be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise;

17. To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE VIII - NAME AND ADDRESSES OF INCORPORATOR  
AND INITIAL BOARD OF DIRECTORS

<u>Inc.</u>	<u>Initial Dir.</u>	<u>Name and Address</u>
x	x	Jennifer Scott 7471 West Manatee Avenue Bradenton, Florida
	x	Bobby Whalley 7465 West Manatee Avenue Bradenton, Florida
	x	Gail Letterman 7431 West Manatee Avenue Bradenton, Florida
	x	Bryan Williams 7423 West Manatee Avenue Bradenton, Florida
	x	Debbie Colavito 7423A West Manatee Avenue Bradenton, Florida
	x	Lisa Paquin 7453 West Manatee Avenue Bradenton, Florida

ARTICLE IX - INDEX

- |    |   |   |
|----|---|---|
| 1. | MANATEE WEST MERCHANTS<br>ASSOCIATION, INC. | (Name)  |
| 2. | c/o Jennifer Scott<br>Bradenton, FL         | 7471 West Manatee Avenue<br>Bradenton, FL 34209 |
| 3. | Business Promotion                          | (Specific business or licensed profession)      |
| 4. | Date of Filing                              | (Commencement of Corporate Existence)           |
| 5. | Jeffrey W. Hamilton                         | Registered Agent                                |

6. 702 Manatee Avenue West  
Bradenton, Florida 34205

Address of Registered Agent

7. Six

(Number Initial Directors)

IN WITNESS WHEREOF, I, the undersigned Incorporator, have set my hand and seal  
to the foregoing Articles of Incorporation this 12 day of March, 1996.

  
JENNIFER SCOTT

STATE OF FLORIDA  
COUNTY OF SARASOTA

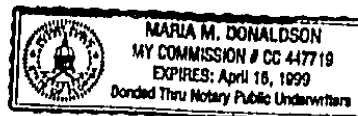
SUBSCRIBED AND SWORN to before me by JENNIFER SCOTT, who presented a  
known to me or is to me well known, on  
March 12, 1996.

  
NOTARY PUBLIC

Print Name: MARIA M. DONALDSON

My Commission Number is: CC 447719

My Commission Expires: 4/16/99



STATE OF FLORIDA  
DEPARTMENT OF STATE

FILED

96 MAR 22 PM 4: 08

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Certificate Designating Place of Business or Domicile for the Service of Process Within  
This State, Naming Agent Upon Whom Process May Be Served

The following is submitted, in compliance with Chapter 48.091, Florida Statutes:

**MANATEE WEST MERCHANTS ASSOCIATION, INC.**

a corporation organized (or organizing) under the laws of the State of Florida with its principle  
place of business at 7471 Manatee Avenue West, Bradenton, Florida, 34209, has name  
JEFFREY W. HAMILTON, at 702 Manatee Avenue West, Bradenton, Florida 34205, as it's  
agent to accept service of process within this State.

I agree as Registered Agent to accept Service of Process; to keep office open during  
prescribed hours; to post my name (and any other officers of said corporation authorized to  
accept service of process at the above Florida designated address) in some conspicuous  
place in office as required by Law.

  
JEFFREY W. HAMILTON