

N99000003496

THE CLEARWATER 10-21-97
BEAUTIFICATION AND DEVELOPMENT
ASSOCIATION INC.
P O Box 1052, Ph 442-2099
Clearwater, Fl 33757

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF

The Downtown Clearwater Merchants Association, Inc.

The undersigned incorporator to these articles of incorporation hereby forms a corporation not for profit ("the Corporation") under the laws of the State of Florida as follows:

ARTICLE I

Name and Principal Place of Business

The name of the Corporation is : The Downtown Clearwater Merchants Association, Inc. The principal place of business is 2316 Harn Blvd, Clearwater, FL 33764.

ARTICLE II

Term of Existence

The date when corporate existence shall commence shall be the date of the filing of these articles of incorporation by the office of the Florida Department of State and the Corporation shall have perpetual existence thereafter.

ARTICLE III

Purpose

Section 1. The Corporation is organized for the purpose of raising, receiving and maintaining a fund or funds of real property or personal property, or both, and to distribute and administer the fund or funds, including any income or interest generated therefrom, exclusively for any one or more lawful purposes not for pecuniary profit, and to carry out such other activities as are lawful for a Florida not for profit corporation.

The purposes shall include, but not be limited to: accomplishing a unified, positive association of downtown retailers and merchants towards the establishment of a viable market place.

Notwithstanding any other provision of these Articles, the Corporation is organized for exclusively religious, charitable, scientific, literary, and educational purposes within the meaning of IRC 501(c)(3) or the corresponding provisions of any future United States Internal Revenue Law. All of the assets and earnings of the Corporation shall be used exclusively for charitable, scientific, literary and educational purposes, and no part of the net earnings of the Corporation shall inure to the benefit of any private shareholder, member or individual (except that reasonable compensation may be paid for services affecting one or more of its purposes rendered to or for the Corporation), and no substantial part of the Corporation's activities shall be for the purpose of carrying on of propaganda or otherwise attempting to influence legislation. Nor shall the Corporation participate in or intervene in any political campaign on behalf of any candidate for public office.

Section 2. The Corporation shall have all the powers provided by law, subject to the limitations set forth in Article III, Section 3.

Section 3. The powers of the Corporation shall be subject to the following:

(a) The Corporation shall be operated exclusively for, and shall only have the power to perform, activities exclusively within the meaning, requirements and effect of Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any successor laws.

(b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any successor laws.

(c) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any successor laws.

(d) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any successor laws.

(e) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any successor laws.

(f) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any successor laws.

(g) The Corporation shall not engage in any prohibited transaction as defined in Section 503(b) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any successor laws.

ARTICLE IV

Members

The qualifications of members and the manner of admission of members shall be as specified in the bylaws of the Corporation.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 2316 Harn Blvd, Clearwater, Florida 33764 and the name of its initial registered agent at such address is G. Craig Burton.

ARTICLE VI

Directors

The Corporation shall have five (5) directors initially. The number of directors may be increased or decreased from time to time and their election and appointment shall be as specified in the bylaws of the Corporation, provided that the Corporation shall always have at least three directors. The name and address of each initial director of the Corporation who shall serve until his successor is duly elected and qualified are:

<u>Name</u>	<u>Address</u>
Les Spits	961 Narcissus Avenue Clearwater Beach, Florida 33767
Al Bitman	3038 Fairview Street Safety Harbor, Florida 34695
Sybil Osburg	868 Bay Esplanade Clearwater, Florida 33756
G. Craig Burton	2316 Harn Blvd Clearwater, Florida 33765
Bennetta Slaughter	2433 Kent Place Clearwater, Florida 33764

ARTICLE VII **Incorporator**

The name and address of the incorporator signing these articles of incorporation are:

<u>Name</u>	<u>Address</u>
Al Bitman	3038 Fairview Street Safety Harbor, Florida 34695

ARTICLE VIII **Bylaws**

The power to adopt, alter, amend, or repeal bylaws shall be vested in a majority of the board of directors of the Corporation.

ARTICLE IX **Amendment**

These articles of incorporation may be amended in the manner provided by law.

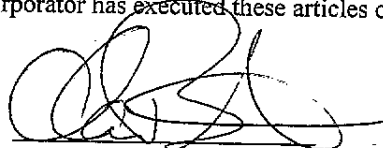
ARTICLE X **Limitation**

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Board of Directors, Members, or Officers; provided, however, that the Corporation shall be authorized and empowered to make payments and distributions in furtherance of the purposes set forth in Article III.

ARTICLE XI **Dissolution**

Upon a dissolution of the Corporation, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future law, or to the federal, state, or local government for exclusive public purpose.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 21st day of May, 1999.

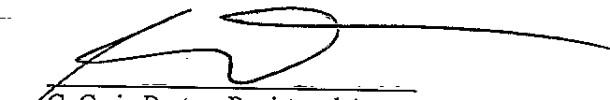


Al Bitman, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, 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 duties and obligations of my position as registered agent.

Dated this 21st day of May, 1999.



G. Craig Burton, Registered Agent

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