

SENT BY: Xerox Telecopier 7020 : 4-16-96 : 11:11 : HILL, WARD, HENDERSON-

196000007048

4/16/96

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

10:14 AM

((H96000005335))

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: HILL, WARD & HENDERSON, P.A.
101 E KENNEDY BLVD
SUITE 3700
TAMPA FL 33602-51540000479
CONTACT: BARBARA A MURPHY
PHONE: (813) 221-3900
FAX: (813) 221-2900

((H96000005335))

DOCUMENT TYPE: FLORIDA NON-PROFIT CORPORATION

NAME: SOHO MERCHANTS & RESIDENTS ASSOCIATION, INC.
FAX AUDIT NUMBER: H96000005335
DATE REQUESTED: 04/16/1996
CERTIFIED COPIES: 0
NUMBER OF PAGES: 5
ESTIMATED CHARGE: \$70.00
CURRENT STATUS: REQUESTED
TIME REQUESTED: 10:14:03
CERTIFICATE OF STATUS: 0
METHOD OF DELIVERY: FAX
ACCOUNT NUMBER: 072317001716

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H96000005335))

FILED
95 APR 16 PM 2:58

80306-08

6 Pages

Off at 10:15 EDT 16-Apr-96
Connect time = 0:05
^D

Host Name:

[Signature]
4/14

((H96000005335))

ARTICLES OF INCORPORATION
OF
SOHO MERCHANTS & RESIDENTS ASSOCIATION, INC.

FILED
96 APR 16 PM 2:55
SECRETARY OF STATE
TAMPA, FLORIDA

The undersigned incorporator, hereby makes, subscribes, acknowledges, and files with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name and Address

The name of this corporation shall be:

SOHO MERCHANTS & RESIDENTS ASSOCIATION, INC.

The mailing address of this corporation shall be 313 S. Howard Ave., Suite 4, Tampa, Florida 33606, or such other address within the State of Florida as the Board of Directors may from time to time designate.

ARTICLE II

Purposes

(a) The general nature, objects, and purposes for which this corporation is exclusively organized and operated are: (1) to foster and promote public awareness of and community and governmental relations within the District (as hereinafter defined) and amongst its businesses and residents; (2) to enhance communication and civic awareness amongst the businesses and residents of the District and surrounding areas; (3) to beautify and enhance the street-scape of the District; (4) to enhance and develop a pedestrian avenue within the District and (5) to undertake any and all actions which may be necessary or desirable to accomplish the same. The District is defined to mean that portion of South Howard Avenue South of Kennedy Boulevard and North of Bayshore Boulevard, together with those areas located within two (2) blocks of said portion of South Howard Avenue--all as located in the City of Tampa, Florida.

Prepared by: R. James Robbins, Jr., Esquire
Hill, Ward & Henderson, P. A.
P. O. Box 2231, Tampa FL 33601-2231
(813) 221-3900
Florida Bar Number 436593

((H96000005335))

(((H96000005335)))

(b) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any member, trustee, or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, trustee, 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 in connection with) any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code"), or the regulations promulgated thereunder, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and regulations promulgated thereunder.

(d) In the event of dissolution or final liquidation of the corporation, the residual assets of the corporation will be distributed to one or more organizations each of which itself is exempt as an organization described in Section 501(c)(6) of the Code or corresponding sections of any prior or future Internal Revenue Code, or to which contributions are deductible under Section 170(c)(2) of the Code, or to the Federal, state, or local government exclusively for public purposes.

ARTICLE III

Powers

This corporation shall have and exercise all powers provided by the laws of the State of Florida pertaining to corporations not for profit including, but not limited to, Chapter 617 Florida Statutes and future amendments thereto, or succeeding statutes pertaining to corporations not for profit in the State of Florida, necessary or convenient to effect any and all of the purposes for which the corporation is organized, subject, however, to the following:

(((H96000005335)))

((H96000005335))

(a) This corporation shall be operated exclusively for, and shall only have the power to perform, activities exclusively within the meaning, requirements, and effect of Section 501(c)(6) of the Code, as amended heretofore or hereafter.

(b) This corporation shall not engage in any act of "self-dealing" as defined in Section 4941(d) of the Code, or corresponding provisions of any subsequent Federal tax laws.

(c) This corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding provisions of any subsequent Federal tax laws.

(d) This corporation shall not retain any "excess business holdings" as defined in Section 4943(c) of the Code, or corresponding provisions of any subsequent Federal tax laws.

(e) This corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code, or corresponding provisions of any subsequent Federal tax laws.

(f) This corporation shall not make any "taxable expenditures" as defined in Section 4945(d) of the Code, or corresponding provisions of any subsequent Federal tax laws.

(g) This corporation shall not engage in any prohibited transaction as defined in Section 503(b) of the Code, or corresponding provisions of any subsequent Federal tax laws.

ARTICLE IV

Members

The members of this corporation shall consist of those persons who from time to time are elected as the Board of Directors of the corporation in accordance with the provisions of the bylaws of the corporation, and such other persons as may from time to time be admitted to membership by the Board of Directors pursuant to the provisions of this Article.

ARTICLE V

Term of Existence

The term for which this corporation is to exist shall be perpetual.

((H96000005335))

((H96000005335))

ARTICLE VI

Incorporator

The name and address of the incorporator to these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
R. James Robbins, Jr.	101 E. Kennedy Boulevard Barnett Plaza, Suite 3700 Tampa Florida 33602

ARTICLE VII

Officers and Directors

The affairs of this corporation shall be managed by a Board of Directors who shall be elected as provided in the bylaws and by officers who shall be elected annually by majority vote of the Board of Directors. The officers thus to be elected shall be a president, a vice president, a secretary, and a treasurer and such other officers as may be provided for in the bylaws of the corporation. Multiple offices may be held by the same person. The duties of the respective officers and the manner of filling vacancies in the offices of the corporation shall be provided in the bylaws.

The number of Directors and the manner of filling vacancies in the Board of Directors shall be provided in the bylaws of the corporation. The number of Directors shall not be less than three (3), but may be any number in excess thereof as established by the bylaws of the corporation.

ARTICLE VIII

Registered Office and Registered Agent

The street address of the corporation's initial registered office is 101 East Kennedy Boulevard, Suite 3700 - Barnett Plaza, Tampa, Florida 33602, and the name of the corporation's initial registered agent at such address is R. JAMES ROBBINS, JR. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes.

((H96000005335))

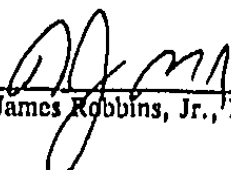
((H96000005335))

ARTICLE IX

Amendment of Articles of Incorporation

These Articles may be amended by resolution adopted by a majority vote of the Board of Directors of the corporation present at any regular or special meeting of the Board of Directors duly called at which a quorum is present. All actions of the Board of Directors, including, but not limited to, amendments of these Articles which are required to be taken at any meeting may be taken by written consent as provided in Florida Statutes, as now amended, or as the same may be amended in the future.


IN WITNESS WHEREOF, I have executed these Articles of Incorporation for the uses and purposes herein expressed this 15th day of April, 1996.


R. James Robbins, Jr., Incorporator

REGISTERED AGENT CERTIFICATE

Having been named to accept service of process for the above stated corporation, I hereby accept appointment as its agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature


R. JAMES ROBBINS, JR.

Date:

April 15, 1996

C:\wp51\work\hmc\scbo.art

FILED
96 APR 18 PM 2:57
SECRET
HILL
WARD
HENDERSON

((H96000005335))