

11/12/98
Division of Corporations

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RUDNICK & WOLFE

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FLORIDA NON-PROFIT CORPORATION

Signs Now Promotional Fund Corporation

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
SIGNS NOW PROMOTIONAL FUND CORPORATION**

The undersigned, acting as sole incorporator, adopts these Articles of Incorporation and forms a not for profit corporation (the "Corporation") under the Florida Not for Profit Corporation Act (the "Act"), as follows:

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**I.
Name**

The name of the Corporation is **Signs Now Promotional Fund Corporation.**

**II.
Term of Existence**

The Corporation's existence commences on the date of the filing of these Articles of Incorporation with the Department of State of the State of Florida. The Corporation will have perpetual existence thereafter.

**III.
Purposes**

The purposes for which the Corporation is formed are to establish, maintain, administer and operate the SIGNS NOW® promotional and marketing fund (the "Fund") for the SIGNS NOW® franchise system of independent sign stores (the "Franchise System") and all purposes associated with it.

**IV.
Member**

The sole member of the Corporation will be Signs Now Corporation, the franchisor of the Franchise System. The qualifications, rights and activities of the member will be as provided in the Bylaws of the Corporation.

Prepared by: David A. Beyer
Florida Bar No. 0349844
Rudnick & Wolfe
101 East Kennedy Blvd., Suite 2000
Tampa, Florida 33602
(813) 229-2111

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V.**Limitation on Activities**

No part of the net earnings of the Corporation will inure to the benefit of, or be distributable to, any member, Director or officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), except: (a) that the member at the time of dissolution or final liquidation will be entitled to share in the distribution of any of the remaining corporate assets; and (b) to the extent that the member (or its affiliates) own or operated stores as part of the Franchise System. Nothing in these Articles restricts the Corporation from reimbursing the member for funds furnished or loaned or for services performed.

VI.**Dissolution**

Upon dissolution of this Corporation, or the final liquidation of its assets, whether voluntary or involuntary or by operation of law, except as and to the extent otherwise provided or required by law, the net assets remaining may be distributed only in accordance with the rules governing the Fund; provided, however, that nothing contained in this Article will be construed to prevent a distribution from the net assets of the Corporation to another distributee, otherwise properly made in accordance with the provisions of these Articles and the purposes herein stated, solely by reason of the fact that one or more of the members, officers or directors of the Corporation may be connected or associated with the distributee as a shareholder, member, trustee, director, officer or in any other capacity.

VII.**Principal Office**

The principal office and mailing address of the Corporation is 4900 Manatee Avenue, Suite 201, Bradenton, Florida 34209.

VIII.**Directors**

The Corporation will have 3 directors initially. Directors may be elected, removed from office and hold office as provided in the Bylaws of the Corporation. The number of directors may be increased or decreased from time to time as provided in the bylaws of the Corporation, provided that the Corporation will always have at least 3 directors. The names and addresses of the initial directors of the Corporation, who will serve until their successor(s) are duly elected and qualified, are:

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<u>Name</u>	<u>Address</u>
Mike Etchieson	4900 Manatee Avenue Suite 201 Bradenton, Florida 34209
Murry Evans	4900 Manatee Avenue Suite 201 Bradenton, Florida 34209
Randy Corona	4900 Manatee Avenue Suite 201 Bradenton, Florida 34209

IX.**Initial Registered Office and Agent**

The street address of the initial registered office of the Corporation is c/o Rudnick & Wolfe, 101 East Kennedy Boulevard, Suite 2000, Tampa, Florida 33602 and the name of its initial registered agent at such address is David A. Beyer.

X.**Incorporator**

The name and address of the incorporator signing these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
David A. Beyer	c/o Rudnick & Wolfe 101 East Kennedy Boulevard Suite 2000 Tampa, Florida 33602

XI.**Bylaws**

The power to adopt, alter, amend or repeal bylaws will be vested in the Corporation's Board of Directors.

XII.**Indemnification**

The Corporation will indemnify any member, director or officer or any former member, director or officer, to the fullest extent permitted by law.

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XIII.
Amendment

These Articles of Incorporation may be amended in the manner provided by law.

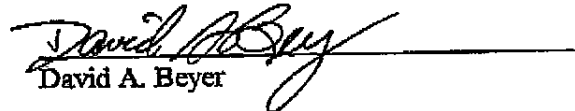
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on November 11, 1998.


David A. Beyer, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the above-stated Corporation, at the place designated in these Articles of Incorporation, I agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: November 11, 1998.


David A. Beyer

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