

# BURGESS, HARRELL, MANCUSO, OLSON & COLTON, P.A.

Attorneys at Law

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N990000000397

January 14, 1999

Division of Corporations  
Department of State  
409 East Gaines Street  
Tallahassee, Florida 32399

400002746134--8  
-01/19/99-01089--005  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Filing of Articles of Incorporation  
PREFERRED BUSINESS ASSOCIATION, INC.

Dear Sir or Madam:

Enclosed please find the original of the Articles of Incorporation for the above-referenced corporation, and a check in the total amount of the following:

Articles Filing Fee	\$35.00
Agent Designation Filing Fee	<u>35.00</u>
	\$70.00

EFFECTIVE DATE  
1-14-99

Please file the original and return evidence of filing to me.

Thank you for your promptness. If you have any questions or comments in this regard, please do not hesitate to contact me.

Yours truly,

*Donald J. Harrell*  
Donald J. Harrell  
For the Firm

DJH/lbr  
Enclosure  
cc: Mr. Richard A. Shuster (w/o/encs.)

FILED  
99 JAN 19 PM 3:14  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

1776 Ringling Boulevard - Sarasota, Florida 34236  
Telephone (941) 366-3700 - Facsimile (941) 366-0189  
E-Mail Address - bhmoc@gte.net

ajc  
1/22

ARTICLES OF INCORPORATION  
OF  
PREFERRED BUSINESS ASSOCIATION, INC.

FILED

99 JAN 19 PM 3:15

DIVISION OF INCORPORATIONS  
TALLAHASSEE, FLORIDA

THESE ARTICLES OF INCORPORATION are hereby adopted by the undersigned incorporator of this corporation not for profit under the Florida Not For Profit Corporation Act.

ARTICLE I  
NAME AND LOCATION OF AGENT AND OFFICES

Section 1.1 Name. The name of the corporation shall be PREFERRED BUSINESS ASSOCIATION, INC.

Section 1.2 Principal Office and Mailing Address. The corporation's principal address shall be 2 N. Tamiami Trail, Suite 1100, Sarasota, Florida 34236, and the mailing address of the corporation shall be 2 N. Tamiami Trail, Suite 1100, Sarasota, Florida 34236. The corporation may change the foregoing addresses, transact business at other places within or without the State of Florida and establish branch offices within or without the State of Florida, all as the board of directors may from time to time determine.

Section 1.3 Initial Registered Agent and Office; Statement of Acceptance. The initial registered agent for the corporation to accept service of process within the State of Florida shall be DONALD J. HARRELL. The initial registered office street address of the registered agent shall be 1776 RINGLING BOULEVARD, SARASOTA, FLORIDA 34236. The initial registered agent hereby states that the registered agent is familiar with, and accepts, the obligations of this position.

ARTICLE II  
COMMENCEMENT AND DURATION

EFFECTIVE DATE  
1-14-99

Section 2.1 Commencement of Existence. The corporation's existence shall commence at 12:01 A.M. on the date of the subscription and acknowledgment hereof, which date shall be within five (5) business days prior to the filing hereof by the Department of State.

Section 2.2 Duration. The corporation shall have perpetual existence, or until dissolved according to law.

ARTICLE III  
PURPOSE AND POWERS

Section 3.1 Purpose. The purpose for which the corporation is initially organized shall be to encourage, foster, and stimulate commerce, trade, business, finance, and professional interest; to eliminate and reform abuses in such areas; to stimulate, encourage, and promote cooperation and friendly exchange among businessmen; to promote, advance, and stimulate civic, business, commercial, industrial, and agricultural interests and general welfare in the territory where the corporation's operations are principally located; to acquaint and inform the public as to its objectives and to stimulate public opinion and reaction to these ends by providing information and other civic, educational, commercial, industrial, social, and public features as will foster, encourage, and stimulate these purposes; and similar tax exempt purposes, and to do everything necessary or convenient for the accomplishment of said purpose, and to do all other things incidental thereto or connected therewith that are not prohibited by law, and to carry out said purpose in any state, territory, district or possession of the United States or in any foreign country, to the extent not prohibited by law therein. Notwithstanding any contrary provision contained in this instrument: (i) the purpose or purposes for which the corporation is organized are limited to those that will qualify it as a tax exempt organization under Section 501(c) of the Internal Revenue Code of 1986, or corresponding provision of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations that qualify as tax exempt organizations under such code; and (ii) no part of the net earnings, properties or assets of the corporation shall inure to the benefit of any private person or individual, or any member, officer, or director of the corporation, on dissolution or otherwise, and on liquidation or dissolution, all properties and assets of the corporation remaining after payment or provision for all debts and obligations shall be distributed and paid over to such fund, foundation or corporation organized and operated for

similar tax exempt purposes as the board of directors shall determine, and as shall at the time qualify as a tax exempt organization under Section 501(c) of the Internal Revenue Code of 1986, or corresponding provision of any subsequent federal tax laws.

Section 3.2 Powers. The corporation shall have and exercise all of the corporate powers enumerated in or otherwise permitted under the Florida Not For Profit Corporation Act.

#### ARTICLE IV MEMBERSHIP

Section 4.1 Membership. The corporation shall have one or more classes of members. The designation of such class or classes, the qualifications and rights of the members of each class, any quorum and voting requirements for meetings and activities of the members, and notice requirements sufficient to provide notice of meetings and activities of the members shall be set forth in the bylaws.

Section 4.2 Voting. Voting on all matters shall be as specified in the bylaws. Voting on all matters shall be on a plurality basis, and the members of the corporation shall not be entitled to vote cumulatively in elections for the board of directors.

#### ARTICLE V GENERAL

Section 5.1 Amendment. The Articles of Incorporation may be amended from time to time only by majority vote of both the board of directors and members, or by majority vote of the board of directors if there are no members at such time.

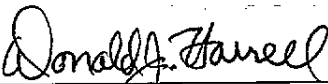
Section 5.2 Organizational Meeting. After the corporate existence begins, an organizational meeting of any initial directors and/or incorporators, as the case may be, shall be held, at the call of a majority, to elect directors if needed, appoint officers, adopt bylaws, and transact other necessary business. The person(s) calling the meeting shall give three (3) days' advance written notice of the time and place of the meeting to each person called.

Section 5.3 Manner of Director Election or Appointment. The method of election or appointment of directors shall be stated in the bylaws.

Section 5.4 Incorporators. The name and address of the incorporator executing this instrument is as follows:  
DONALD J. HARRELL - 1776 RINGLING BOULEVARD, SARASOTA, FLORIDA 34236.

IN WITNESS WHEREOF, the undersigned executed this instrument this 14<sup>th</sup> day of January, 1999

SIGNATOR:



DONALD J. HARRELL  
Incorporator & Registered Agent

FILED  
99 JAN 19 PM 3:15  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA