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TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

FILED
99 JUL 15 PM 6:34
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA
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-07/15/99-01057-021
****78.55 ****78.55

SUBJECT: THE GREATER DOWNTOWN ASSOCIATION, INC.

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above corporation and check in the amount of \$78.55.

From: Emily L. Dowdy, Attorney at Law
P.O. Box 71
Panama City, Florida 32402
(850) 785-8112

gjc 7/22

ARTICLES OF INCORPORATION
OF
THE GREATER DOWNTOWN
ASSOCIATION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We the undersigned hereby associate ourselves together for the purpose of becoming a Corporation not for profit under Chapter 617, Laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a Corporation not for profit.

ARTICLE I: NAME

The name of the Corporation shall be The Greater Downtown Association, Inc.

ARTICLE II: PURPOSE

The specific purpose of this organization is to improve the quality and the economic climate of the downtown Panama City area and businesses located therein.

The Corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501 (C)(3) of the Internal Revenue Code of 1986 as amended. Notwithstanding any other provision of these Articles, The Corporation shall not carry on any other 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 1986 (or the corresponding provision of any future United States Internal Revenue Law), or by a corporation, contributions to which are deductible under Section 170 (C)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE III: DURATION

The term of existence of The Corporation is perpetual, unless dissolved by law.

ARTICLE IV: EARNINGS

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in any political campaign on behalf of any candidate for public office.

ARTICLE V: MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Directors: The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by the Board of Directors, consisting of not less than three (3) persons.

Directors shall be elected at the first annual meeting, and at all times thereafter, shall serve for a term of (1)one-year. Annual meetings shall be held each year at such time and place that may be designated by resolution.

The names and addresses of the original Board of Directors shall be:

1. Paul Brent, 413 W. 5th Street, Panama City, FL 32401
2. Neill Davis, 500 Harrison Avenue, Panama City, FL 32401
3. Emily L. Dowdy, 427 Magnolia Avenue, Panama City, FL 32401
4. Meg Grimes, 19 E. 4th Street, Panama City, FL 32401
5. Bob Hurst, 133 Harrison Avenue, Panama City, FL 32401
6. Ann Jordan, 207 E. 4th Street, Panama City, FL 32401
7. Joseph Sergo, P.O. Box71, Panama City, FL 32402

B. Corporate Officers: The Board of Directors shall elect the following officers: President, Vice-President, Secretary, and Treasurer, and such other officers as the By-Laws of this Corporation may authorize the Directors to elect from time to time. Initially such officers shall be elected at the first annual meeting of the Board of Directors.

ARTICLE VI: DISSOLUTION

The property of this Corporation is irrevocably dedicated to charitable and educational purposes and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person. Upon dissolution or winding up of The Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed to a non-profit fund, foundation, or corporation which is organized and operated exclusively for charitable and educational purposes and which has established its tax exempt status under Section 501(C)(3) of the Internal Revenue Code.

ARTICLE VII: INCORPORATORS

The names and addresses of the incorporators of this Corporation are:

1. Paul Brent, 413 W. 5th Street, Panama City, FL 32401
2. Neill Davis, 500 Harrison Avenue, Panama City, FL 32401
3. Emily L. Dowdy, 427 Magnolia Avenue, Panama City, FL 32401

ARTICLE VIII: AMENDMENT OF BY-LAWS

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporations Not For Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of The Corporation, By-laws of this corporation may be made, altered, rescinded, added to, or new By-Laws maybe adopted, either by resolution of the Board of Directors, or by any other procedure set forth within the By-Laws of this Corporation.

ARTICLE IX: REGISTERED AGENT

The name and address of this Corporations's registered agent is: Emily L. Dowdy, 427 Magnolia Avenue, Panama City, FL 32401

ARTICLE X: PRINCIPAL OFFICE AND MAILING ADDRESS:

The Principal Office and mailing address for this Corporation is 427 Magnolia Avenue, Panama City, FL 32401, the same as the registered office.


ARTICLE XI: AMENDMENTS TO ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors.

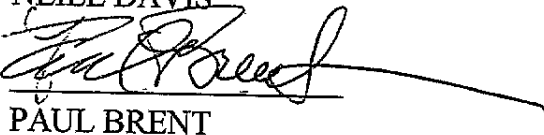
ARTICLE XII: ACTION BY DIRECTORS WITHOUT A MEETING:

The directors of this corporation may take action by written consent, as provided by law.

We the undersigned, being the incorporators of this Corporation, for the purpose of forming this non-profit corporation under the laws of the State of Florida, have executed these Articles of Incorporation, this 13th day of July, 1999.


EMILY L. DOWDY


NEILL DAVIS


PAUL BRENT

STATE OF FLORIDA:
COUNTY OF BAY:

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared EMILY L. DOWDY, PAUL BRENT, and NEILL DAVIS, known to me, and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed these Articles of Incorporation for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County last aforesaid, this 13th day of July, 1999.

SWORN TO AND SUBSCRIBED

before me this 13th day of July, 1999.

Diane Clayton
NOTARY PUBLIC

DIANE CLAYTON

NOTARY PUBLIC

My Commission Expires:

Notary Number: CC 618297



Diane Clayton
My Commission CC618297
Expires April 19, 2001

Personally Known ✓

Produced Identification_____

Type of identification Produced _____

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT

Pursuant to the provisions of Section 607.0501 and, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the following statement in designating the registered agent, in the State of Florida.

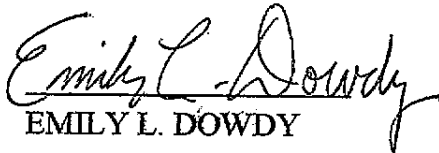
1. The name of The Corporation is:

THE GREATER DOWNTOWN ASSOCIATION, INC.

2. The name and address of the registered agent is:

EMILY L. DOWDY, 427 MAGNOLIA AVENUE, PANAMA CITY, FL 32401

Having been named registered agent and to accept service of process for the above stated corporation at the place designated in this certificate. I hereby accept the appointment as registered agent and agree to act in the capacity. I further agree to comply with the provision 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.


EMILY L. DOWDY

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