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Florida Department of State

Division of Corporations

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FLORIDA NON-PROFIT CORPORATION**BRADENTON DOWNTOWN PROGRESS, INC.**

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Page Count	05 (7)
Estimated Charge	\$70.00

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 29, 1998

BLALOCK, LANDERS, WALTERS AND VOGLER, P.A.

SUBJECT: BRADENTON DOWNTOWN PROGRESS, INC.
REF: W98000022160

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

WE MUST HAVE COMPLETE ADDRESS FOR THE DIRECTORS LISTED IN ARTICLE VII.

If you have any further questions concerning your document, please call (850) 487-6919.

Beth Register
Corporate Specialist Supervisor

FAX Aud. #: H98000017992
Letter Number: 398A00048675

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**ARTICLES OF INCORPORATION
OF
BRADENTON DOWNTOWN PROGRESS, INC.**

The undersigned incorporator subscribing to these Articles of Incorporation, being competent to contract, hereby forms a corporation, not for profit in nature and purpose, under the laws of the state of Florida.

ARTICLE I

NAME, ADDRESS AND INITIAL REGISTERED AGENT AND OFFICE

The name of this Corporation shall be **BRADENTON DOWNTOWN PROGRESS, INC.** The address of the Corporation's principal place of business is 802 11th Street West, Bradenton, Florida 34205, and its mailing address is 802 11th Street West, Bradenton, Florida 34205. The initial registered agent is Blalock, Landers, Walters & Vogler, P.A. and the street address of its initial registered office is 802 11th Street West, Bradenton, Florida 34205.

ARTICLE II

OBJECTIVES AND PURPOSES

The corporation is a not for profit corporation. The purposes for which this corporation is organized are:

- (a) The specific and primary purpose for which this corporation is formed is to promote downtown Bradenton through:
- (i) Unifying Bradenton's diverse businesses
 - (ii) Promoting and encouraging programs of civic, educational, social, economic, and cultural benefit for the enhancement of the downtown Bradenton business community;
 - (iii) Motivating visitors and Bradenton residents to shop and do business in downtown Bradenton;
 - (iv) Encouraging a continued diversity in retail and business services to locate in downtown Bradenton; and

Prepared by:
John E. Wickman
Blalock, Landers, Walters & Vogler, P.A.
802 11th Street West
Bradenton, FL 34205 (941) 748-0100
Fla. Bar No. 0046884

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(v) Promoting the continued growth, vibrancy and planned development of downtown Bradenton including representing downtown Bradenton's collective business community to achieve these ends.

(b) The general purposes for which this corporation is formed are to operate exclusively as a business league which will qualify it as an exempt organization under 501(c)(6) of the current Internal Revenue Code or corresponding provisions of any subsequent federal tax laws, including, for those purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(6) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

ARTICLE III QUALIFICATIONS OF MEMBERS

The qualification of members and manner of admission to membership of the Corporation shall be as regulated by the Bylaws.

ARTICLE IV TERM OF EXISTENCE

This Corporation shall begin existence upon the filing of these Articles of Incorporation with the Secretary of State, State of Florida. This Organization shall have perpetual existence.

ARTICLE V NAMES AND ADDRESS OF INCORPORATORS

Gary Bogart
708 9th Street West
Bradenton, FL 34205

ARTICLE VI DIRECTORS OF THE ORGANIZATION

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less

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than nine (9) nor more than fifteen (15) Directors who shall be elected, qualified as to their membership and hold office in accordance with the provisions of the Bylaws, which number may be changed from time to time by Amendment to the By-Laws of the Corporation, provided however, in no event may the number of Directors be less than three (3).

ARTICLE VIINAMES AND ADDRESSES OF INITIAL BOARD OF DIRECTORS

<u>Name</u>	<u>Address</u>
Chuck Elzer	1401 Manatee Ave W, Bradenton, FL 34205
Bill Hansen	905 6th Ave W, Bradenton, FL 34205
Maureen Zarembo	209 9th St W, Bradenton, FL 34205
Jack Hawkins	1023 Manatee Ave W, Bradenton, FL 34205
Elsye Daugherty	226 21st St W, Bradenton, FL 34205
Mary Hellhake	405 53rd St W, Bradenton, FL 34205
Robert Turner	P.O.Box 921, Bradenton, FL 34206
Bill Blalock	P.O. Box 463, Bradenton, FL 34206
Gary Bogart	708 9th St W, Bradenton, FL 34205
Becky Hullinger	535 13th St W, Bradenton, FL 34205
Ken Cormier	1533 4th Ave W, Bradenton, FL 34205
Ex officio:	
Marianne Barnebey	P.O. Box 25015, Bradenton, FL 34206
Bill Theroux	456 Old Main St., Bradenton, FL 34205
Neil Spirtas	P.O. Box 321, Bradenton, FL 34206

ARTICLE VIIIINDEMNITY

To the fullest extent permitted by Chapters 607 and 617 of the Florida Statutes (hereinafter referred to as the "statutes"), as the same may be from time to time amended, but subject to all restrictions set forth therein, the Corporation shall indemnify, hold harmless, and advance expenses to, as defined in the statutes, any person, his or her heirs, personal representative, executor, administrator or guardian who was or is a party to any proceeding, as defined in the statutes, by reason of the fact that he or she is or was a director or officer of the Corporation, against liability as defined in the statutes, expenses as defined in the statutes and amounts paid in settlement incurred in connection with such proceeding, including any appeal thereof. This indemnification article shall specifically not apply to persons or entities who are

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or were employees or agents of the Corporation, but who are not or were not directors or officers of the Corporation.

ARTICLE IX
INCOME DISTRIBUTION AND DEDICATION OF ASSETS

Upon dissolution, liquidation and winding up of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all assets of the Corporation exclusively for the purposes of the Corporation in such manner, and to such Corporation or Corporations organized and operated exclusively for such purposes as shall at the time qualify as an exempt Corporation under Section 501(c)(6) of the 1986 Internal Revenue Code, as the Board of Directors may determine. Any assets not so disposed or shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes, or to such Corporation or Corporations as such Court shall determine.

ARTICLE X
AMENDMENT OF THE ARTICLES

These Articles may be altered, amended or repealed in whole or in part by a two-thirds vote of all of the Directors, provided that any such changes shall be consistent with the laws of Florida which define, limit or regulate the powers of the Corporation or the Directors of the Corporation. An Amendment, upon its approval by the Secretary of State of Florida, filing in the office of the said Secretary of State, and payment of all required filing fees, shall become and be taken as part of these Articles of Incorporation.

OR

ARTICLE X
AMENDMENTS

These Articles of Incorporation and the Bylaws of the Corporation may be altered, amended or repealed in whole or in part by a majority vote of all members entitled to vote at any regular or special meeting of the Corporation called for that purpose provided that fourteen (14) days advance written notice is provided to each member setting forth the alteration or amendment or substance thereof and a quorum is present. The alteration, repeal or amendment of any Article shall be first adopted by a majority of the Board of Directors at a duly-called meeting at which a quorum is present. The proposed amendment, alteration or repeal of any

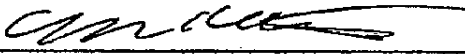
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Article shall be stated in the form of a resolution, which resolution the Directors shall submit to a vote at a meeting of the members as set forth herein. The amended Article shall become effective upon the filing of all fees and approval by the Secretary of State of Florida and shall then be a part of these Articles of Incorporation.


GARY BOGART, Incorporator

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent.

BLALOCK, LANDERS, WALTERS & VOGLER,
P.A., a Florida professional service
corporation

By: 
Print Name: Clifford L. Walters
Its: VP

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