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MARLOWE, APPLETON & WEATHERFORD, P.A.

*Attorneys and Counselors at Law*  
1031 WEST MORSE BOULEVARD  
SUITE 105  
WINTER PARK, FLORIDA 32789-3738  
(407) 629-5008

MICHAEL J. APPLETON  
MICHAEL L. MARLOWE  
WILLIAM P. WEATHERFORD, JR.

PLEASE REPLY TO:  
POST OFFICE DRAWER 2366  
WINTER PARK, FLORIDA 32790-2366  
FACSIMILE (407) 740-0310

WILLIAM W. POUZAR  
*Of Counsel*

October 14, 1998

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-10/16/98-01036-019  
\*\*\*\*\*122.50 \*\*\*\*\*78.75

Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

Re: Articles of Incorporation of Daytona Orlando Melbourne Deli Area Advertising  
Group, Inc.

Gentlemen:

Enclosed is the original and a copy of the Articles of Incorporation of Daytona Orlando  
Melbourne Deli Area Advertising Group, Inc., together with a check for \$122.50 to cover the filing  
fee, fee for designation of registered agent and certified copy fee.

Because the corporation's existence commences on the date of execution of the Articles,  
please see that the Articles are filed on or before October 23, 1998.

Once the Articles of Incorporation have been filed, please return the certified copy to  
this office.

Sincerely yours,

  
William P. Weatherford, Jr.

WPWjr/ddd  
Enclosures

cc: Clarence T. Eide, III

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 OCT 16 AM 9:00

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ARTICLES OF INCORPORATION

OF

DAYTONA ORLANDO MELBOURNE DELI AREA ADVERTISING GROUP, INC.

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

98 OCT 16 AM 9:01

The undersigned, acting as incorporator of this corporation pursuant to Chapter 617 of the Florida Statutes, hereby forms a corporation not for pecuniary profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such corporation.

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be DAYTONA ORLANDO MELBOURNE DELI AREA ADVERTISING GROUP, INC.

ARTICLE II - TERM OF EXISTENCE

This corporation shall have perpetual existence, commencing on the date of execution of these Articles of Incorporation.

ARTICLE III - PURPOSES AND POWER OF CORPORATION

A. The corporation is organized for all lawful purposes permitted under Florida Statutes chapter 617.

B. This corporation shall be authorized to carry out any and all acts and to exercise any and all corporate powers which may now or hereafter be lawful under the laws of the State of Florida to the extent applicable to a corporation not for pecuniary profit and not inconsistent with these Articles of Incorporation.

C. Notwithstanding any other provision of these Articles of Incorporation:

1. No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article.

2. No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and this corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

#### ARTICLE IV - REGISTERED OFFICE AND REGISTERED AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be 1031 West Morse Boulevard, Suite 105, Winter Park, Florida 32789. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that address is William P. Weatherford, Jr. The Board of Directors may from time to time designate a new registered agent.

#### ARTICLE V - MEMBERS

The initial member of the corporation shall be the incorporator of these Articles, and additional persons may be approved for membership by the Board of Directors, in such manner as may be prescribed by the bylaws of the corporation. The right is expressly reserved to the corporation to accept or reject any application for membership for any reason whatsoever, except for discrimination on the basis of race, religion or sex.

#### ARTICLE VI - INCORPORATORS

The name and address of the incorporator of this corporation is as follows:

<u>Name</u>	<u>Address</u>
Clarence T. Eide, III	2300 Tuscarora Trail Maitland, Florida 32751

#### ARTICLE VII - BOARD OF DIRECTORS

A. The initial Board of Directors shall be comprised of three (3) members who shall serve until their successors are elected and installed.

B. The number of members constituting the Board of Directors may be increased or decreased by the Board of Directors from time to time at any regular or special meeting and any vacancies may be filled by a majority vote of those members of the Board of Directors present at any regular meeting or at any special meeting duly called for that purpose provided a quorum of the Board is present. The Board of Directors, however, shall never be less than three (3) members.

C. The names and addresses of the members of the initial Board of Directors shall be as follows:

<u>Name</u>	<u>Address</u>
Clarence T. Eide, III	2300 Tuscarora Trail Maitland, Florida 32751
Raymond Barshay	530 Sandy Oaks Boulevard Ormond Beach, Florida 32175
Frederick E. Burner, Jr.	416 Deerwood Street Orlando, Florida 32825

D. The members reserve the exclusive power to adopt, alter, amend or repeal the Bylaws of this corporation; provided, however, that the initial Bylaws of this corporation shall be adopted by the Board of Directors, subject to the approval by the members.

#### ARTICLE VIII - PRINCIPAL OFFICE

The principal office of this corporation shall be located at 2300 Tuscarora Trail, Maitland, Florida 32751.

#### ARTICLE IX - INDEMNIFICATION BY CORPORATION

This corporation shall in the discretion of the Board of Directors indemnify any officer, director or any former officer or director to the extent provided by law.

#### ARTICLE X - USE OF ASSETS

A. The assets and income derived from the assets of this corporation shall be used solely for the purposes set forth in Article III of these Articles of Incorporation. Any disbursements shall be at the approval and direction of the Board of Directors and the members in accordance with the Bylaws. No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

B. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

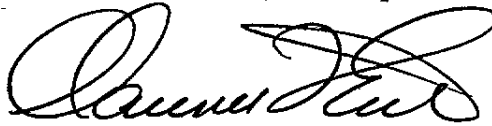
#### ARTICLE XI - AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended, repealed or altered, in whole or in part, by a vote of a majority of the members, as set forth in the bylaws, at any regular or special meeting of the membership called for such purpose in accordance with the provisions of the bylaws.

#### ARTICLE XII - DISSOLUTION OF CORPORATION

Upon the dissolution of this corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of this corporation, dispose of all of the assets of this corporation exclusively for the purposes of this corporation in such manner, or to such organization or organizations organized and operated exclusively for religious, charitable, scientific, literary or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Service Code of 1986 as amended from time to time (or the corresponding provision of any future United States Internal Revenue Law), or to the federal, state or local government, as the members shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. In no event, however, may the assets to be disposed of be distributed to or for the benefit of any member, director, officer or other private person, other than as reasonable payment for services rendered by such person.

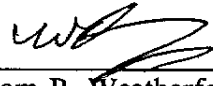
IN WITNESS WHEREOF, the undersigned incorporator has set his hand and seal this \_\_\_\_ day of October, 1998, for the purposes of forming this corporation not for profit under the laws of the State of Florida.



Clarence T. Eide, III

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process for at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity and comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent, including the provisions of Section 48.091 of the Florida Statutes. I am familiar with and accept the duties and obligations of Section 607.0505 of the Florida Statutes.



\_\_\_\_\_  
William P. Weatherford, Jr.

Date: October 14, 1998

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