

700905
LANE TROHN
ATTORNEYS AT LAW

ROBERT J. BERTRAND
ROBERT M. BRUSH
HANK B. CAMPBELL
MARK G. CAPRON
CHRISTINE C. DALY
MICHAEL S. FARRELL
CHRISTOPHER M. FEAR
MITCHELL D. FRANKS
STEPHEN B. FRENCH
DAVID D. HALLOCK, JR.
JACK P. JAMES, III
MARK N. MILLER
PATRICK J. MURPHY
E. ALEXANDER PUJOL
GARY S. RABIN
KINGSWOOD SPROTT, JR.
ROBERT G. STOKES
JANET M. STUART
JONATHAN B. TROHN
ROBERT L. TROHN
JOHN K. VREELAND
TED W. WEEKS, III
LOUISE D. WILKINSON
A. H. LANE (RETIRED)

CHRISTOPHER M. FEAR
ATTORNEY AT LAW

June 12, 1998

FILED
98 JUL -6 PM 1:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VIA FEDERAL EXPRESS
Airbill No. 805647712722

Office of the Secretary of State
Corporate Division
409 East Gaines Street
Tallahassee, FL 32399

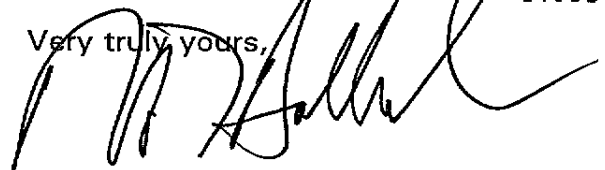
RE: DOWNTOWN PROMOTIONS ASSOCIATION OF LAKE LAND, INC.
Our File No.: L358-42623

Dear Ladies and Gentlemen:

Enclosed for filing are Amended and Restated Articles of Incorporation of Lakeland Promotions Association of Lakeland, Inc., along with our firm check in the amount of \$87.50 for filing fee (\$35.00) and certified copy (\$52.50). A stamped, self-addressed envelope is enclosed for your convenience in returning the certified copy to me.

Thank you for your assistance.

700002560147-0
-06/16/98--01007-004
*****87.50 *****87.50

Very truly yours,

Christopher M. Fear

CMF/sf
Enclosures
SECSTATE.LTR

~~WJG 79702~~

Amended & Restated & N/C

VS JUL 8 1998

LANE, TROHN, BERTRAND & VREELAND, P.A.

ONE LAKE MORTON DRIVE • P.O. Box 3 • LAKE LAND, FLORIDA 33802-0003 • PHONE (941) 284-2200 • FAX (941) 688-0310
WWW.LANETROHN.COM



6/24/98

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 22, 1998

CHRISTOPHER M. FEAR
P.O. BOX 3
LAKELAND, FL 33802-0003

SUBJECT: DOWNTOWN PROMOTIONS ASSOCIATION OF LAKELAND, INC
Ref. Number: 700905

We have received your document for DOWNTOWN PROMOTIONS ASSOCIATION OF LAKELAND, INC and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

If the Restated Articles were adopted by the directors and do not contain any amendments requiring member approval, a statement to that effect must be contained in the document.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

The name and title of the person signing the document must be noted beneath or opposite the signature.

Please return 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) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 898A00034163

Rec'd 7/6
Div. of Corp.

LANE TROHN
ATTORNEYS AT LAW

DAVID D. HALLOCK, JR.
LAKELAND OFFICE

JOHN A. ATTAWAY, JR.
ROBERT J. BERTRAND
CLARENCE A. BOSWELL
ROBERT M. BRUSH
HANK B. CAMPBELL
DABNEY L. CONNER
CHRISTINE C. DALY
CHRISTOPHER M. FEAR
JUDITH J. FLANDERS
MITCHELL D. FRANKS
STEPHEN B. FRENCH
DAVID D. HALLOCK, JR.
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ROBERT G. STOKES
JANET M. STUART
JONATHAN B. TROHN
ROBERT L. TROHN
JOHN K. VREELAND
DONALD H. WILSON, JR.
A. H. LANE (RETIRED)

July 1, 1998

Florida Department of State
Division of Corporations
Attn: Velma Shepard, Corporate Specialist
P.O. Box 6327
Tallahassee, Florida 32314

Re: Downtown Promotions Association of Lakeland, Inc.
Reference No. 700905
Your Letter No. 898A00034163

Dear Ms. Shepard:

Attached please find the revised Amended and Restated Articles of Incorporation of Downtown Promotions Association, Inc. with the revisions indicated in your June 22, 1998 letter with the above-referenced number which we attach.

If we can be of further assistance in this regard, please do not hesitate to contact us.

Very truly yours,


David D. Hallock, Jr.

DDH/sb
Enclosure

LANE, TROHN, BERTRAND & VREELAND, P.A.

ONE LAKE MORTON DRIVE • P.O. Box 3 • LAKELAND, FLORIDA 33802-0003 • PHONE (941) 284-2200 • FAX (941) 688-0310
190 EAST DAVIDSON STREET • P.O. Box 1578 • BARTOW, FLORIDA 33831-1578 • PHONE (941) 533-7117 • FAX (941) 533-7255

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
DOWNTOWN PROMOTIONS ASSOCIATION OF LAKELAND, INC.
(A CORPORATION NOT-FOR-PROFIT)**

FILED
98 JUL -6 PM 1:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Amended Articles of Incorporation, duly adopted pursuant to the authority and provisions of Chapter 617 of the Florida Statutes, and the existing Articles of Incorporation and Bylaws of the Downtown Promotions Association of Lakeland, Inc. supersede and take the place of the existing Articles of Incorporation which were filed with the Secretary of State on May 2, 1960, and amended May 6, 1968.

WHEREAS, these Amended and Restated Articles of Incorporation require the approval of the membership of Downtown Promotions Association of Lakeland, Inc. for their adoption and the number of votes cast by the membership at the meeting of the membership of Downtown Promotions Association of Lakeland, Inc. on Wednesday, June 3, 1998 was sufficient for the adoption of these Amended and Restated Articles of Incorporation.

BE IT RESOLVED, that the Articles of Incorporation of Downtown Promotions Association of Lakeland, Inc. a Florida not-for-profit corporation, be and the same are hereby amended to read as follows:

Article I

NAME

The name of the corporation is Downtown Lakeland Partnership, Inc.

Article II

DURATION

The corporation shall have a perpetual duration.

Article III

PURPOSE

The corporation is a not for profit corporation. The purposes for which this corporation is organized are:

(a) The specific and primary purpose for which this corporation is formed is to promote downtown Lakeland through:

(i) Unifying downtown Lakeland's diverse businesses to promote downtown Lakeland;

(ii) Creating an awareness of downtown Lakeland within greater Lakeland's residential and business communities;

(iii) Motivating visitors and Lakeland's residents to shop and do business in downtown Lakeland;

(iv) Encouraging continued diversity in retail and business services to locate in downtown Lakeland; and

(v) Promoting the continued growth, vibrancy and planned development of downtown Lakeland, including representing downtown Lakeland's collective business community to achieve these ends.

(b) The general purposes for which this corporation is formed are to operate exclusively as a business league which will qualify it as an exempt organization under §501(c)(6) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

Article IV

MEMBERS

The corporation shall have a membership distinct from the Board of Directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, voting, and other rights and privileges of members and their liabilities for dues and assessments and method of collecting dues and assessments shall be regulated in the Bylaws.

Article V

PRINCIPAL PLACE OF BUSINESS AND REGISTERED AGENT

The corporation shall have continuously maintained in Lakeland, Florida, its principal place of business. The registered agent for the corporation shall be David D. Hallock, Jr. with its registered office at Lane, Trohn, Bertrand & Vreeland, P.A., One Lake Morton Drive, Lakeland, Florida 33801.

Article VI

BOARD OF DIRECTORS

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a Board of Directors. The number of directors of the corporation shall be at least nine (9) but not more than fifteen (15) as shall from time to time be fixed by or in the manner provided in the Bylaws; provided, however, that number may be changed by a Bylaw duly adopted pursuant to the Bylaws of this corporation.

The Initial Board of Directors under these Amended Articles shall have staggered terms as described in the Bylaws. The term of office of the initial Board of Directors for the Corporation shall be three (3) years from their election to the Board for half of the Directors or until their successors are elected and two (2) years from their election to the Board for the other half of the Directors or until their successors are elected, as determined by the initial Board of Directors. All Directors elected or appointed subsequent to the initial Board of Directors shall serve for a term of two (2) years until the second annual meeting of members following the election of directors and until the qualification of the successors in office. Annual meetings shall be held at 8:00 a.m., on the first Wednesday in April of each year at the principal office of the corporation, or at any other place or places designated by the Board of Directors by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all the members of the Board individually or collectively consent in writing to the action. Written consent or consents shall be filed with the minutes of the proceedings of the Board, and any action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action taken in this matter shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation and Bylaws of this corporation authorize the directors to act in this manner. This statement shall be prima facie evidence of the directors' authority.

The names and addresses of the persons who are to serve as the directors are:

<u>Name</u>	<u>Address</u>
Gloria Brooke	Brooke Pottery 223 N. Kentucky Avenue Lakeland, FL 33801
Harris Estroff	Nathan's Mens Wear

	221 E. Main Street Lakeland, FL 33801
Terry Jameson	First Federal of Florida P.O. Box 1527 Lakeland, FL 33802
Barbara Stampf	Mosswood Bookshop 230 N. Kentucky Avenue Lakeland, FL 33801
Janet Tucker	The Hair Shanty 2408 Coventry Avenue Lakeland, FL 33803
Jane Yates	Yates & Hagan 115 S. Kentucky Avenue Lakeland, FL 33801
Ford Heacock	Heacock Insurance 222 E. Lemon Street Lakeland, FL 33801
John Bohanan	Fletcher Printing Company 509 S. Florida Avenue Lakeland, FL 33801
Marni Johnson	Studebaker Building 321 N. Kentucky Avenue Lakeland, FL 33801
Ann Rye	Traditions Unlimited 221 N. Kentucky Avenue Lakeland, FL 33801

Article VII

OFFICERS

The Board of Directors shall elect the following officers: President, Vice-President/President-Elect, Treasurer, and Secretary, and any other officers which the Bylaws of this corporation authorize the Board of Directors to elect. Initially, officers shall be elected at the first meeting of the Board of Directors following the annual

Membership meeting. Until that election is held, the following persons shall serve as corporate officers:

<u>Name</u>	<u>Address</u>
Ford Heacock, President	Heacock Insurance 222 E. Lemon Street Lakeland, FL 33801
John Bohanan, Vice President/ President-Elect	Fletcher Printing Company 509 S. Florida Avenue Lakeland, FL 33801
Marni Johnson, Secretary	Studebaker Building 321 N. Kentucky Avenue Lakeland, FL 33801
Ann Rye, Treasurer	Traditions Unlimited 221 N. Kentucky Avenue Lakeland, FL 33801

Article VIII

BYLAWS

Subject to the limitations contained in the Bylaws and any limitations set forth in the Not For Profit Corporation Act of Florida described above, concerning corporate action that must be authorized or approved by the members of the corporation, the Bylaws of this corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted, either by a resolution of the Board of Directors or by following the procedure set forth in the Bylaws.

Article IX

NO BENEFIT TO DIRECTOR, OFFICER, MEMBER OR PRIVATE INDIVIDUAL

The property of this corporation is irrevocably dedicated to its purposes listed herein and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member, or to the benefit of any private individual.

Article X

DISSOLUTION

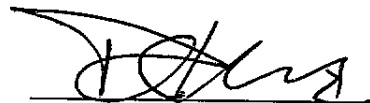
On the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has a tax exempt status under §501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws, or to a business league which has established its tax exempt status under §501(c)(6) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Article XI

AMENDMENTS

Amendments to these articles of incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of at least two-thirds of a quorum of members of the corporation.

The undersigned, being the President of this Corporation, for the purpose of amending its Articles of Incorporation, under the laws of the State of Florida, do make and file these Amended and Restated Articles of Incorporation having been authorized by the Board of Directors of this Corporation and its membership and declaring and stating that the facts herein stated are true and correct and accordingly execute this amendment this 1st day of July, 1998.

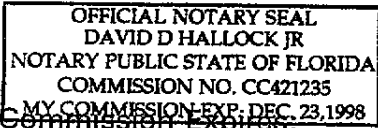


FORD HEACOCK, President

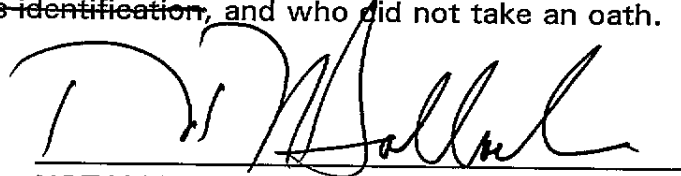
STATE OF FLORIDA
COUNTY OF POLK

July THE FOREGOING INSTRUMENT was acknowledged before me this 1st
day of ~~June~~, 1998, by FORD HEACOCK, who is personally known to me ~~or who has~~
~~produced a Florida driver's license as identification~~, and who did not take an oath.

(Affix Notary Seal)



My Commission Expires:


NOTARY PUBLIC


David D. Hallock, Jr.

(Type or Print Name of Notary)

ACCEPTANCE OF REGISTERED AGENT

THE UNDERSIGNED, HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE FOREGOING ARTICLES OF INCORPORATION, HEREBY ACCEPTS THE APPOINTMENT AS SUCH REGISTERED AGENT AND AGREED TO ACT IN THIS CAPACITY. THE UNDERSIGNED FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF THE UNDERSIGNED'S DUTIES. THE UNDERSIGNED FURTHER CERTIFIES THAT THE UNDERSIGNED IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF SUCH POSITION AS REGISTERED AGENT.

SIGNATURE:


David D Hallock, Jr. REGISTERED AGENT

DATE: July 1, 1998