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Department of State
Division of Corporation
P.O. Box 6127
Tallahassee, Florida 32314

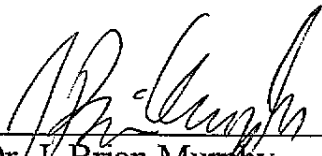
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****122.50 ****78.75

RE: Manatee Area Chamber Foundation, Inc.

Enclosed are an original and one (1) copy of the Articles of Incorporation and By Laws for the Manatee Area Chamber Foundation, Inc. Attached is a check for \$122.50 for the filing fee of a not for profit organization.

If you have any questions on this application, please call Mr. Bob Bartz at (941) 748-3411.

Sincerely,



Dr. J. Brian Murphy
President of the Board
Manatee Area Chamber Foundation, Inc.

3-11-99
Date

FILED
99 APR 13 AM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W99-7019
ajc 4/13



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 24, 1999

DR. J. BRIAN MURPHY
222 10TH ST. WEST
BRADENTON, FL 34206

SUBJECT: MANATEE AREA CHAMBER FOUNDATION, INC.
Ref. Number: W99000007019

We have received your document for MANATEE AREA CHAMBER FOUNDATION, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6878.

Alan Crum
Document Specialist

Letter Number: 499A00014639

**ARTICLES OF INCORPORATION
OF
MANATEE AREA CHAMBER FOUNDATION, INC.**

We, the undersigned, pursuant to Chapter 617, Florida Statutes, hereby associate ourselves together and make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida. The Board of Directors on November 29, 1998, voted unanimously to accept the Articles of Incorporation to be effective immediately.

1. **NAME.** The name of the Corporation, which is a Not-For Profit Corporation, is The Manatee Area Chamber Foundation, Inc.. Its principal address is 222 10th Street West Bradenton, Florida 34206, and this is also its mailing address.
2. **PURPOSE.** The purpose of this corporation shall be the aims of advancement and diffusion of knowledge and understanding of economics, matters of public concern, finance, education and training, housing, human relations, problems of minority groups, sciences and technology, economic planning and development, international relations, research and development and other subjects related to improved efficiency, development, and acceleration of both the quality and quantity of economic growth and employment opportunities as defined in Section 501(c) (3) of the Internal Revenue Code of 1954, as amended.

This Corporation shall have and exercise all powers which Not-For-Profit Corporations are entitled to exercise pursuant to the laws of the State of Florida which are necessary, incidental to, desirable, useful, or convenient in carrying out any of its purposes.

The powers of the Corporation include, but are not limited to, the solicitation, receiving, holding, investing, administering, and disbursing of donated funds, gifts, grants, and any and all types of real and personal property; fund raising of any and all types including the sponsorship of special events and activities of every kind; the promotion, sponsorship, and conduct of research and scientific investigation and the application of scientific knowledge in the provision of economics and the community well being ; the conduct and sponsorships of educational programs of all types for the benefit of the public; the assistance, sponsorship, and encouragement, of individuals and corporations pursuing an economic development and employment; and the fostering of the accumulation and exchange of information and the publication and dissemination of such information.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, Directors, Officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) and political campaign on behalf of any candidate for public office.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on by a Corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or by a Corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code of 1954, as amended.

3. **REGISTERED AGENT.** The name and address of the Registered Agent of the Corporation is Robert Bartz and its initial registered office is 222 10th Street West, Bradenton, Fla. 34206.
4. **MEMBERSHIP.** The Members of this Corporation shall be determined consistent with the ByLaws of this Corporation.
5. **BOARD OF DIRECTORS.** A Board of Directors and such officers shall conduct the affairs of this Corporation and committees as may from time to time be appointed. The Board of Directors shall be the following three persons:

<u>NAME</u>	<u>ADDRESS</u>
Dr. Brian Murphy	Eye Center 2003 Cortez Road West Bradenton, Florida 34207
Edward Vogler II	Blalock, Landers, Walters & Vogler 802 11 th Street West Bradenton, Florida 34205
Ken Oden	The Great Outdoors Conservancy 4900 Manatee Ave. West, Suite 101 Bradenton, Florida 34209

Directors shall be elected in the manner provided in the ByLaws of the Corporation. Between annual meetings, only the Board of Directors may elect Directors to fill vacancies occurring from any cause. Directors may be removed at any time with or without cause by a two-thirds vote of the Directors present at a validly called meeting. Persons elected to the Board of Directors shall have such qualifications, serve for such terms, and be selected in the manner as shall be provided in the ByLaws of this Corporation.

The Board of Directors shall have the power to appoint committees to act on behalf of the Corporation and to define by appropriate resolution each committee's purposes, powers, and functions.

6. **INCORPORATORS.** The current Incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
Dr. Brian Murphy, Chairman	Eye Center 22003 Cortez Road West Bradenton, Florida 34207
Edward Vogler II, Vice Chairman	Blalock, Landers, Walters & Vogler 802 11 th Street West Bradenton, Florida 34205
Ken Oden, Secretary/Treasurer	The Great Outdoors Conservancy 4800 Manatee Ave. West Bradenton, Florida 34209

7. **DISBURSEMENTS** No obligation or expense shall be incurred, and no money appropriated, without the prior approval of the Board. Upon approval of the budget, the Chairperson is authorized to make disbursements on accounts provided for in the budget without additional approval of the Directors. Disbursement checks under \$300.00 are signed by either the Secretary, Treasurer or the President. If disbursements are over \$300.00, two officers of the Corporation shall be needed to sign for such disbursements.

8. **DEVOLUTION OF ASSETS ON DISSOLUTION** Upon the dissolution of the Corporation, whether as the result of voluntary action of the Corporation or lapse of time, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation or transfer such assets to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended.

Such distribution shall be in such amounts and proportions as the Board of Directors of the Corporation shall determine.

Upon the dissolution of this Corporation by court order, all of the assets of the Corporation shall be disposed of by the Circuit Court of the County in which the principal place of business of the Corporation is situated exclusively for such purposes or to such organization or organizations as such circuit court shall determine.

8. **AMENDMENT OF ARTICLES AND BYLAWS.** These Articles of Incorporation and the ByLaws may be amended only by the affirmative vote of two-thirds of the Board of Directors of the Corporation present at a validly called meeting. No proposed amendment to the Articles of Incorporation or the ByLaws may be considered at any meeting of the Board of Directors of the Corporation unless written notice of the meeting and a copy of the proposed amendment have been mailed or personally delivered to such Director at least ten days prior to the date of the meeting at which such amendment is considered.

9. **SALE OR TRANSFER OF ASSETS, MERGERS, CONSOLIDATIONS, AND DISSOLUTION.** The sale or transfer of assets of this Corporation, or any substantial portion of them (excluding sale or transfer of assets in the regular or routine course of business), mergers, consolidations, and dissolutions may only be authorized, directed, or accomplished by the affirmative vote of two-thirds of the Board of Directors of the Corporation at a meeting called for the purpose at least ten days' written notice of the proposed action which has been mailed or personally delivered to each such Director.

EXECUTED this 11th day of MARCH, 19 99

BY: *Brian Murphy*
Incorporator

BY: *Kenneth W. Olan*
Incorporator

STATE OF FLORIDA)
 :
COUNTY OF MANATEE)

On this 11th day of MARCH, 1999, before me, the undersigned Notary Public, personally appeared each of the Incorporators named above, known to me or satisfactorily proven to be the person(s) whose names are subscribed to the within instrument, and acknowledged that they executed the same for the purposes therein contained.

My commission expires:



Harriet Hekema
Notary Public

ATTEST:

[Signature]

10. ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of Manatee Area Chamber Foundation, Inc. which is contained in the foregoing Articles of Incorporation. Pursuant to section 607.0501 (3) , Florida Statutes (1999), I hereby state that I am familiar with and accept the duties, obligations and responsibilities as Registered Agent for said corporation.

Dated this 8th day of April, 1999.



Robert Bartz, Registered Agent

FILED
99 APR 13 AM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA