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FLORIDA NON-PROFIT CORPORATION
CHAMBER BUSINESS ASSISTANCE CORPORATION

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ARTICLES OF INCORPORATION
OF
CHAMBER BUSINESS ASSISTANCE CORPORATION
(A Corporation Not for Profit)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned, being all the residents of the State of Florida and of full age, hereby associate themselves together for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida, and certify as follows:

ARTICLE I - NAME

The name of this corporation is CHAMBER BUSINESS ASSISTANCE CORPORATION, hereinafter called the "Corporation".

ARTICLE II - PRINCIPAL OFFICE

The initial principal office of this Corporation shall be located at 1130 Cleveland Street, Clearwater, Florida 33755, which office may be changed from time to time by action of the Board of Directors.

ARTICLE III - REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent and office of the Corporation shall be JULIUS J. ZSCHAU, JOHNSON, BLAKELY, POPE, BOKOR, RUPPEL & BURNS, P.A., 911 Chestnut Street, Clearwater, Florida 33756.

ARTICLE IV - PURPOSE AND POWERS OF THE ASSOCIATION

The purposes of the Corporation are:

- (1) Providing information and support for business in the Clearwater area;
- (2) Enhancing the business environment and promoting economic growth in Clearwater; and
- (4) To do any other act or thing incidental to or connected with the foregoing purposes and objectives or in advancement thereof which is consistent with the provisions of Chapter 617, Florida Statutes, and Section 501(c)(6) of the Internal Revenue Code of 1986, as amended from time to time (the "Code").

Julius J. Zschau, Esq.
Florida Bar #195685
Johnson, Blakely, Pope, Bokor, Ruppel & Burns, P.A.
911 Chestnut Street
Clearwater, Florida 33756
(727) 461-1818

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ARTICLE V - RESTRICTIONS

The following additional provisions are inserted for the regulation of the affairs of the Corporation:

A. The Corporation is organized to receive and maintain real or personal property, or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501 (c)(6) of the Code and regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

B. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Code. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

C. No part of the net earning of the Corporation shall inure to the benefit of, or be distributable to, its members, Directors, officers or other private individuals, 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 the purposes set forth in Article IV hereof. 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) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, this Corporation will not conduct or carry on any other activities not permitted to be conducted or carried on (1) by a corporation exempt from Federal income tax under Section 501(c)(6) of the Internal Revenue Code, and regulations issued pursuant thereto, as they now exist or may hereafter be amended, or (2) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or regulations issued pursuant thereto, as they may now exist or may hereafter be amended.

ARTICLE VI - MEMBERS

A. Membership in the Corporation shall be composed of two classes: Voting Members and General Members.

B. The Voting Members shall be the members of the Executive Committee and the members of the Board of Directors of the Greater Clearwater Chamber of Commerce, a Florida not for profit corporation as they may be from time to time.

C. General Members shall be all persons who apply to the Corporation for General Membership on forms adopted by the Corporation, and who further meet the requirements for General Members as adopted by the Board of Directors from time to time. General Members shall not be entitled to vote, nor shall they be considered in determining a quorum. The General Membership status of a person shall terminate annually on December 31st, unless renewed by action of the Board of Directors. The status of a person as a General Member may be terminated at any time upon majority vote of the Board of Directors.

ARTICLE VII - BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by a Board of Directors initially composed of eleven (11) Directors, who need not be members of the Corporation. The number of Directors may be changed by amendment to the By-Laws of the Corporation. The maximum number of the elected Board of Directors shall be thirteen (13). The Directors shall be elected at the annual meeting of the Voting Members. The terms of office of the Directors shall be for a one (1) year period. The names and addresses of the persons who are to act in the capacity of Directors until their successors are elected and qualified, unless they sooner shall die, resign or be removed, are:

<u>NAME</u>	<u>ADDRESS</u>
Judy Mitchell	<u>1475 S. Belcher Rd.</u> <u>Largo, FL 33771</u>
E. D. Armstrong III	<u>911 Chestnut St.</u> <u>Clearwater, FL 33756</u>
John Connelly	<u>630 Chestnut St.</u> <u>Clearwater, FL 33756</u>
Jeanie Renfrow	<u>1680 Gulf to Bay Blvd.</u> <u>Clearwater, FL 33755</u>
Mike Meidel	<u>17757 US HWY 19 N #660</u> <u>Clearwater, FL 33764</u>
Frank Murphy	<u>17757 US HWY 19 N #100</u> <u>Clearwater, FL 33764</u>

Greg Brosius	<u>445 Hamden Dr.</u> <u>Clearwater, FL 33767</u>
Stephan Ginez	<u>655 S. Gulfview Blvd.</u> <u>Clearwater, FL 33767</u>
Gary S. Gray	<u>1150 Cleveland St.</u> <u>Clearwater, FL 33755</u>
Chuck Riggs	<u>2111 Drew St</u> <u>Clearwater, FL 33758</u>
Kathy Rabon	<u>1130 Cleveland St.</u> <u>Clearwater, FL 33755</u>

ARTICLE VIII - OFFICERS

The Corporation shall be administered by a Chairman, Chair-Elect, Vice Chair of Small Business, Secretary and Treasurer, and such other officers as may be designated in the Bylaws, and shall be elected at the time and in the manner prescribed in the Bylaws. Officers shall be members of the Corporation. The names and addresses of the initial officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Judy Mitchell	Chairman	<u>1475 S. Belcher Rd.</u> <u>Largo, FL 33771</u>
E.D. Armstrong III	Chair-Elect	<u>911 Chestnut St.</u> <u>Clearwater, FL 33756</u>
John Connelly	Vice-Chairman of Small Business	<u>630 Chestnut St.</u> <u>Clearwater, FL 33756</u>
Kathy Rabon	Secretary	<u>1130 Cleveland St.</u> <u>Clearwater, FL 33755</u>
Gary S. Gray	Treasurer	<u>1150 Cleveland St.</u> <u>Clearwater, FL 33755</u>

ARTICLE IX - EXECUTIVE COMMITTEE

The Board of Directors is authorized to designate an Executive Committee.

ARTICLE X - SUBSCRIBER

The name and address of the subscriber to these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Julius J. Zschau	911 Chestnut Street Clearwater, FL 33756

ARTICLE XI - INDEMNIFICATION

Every Director and every officer of the Corporation shall be indemnified by the Corporation to the fullest extent of the law against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed on them in connection with any proceeding or settlement of any proceeding to which they may be a party or in which they may become involved by reason of their being or having been a Director or officer of the Corporation, whether or not they are a Director or officer at the time such expenses are incurred. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

ARTICLE XII - DURATION

This Corporation shall exist perpetually.

ARTICLE XIII - BYLAWS

The Bylaws of this Corporation shall be initially adopted by the Board of Directors. Thereafter, the Bylaws may be amended, altered or rescinded only upon the two-thirds (2/3rds) vote of the entire Board of Directors.

ARTICLE XIV - AMENDMENTS

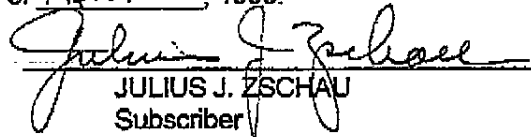
These Articles of Incorporation shall only be amended or modified upon the two-thirds (2/3rds) vote of the entire Board of Directors.

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ARTICLE XV - DISSOLUTION

In the event of the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for public charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(6) and 170(c)(2) of the Code as the Board of Directors 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 such Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the subscriber of this Corporation, has executed these Articles of Incorporation this 27th day of April, 1999.

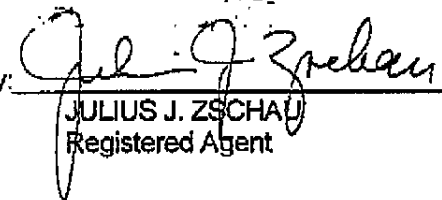


JULIUS J. ZSCHAU
Subscriber

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for CHAMBER BUSINESS ASSISTANCE CORPORATION, at the place designated in these Articles of Incorporation, the undersigned hereby accepts to act in this capacity, and agrees to comply with the provisions of the laws of the State of Florida relative to keeping such open office.

Dated this 27th day of April, 1999.

By: 

JULIUS J. ZSCHAU
Registered Agent

Registered Office:
911 Chestnut Street
Clearwater, FL 33756

Principal Corporation Office:
1130 Cleveland Street
Clearwater, FL 33755

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