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Admitted  
Florida New York

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February 8, 1999

State of Florida  
Department of State  
Division of Corporations  
Attn: New Filings Section  
P.O. Box 6327  
Tallahassee, FL 34314

Re: Incorporation of Manasota Business  
Network Inc.

Dear Sir or Madam:

600002772076--6  
-02/10/99--01090--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Enclosed is an original and one copy of a certificate of incorporation for filing by your Department. Also enclosed is my check for \$70.00 for filing fees.

Please call me if there is any problem with filing these certificates of incorporation. In addition, any correspondence regarding the filing the certificate of incorporation should be addressed to the undersigned.

Thank you for your cooperation.

Sincerely,

  
Robert G. Gargiulo

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99 FEB 10 PM 3:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. BROCK FEB 11 1999

**ARTICLES OF INCORPORATION  
OF  
Manasota Business Network Inc.**

A FLORIDA NOT FOR PROFIT CORPORATION

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of a corporation pursuant to Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation for the corporation:

Article I

The name of the corporation shall be Manasota Business Network, Inc.

The principal address of the corporation at the time of incorporation is 4301 32nd Street West, Suite D-1, Bradenton, Florida 34205.

Article II

The duration of this corporation is perpetual unless dissolved according to law. Corporate existence shall commence at 12:01 AM on the date these articles of incorporation are filed by the Department of State.

Article III

The specific and primary purpose for which this corporation is organized is: to promote and support each member business; to exchange ideas, information, and leads of interest to member businesses; to promote goodwill and friendship among the owners, managers and employees of member businesses in both business and social settings.

This corporation is formed and shall be operated exclusively as a network among businesses, and other nonprofit purposes. No part of any net earnings shall inure to the benefit of any member, trustee, or officer of the corporation except as provided by law.

This corporation shall have and exercise all powers conferred upon not for profit corporations under the laws of the State of Florida generally, and specifically as provided in Section 617.0302 of the Florida Not for Profit Corporation Act, provided, however, that this corporation has no power to engage in any activity that in itself is not in furtherance of its purposes as set forth in paragraphs (a) through (c) of this Article III.

Article IV

Any business or individual representing a business or profession may apply for membership provided they meet the provisions of this article. Interested businesses or individuals must complete an application, attend two membership meetings, pay an application fee and be approved by the Board of Directors. The member shall be the individual or business as stated in the application. The amount of the fee shall be established by the Board of Directors and reviewed

periodically by them.

Membership is restricted to one business from each profession or business category to prevent membership of competing businesses unless the member whose business conflicts with the applicant business agrees to the membership and can be restricted to non competing segments of the applicant's business. Each business may have more than one member. All member business must maintain a high standard of integrity, honesty, fair dealings, and professionalism as determined by the Board of Directors. Attendance at membership and payment of dues and assessments is mandatory. The Board of Directors may expel a member for violation of any provision in this article including excessive unexcused absences (generally 3 consecutive unexcused absences).

Membership shall consist of one class of members. All members shall be entitled to vote on all matters coming before the membership.

#### Article V

The Board of Directors, by majority vote of the Directors, shall have the power of admitting members to, and by vote of three quarters of the Directors, to expelling members from, the corporation. The decision of the Board of Directors in these matters shall be final.

#### Article VI

The name and street address of the corporation's initial registered office is:

Robert G. Gargiulo  
Attorney at Law  
4301 32nd Street West, Suite D-1  
Bradenton, Florida 34205

The Board of Directors may from time to time move the office of the registered agent to any other address in the State of Florida.

#### Article VII

This Corporation shall initially have five (5) directors. The number of Directors may be increased or diminished from time to time according to the by-laws adopted by the members, but shall never be less than three (3).

#### Article VIII

The following persons shall serve the corporation as directors until the first annual meeting or other meeting called to elect directors:

E. W. Gargiulo  
4301 32nd Street West, Suite D-1  
Bradenton, Florida 34205

Ken Fletcher  
3557 First Street East  
Bradenton, Florida 34208

Kevin O'Donnell  
7506 Westmorland Drive  
Sarasota, Florida 34243

Susan Humphreys  
4900 Manatee Avenue West  
Bradenton, Florida 34209

Kim Mills  
P.O. Box 14981  
Bradenton, Florida 34280

#### Article IX

The corporation is a not for profit corporation as defined by the Not for Profit Corporation Act in Section 617.01401 of the Florida Statutes. As such, it is not organized for the pecuniary gain or profit; and its net earnings nor any part thereof is distributable to its members, directors, managers, trustees, officers, or other private persons except as specifically permitted under the provisions of the Florida Not for Profit Corporation Act.

#### Article X

(a) Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors who will also serve as officers of the corporation.

(b) Election of Directors. The method of electing directors and shall be as set forth in the bylaws. Each Director shall be elected to a specific office of the corporation.

(c) Officers. The officers of this corporation shall be President, Vice-President, a Secretary-Treasurer, Social Director, and Membership/Attendance Director. Other offices and officers may be established or appointed by the members of this corporation at any regular annual meeting or any special meeting of members called for such purpose. The qualifications, the time and manner of electing or appointing, the duties of, the terms of office, and the manner of removing officers shall be as set forth in the bylaws.

#### Article XI

The name and address of the incorporator is as follows:

E. W. Gargiulo  
4301 32nd Street West, Suite D-1  
Bradenton, Florida 34205

#### Article XII

Bylaws will be adopted at the first meeting of the Board of Directors. The bylaws may be amended, repealed, in whole or in part, by a two thirds vote of both the Board of Directors and a two thirds vote of the members and as otherwise provided in the bylaws. Amendments to the bylaws shall be binding on all members of this corporation. Voting on amendments to the by-laws may be made by written proxy.

#### Article XIII

These Articles of Incorporation may be amended as follows: Proposed amendments shall be approved by a resolution of the Board of Directors passed by a two third vote of the entire Board of Directors, proposed by the Board of Directors to the members, and at a members meeting approved by two thirds of the members entitled to vote thereon who are present at the meeting in person or by proxy unless all Directors and all members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. Voting on amendments to these Articles of Incorporation may be made by written proxy.

#### Article XIV

In the event of dissolution, the residual assets of the corporation will be distributed to in equal shares to current members in good standing unless a different distribution plan is approved by a vote of two thirds of the Board of Directors and a vote of two thirds of the membership.

#### Article XV

The name of the unincorporated association that is being incorporated is Manasota Business Network.

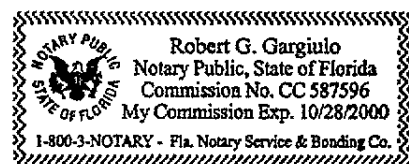
In witness whereof, the undersigned incorporator has executed these articles of incorporation on

  
E. W. Gargiulo

State of Florida )  
County of Manatee)

On the 5<sup>th</sup> day of February 1999 before me personally appeared E. W. Gargiulo, known to me to be the person whose name is subscribed to the within Articles of Incorporation, and acknowledged that he executed the same freely and voluntarily for the purposes therein contained. He is personally known to me or has produced \_\_\_\_\_ as identification and did (did not) take an oath.





ACCEPTANCE BY REGISTER AGENT

Have been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Date: Feb 5, 1999

Robert G. Gargiulo  
Robert G. Gargiulo

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TALLAHASSEE, FLORIDA