

**GAUSE & ASSOCIATES, P.A.**  
ATTORNEYS AT LAW

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July 1, 1996

Corporate Records Bureau  
Division of Corporations  
Department of State  
409 E. Gaines Street  
Tallahassee, Florida 32301

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07/03/96--01104--014  
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RE: Shop Crime Watch Association, Inc.

Dear Sir or Madam:

Enclosed are the original and one copy of the proposed Articles of incorporation for the above captioned corporation. Please approve and file the original and certify the copy to us via the envelope provided.

Also enclosed is a check payable to the Secretary of State for charges as follows:

Filing Fee	\$35.00
Filing Registered	
Agent's Certificate	35.00
Certified Copy	<u>52.50</u>
<b>TOTAL</b>	<b>\$122.50</b>

Please let me know if anything further is required.

Very truly yours,

*Kristina Eisenhower*  
Kristina Eisenhower  
Legal Assistant to  
W. Peyton Gause, Jr.

/ke  
Enclosures

FILED  
96 JUL -3 PM 12:57  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

*4/8/96*

ARTICLES OF INCORPORATION

OF

SHOP CRIME WATCH ASSOCIATION, INC.  
(A Florida Corporation Not for Profit)

FILED  
MAR 13 1966  
TALLAHASSEE, FLA.

The undersigned, acting as incorporators of Shop Crime Watch Association, Inc., under the Florida General Corporation Act, adopt the following Articles of Incorporation.

ARTICLE I. NAME AND PRINCIPAL PLACE OF BUSINESS

Shop Crime Watch Association, Inc.  
(hereinafter referred to as the "Association").

Principal address:  
1470 Fruitville Road  
Sarasota, Florida 34236

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the Association will commence on the date on which these Articles are filed with the Florida Secretary of State.

ARTICLE III. DURATION

The Association will have a perpetual existence.

ARTICLE IV. PURPOSE

The general purpose or purposes for which the Association is organized are as follows:

- (a) To develop a network by means of which the Association will notify its members of items stolen from the shops of its members and, with the cooperation of local law enforcement agencies, to obtain descriptions, and notify Association members, of items stolen from homes or other businesses.

(b) To notify Association members of any known shop lifters or shop lifter groups operating in the Association's geographical area.

(c) To promulgate and provide to Association members suggested security measures and guidelines in an effort to minimize shop lifting and the unintentional purchase of stolen items.

(d) To organize and collectively promote the participating business operations of its members and to engage in related purposes.

(e) To operate without profit and for the sole and exclusive benefit of its members.

(f) To engage in any other activity in which Florida not-for-profit corporations are permitted to engage under Florida law.

#### ARTICLE V. GENERAL POWERS

The general powers that the Association shall have are as follows:

(a) To make, enter into, perform and carry out contracts of every kind and nature with any person, firm, or association; and to do any and all other acts necessary or expedient for carrying on any and all of the activities of the Association and pursuing any and all of the objectives and purposes set forth in these Articles of Incorporation and the Association's Bylaws and not forbidden by the laws of the State of Florida.

(b) To establish a budget and to fix assessments to be levied against all members equally for the purpose of defraying expenses and costs of effectuating the objects and purposes of the

Association and to create reasonable reserves for such expenditures.

(c) To hold funds solely and exclusively for the benefit of the members of the Association for the purposes set forth in these Articles of Incorporation.

(d) To adopt, promulgate and enforce rules, regulations, bylaws, covenants, restrictions and agreements in order to effectuate the purposes for which the Association is organized.

(e) To delegate power or powers of the Association where such is deemed to be in its best interests by its Board of Directors.

(f) To charge recipients for services rendered by the Association.

(g) In general, to have all powers which be conferred upon a corporation not for profit by the laws of the State of Florida, except as prohibited herein.

#### ARTICLE VI. MEMBERS

The members of this Association shall consist of those owners or operators of commercial antique, furniture, jewelry and other businesses located in Sarasota County, Florida who elect to become members of the Association.

The interest of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to the business which is the basis of his membership in the Association.

#### ARTICLE VII. VOTING AND ASSESSMENTS

(a) Subject to the restrictions and limitations hereinafter set forth, there shall be only one vote for each business involved in the Association. When more than one person holds such interest in any one business, all such persons may be members of the Association and the vote attributable to such business shall be cast as such co-owners determine, but in no event shall more than one vote be cast nor shall such vote be divided. Except where otherwise required under the provisions of these Articles, the Association's Bylaws or by law, the affirmative vote of a majority of the members at any meeting of the members duly called and at which a quorum is present, shall be binding upon the members.

(b) The Association will obtain funds with which to operate by annual dues and by assessment of its members in accordance with the provisions of the Association's Bylaws.

#### ARTICLE VIII. BOARD OF DIRECTORS

(a) The affairs of the Association shall be managed by a Board of Directors consisting of three (3) directors. The directors must be members of the Association and residents of the State of Florida. Elections shall be by majority vote. The initial directors have been designated in the Association's Consent in Lieu of Organizational Meeting, which has established staggered terms for such directors, and shall serve until their successors are duly elected and qualified, or until removed from office. The next annual election, which shall be conducted by Association

members, shall occur twelve (12) months after the date on which these Articles are filed.

(b) A director may be removed from office as follows:

(i) Any member of the board of directors shall be removed from office with or without cause by the vote or agreement in writing by a majority of all votes of the membership.

(ii) The notice of a meeting of the members to recall a member or members of the board of directors shall state the specific directors sought to be removed.

(iii) A proposed removal of a director at a meeting shall require a separate vote for each board member sought to be removed. Where removal is sought by written agreement, a separate agreement is required for each board member to be .

(iv) If removal is effected at a meeting, any vacancies created thereby shall be filled by the members at the same meeting.

(v) Any director who is removed from the board shall not be eligible to stand for reelection until the next annual meeting of the members.

(vi) Any director removed from office shall turn over to the board of directors within 72 hours any and all records of the corporation in his or her possession.

(vii) If a director who is removed shall not relinquish his or her office or turn over records as required under this section, the Circuit Court in Sarasota County, Florida may summarily order the director to relinquish his or her office and turn over corporate records upon application of any member.

(c) Loans may not be made by the Association to its directors or officers, or to any other corporation, firm, association or other entity in which one or more of its directors or officers is a director or officer or holds a substantial financial interest. A loan made in violation of this subparagraph shall be deemed a violation of Section 617.0833, Florida Statutes and a violation of the duty to the corporation of the directors or officers authorizing it or participating in it, but the obligation of the borrower with respect to the loan shall not be affected thereby.

(d) The names and addresses of the members of the first board of directors who shall hold office until the next annual meeting and until their successors are elected or appointed, are as follows:

NAME	ADDRESS
James L. Merewether	1470 Fruitville Road Sarasota, Florida 34236
Donald J. Forst	502 South Pineapple Avenue Sarasota, Florida 34236
Sonia Castillo	508 South Pineapple Avenue Sarasota, Florida 34236

#### ARTICLE IX. OFFICERS

(a) The officers of the Association, to be elected by the board of directors shall be a President, one or more Vice Presidents, a Secretary, a Treasurer and such other officers as the board of directors shall deem appropriate from time to time. The President shall be elected from among the membership of the board of directors, but no other officer need be a director. The same

person may hold two offices, the duties of which are not incompatible. The affairs of the Association shall be administered by such officers under the direction of the board of directors.

(b) The names of the officers who are to manage the affairs of the Association until the first annual meeting of the board of directors conducted by its members, and until their successors are duly elected and qualified, are as follows:

NAME	OFFICES
James L. Merewether	President
Donald J. Forst	Vice President/Treasurer
Sonia Costillo	Secretary

#### ARTICLE X. BYLAWS

The first board of directors of the Association shall adopt bylaws consistent with these Articles. Thereafter, the bylaws may be altered, amended or rescinded by the directors in the manner provided by such bylaws.

#### ARTICLE XI. AMENDMENT OF ARTICLES, BYLAWS AND RULES AND REGULATIONS

These Articles, the Bylaws of the Association, and any Rules and Regulations promulgated by the Association may be altered, amended or repealed at any meeting of the members provided at least ten (10) days advance written notice of the meeting and a summary of the action proposed to be taken is provided to the members. Provided due notice is given, the Article, Bylaw or Rule affected shall be altered, amended or repealed upon the affirmative vote of two-third's of the members present at the meeting so noticed.



#### ARTICLE XII. REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Association shall be located at 1470 Fruitville Road, Sarasota County, Sarasota, Florida 34236, and the name of the initial registered agent of this Association at that address is James L. Merewether. However, the Association may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the board of directors.

#### ARTICLE XIII. BUDGET AND EXPENDITURES

The board of directors shall annually adopt a budget for the operation of the Association for the ensuing year and for the purpose of levying assessments against all member businesses, which budget shall be conclusive and binding upon all members; provided, however, that the board of directors may thereafter at any time approve or ratify variations from such budget in respect of expenditures.

#### ARTICLE XIV. INCORPORATORS

The names and street addresses of the incorporators are:


<u>Name</u>	<u>Address</u>
James L. Merewether	1470 Fruitville Road Sarasota, Florida 34236
Donald J. Forst	502 South Pineapple Avenue Sarasota, Florida 34236
Sonia Castillo	508 South Pineapple Avenue Sarasota, Florida 34236

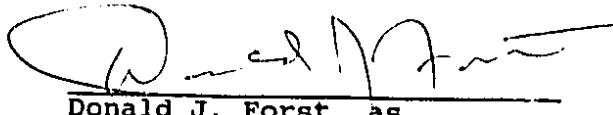
The incorporators of the Association assign to this Association their rights to constitute a corporation, and they assign to those persons designated by the board of directors any rights they may have as incorporators, this assignment becoming effective on the date corporate existence begins.


ARTICLE XV. INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every director and every officer shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a director or officer of the Association, whether or not he is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of wilful misfeasance or malfeasance in the performance of his duties; provided that, in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the director or officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the board of directors approves such settlement and reimbursement as being in the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

IN WITNESS WHEREOF, the incorporators, directors and officers  
of the Association have set their hands and seals this 31 day of  
JUNE  
May, 1996, at Sarasota, Florida.

  
James L. Merewether, as  
Incorporator, Director  
and President

  
Donald J. Forst, as  
Incorporator, Director  
Vice President/Treasurer

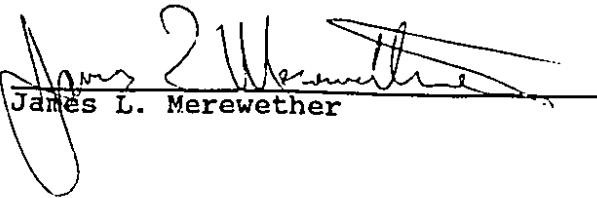
  
Sonia Castillo, as  
Incorporator, Director  
and Secretary

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That Shop Crime Watch Association, Inc., desiring to organize under the laws of the State of Florida, with its initial registered office, as indicated in the Articles of Incorporation, at 1470 Fruitville Road, Sarasota County, Sarasota, Florida 34236, has named James L. Merewether, located at that address, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity and to comply with the provisions of the Florida General Corporation Act relative to keeping open the registered office.

  
James L. Merewether

shop.art

FILED  
96 JUL -3 PM 12:5  
SOUTH FLORIDA  
JALLANVILLE