

Ruden, McClosky, Smith, et al.
Requester's Name

215 S Monroe Street Ste 815
Address

Tallahassee, FL 32301 (850)681-9027
City/State/Zip Phone #

100000004929
Office Use Only
CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

- 1. Articles of Inc
(Corporation Name) (Document #)
- 2. _____
(Corporation Name) (Document #)
- 3. _____
(Corporation Name) (Document #)
- 4. _____
(Corporation Name) (Document #)

FILED
00 JUL 27 PM 1:41
REGISTRATION STATE
TALLAHASSEE, FL 32301

- Walk in Pick up time _____ Certified Copy
- Mail out Will wait Photocopy Certificate of Status

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*****87.50 *****87.50

NEW FILINGS

AMENDMENTS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

REGISTRATION/QUALIFICATION

- Annual Report
- Fictitious Name

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

T. SMITH JUL 27 2000

Examiner's Initials

RECEIVED
00 JUL 27 AM 10:45

RUDEN
MCCLOSKEY
SMITH
SCHUSTER &
RUSSELL, P.A.
ATTORNEYS AT LAW

145 NW CENTRAL PARK PLAZA
SUITE 200
PORT ST. LUCIE, FLORIDA 34986

(561) 340-7781
FAX: (561) 340-0804
CKC@RUDEN.COM

Cherie K. Carr

July 26, 2000

VIA FEDERAL EXPRESS OVERNIGHT

Kristin Lambert, Office Services
RUDEN, MCCLOSKEY, SMITH,
SCHUSTER & RUSSELL, P.A.
219 South Monroe Street, Suite 815
Tallahassee, FL 32301

Re: Articles of Incorporation for
Economic Development Council of St. Lucie County, Inc.

Dear Kristin:

Enclosed please find the following documents:

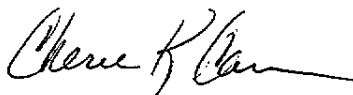
1. Original plus one photocopy of Articles of Incorporation for the Economic Development Council of St. Lucie County, Inc.
2. Bank check in the amount of \$87.50 for filing fees, payable to Florida Department of State.

As we discussed, please hand deliver these documents to the office of the Division of Corporations for filing, requesting both a certified copy and a Certificate of Status. When you receive the certified document and Certificate, please return them to me by Federal Express. Ms. Dreyer would like to have the filed documents back to her no later than the morning of Tuesday, August 1st.

This project is related to Ms. Dreyer's presidency of the St. Lucie County Chamber of Commerce, so please use Ruden's community relations code 99999-0350 for any charges.

It was a pleasure speaking with you today and I thank you for your assistance. Please give me a call if you have any questions.

Sincerely,



Cherie K. Carr
Paralegal to Noreen S. Dreyer, Esq.

Enclosures

PSL:1034:1

FORT LAUDERDALE ■ MIAMI ■ NAPLES ■ PORT ST. LUCIE ■ SARASOTA ■ ST. PETERSBURG ■ TALLAHASSEE ■ TAMPA ■ WEST PALM BEACH

ARTICLES OF INCORPORATION

OF

ECONOMIC DEVELOPMENT COUNCIL OF ST. LUCIE COUNTY, INC.

FILED
00 JUL 27 PM 4:11
SECOND JUDICIAL CIRCUIT
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as incorporators of a corporation not-for-profit under the Florida Not-For-Profit Corporation Act, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

Name

The name of the Corporation shall be ECONOMIC DEVELOPMENT COUNCIL OF ST. LUCIE COUNTY, INC.

ARTICLE II

Principal Office

The address of the principal office of the Corporation will be 8487 South US Highway 1, Port St. Lucie, FL 34952 until such time as the principal office location is changed by the Corporation's Board of Directors.

ARTICLE III

Purpose

The purposes for which this Corporation is formed are to:

- A. Promote and foster economic development in St. Lucie County, Florida.
- B. Do all things that are incident or conducive, directly or indirectly, to the attainment of the above-mentioned purpose.

ARTICLE IV

Powers

The Corporation shall have all of the common law and statutory powers of a not-for-profit corporation organized under the Not-For-Profit Corporation Act of the State of Florida. Without in any way limiting the generality of the preceding sentence, the Corporation shall have the power to do any and all things necessary and proper for the accomplishment of its purposes, including, but not limited to, the power to:

- A. Make donations, gifts, contributions, and loans from the net income or assets of the Corporation exclusively for the purposes set forth in these Articles of Incorporation;
- B. Accept by donation, gift, devise, bequest, or otherwise, property of every kind and description;
- C. Borrow and/or solicit funds for furtherance of the Corporation's purposes; and
- D. Purchase, lease, acquire, hold, invest, reinvest, use, mortgage, pledge, sell, assign, transfer, or otherwise dispose of both real and personal property, tangible and intangible, of every kind and description, and any interest in any property; and to exercise in respect of any and all property any and all rights and privileges of joint or sole ownership.

ARTICLE V

Limitations

- A. No earnings of the Corporation shall inure in whole or in part to the benefit of private individuals, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes.

B. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation.

C. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations, as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.

D. In the event that the Corporation is deemed to be a "private foundation" within the meaning of Section 509 of the Internal Revenue Code of 1986, as amended, then:

1. The Corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

2. The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

3. The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

4. The Corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

5. The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

ARTICLE VI

Distributions of Surplus on Dissolution

In the event of liquidation, dissolution or other discontinuance of the business and operations of the Corporation, no surplus remaining after payment of the just debts and liabilities of the Corporation shall be distributed to private individuals or entities, but after making provision for the payment of all the liabilities of the Corporation, the remaining assets shall be distributed to such organization or organizations described in Code Section 501(c)(3) as the Board of Directors shall consider most nearly meets the objectives and purposes of the Corporation.

ARTICLE VII

Incorporators

A. The names and addresses of the Incorporators of this Corporation are:

Doug Anderson, 2300 Virginia Avenue, Fort Pierce, FL 34982;

Edward G. Enns, 100 North U.S. Highway 1, Fort Pierce, FL 34950;

Mike Brown, Sr., 100 South Second Street, Fort Pierce, FL 34950;

Don Cooper, 121 SW Port St. Lucie Boulevard, Port St. Lucie, FL 34984;

Tom Pentz, 1700 South 23rd Street, Fort Pierce, FL 34950;

Mark Robitaille, 2300 NE 13th Court, Jensen Beach, FL 34957;

Jeannette Walsh, 600 Edwards Road, Fort Pierce, FL 34982

B. The duties and responsibilities of the Incorporators are limited to the following :

1. Filing Articles of Incorporation;
2. Calling a meeting at which the initial members of the Board of Directors shall be elected as specified in ARTICLE V, Section 5.4 of the proposed Bylaws of the Corporation;
3. Finalizing the Bylaws of the Corporation for consideration at the called meeting at which the election of the initial members of the Board of Directors shall take place;
4. Initiating a search for a chief executive, which position shall be filled by action of the initial Board of Directors;
5. Seeking proposals for an office location, the selection of which shall be made by the initial Board of Directors; and
6. Securing from private and public sector entities funds and funding commitments necessary to operate the Corporation as of October 1, 2000.

C. The Incorporators shall execute their duties and responsibilities as identified above on or before September 30, 2000 after which time the future day-to-day affairs of the Corporation shall be managed by the Officers and Board of Directors of the Corporation.

ARTICLE VIII

Officers

The day-to-day affairs of the Corporation shall be managed by the Officers of the Corporation, consisting of a President, Treasurer, Secretary, and such other Officers as shall be hereafter provided for in the Bylaws of the Corporation. The Officers of the Corporation shall be appointed each year by the Board of Directors. The Officers of the Corporation shall have the sole and exclusive right to manage the day-to-day affairs of the Corporation, except as shall be otherwise provided by law, the Bylaws of the Corporation or these Articles of Incorporation, or except as shall be otherwise reserved to the Board of Directors.

ARTICLE IX

Board of Directors

A. The number of persons constituting the Board of Directors ("Board") shall be as provided in the Bylaws of the Corporation. The Board may, in its discretion, by majority vote of the Board present at a duly convened meeting of the Board, determine to increase or decrease the number of members of the Board, but in no event shall such number be fewer than three (3). The method of election or appointment of the Board shall be determined by the Bylaws of the Corporation to be hereafter adopted.

B. All powers of the Board in the management of the day-to-day affairs of this Corporation shall be exercised by the Officers of the Corporation, except as shall be otherwise provided by law, the Bylaws of the Corporation or these Articles of Incorporation, or except as shall be otherwise reserved to the Board.

ARTICLE X

Bylaws

Bylaws shall be adopted, altered, amended, or replaced by a majority vote of the Members and as provided in the Bylaws themselves. The Bylaws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with Florida law or the Articles of Incorporation.

ARTICLE XI

Initial Registered Office and Agent

As set forth in the registered agent's written acceptance of his appointment, which shall be delivered to the Department of State together with these Articles of Incorporation, the name and address of the initial registered agent of the Corporation is Rudolph V. Howard, 8487 South US Highway 1, Port St. Lucie, FL 34952.

IN WITNESS WHEREOF, the Incorporators have hereunto fixed their signatures this

26th day of July, 2000.

Doug Anderson

Edward G. Enns

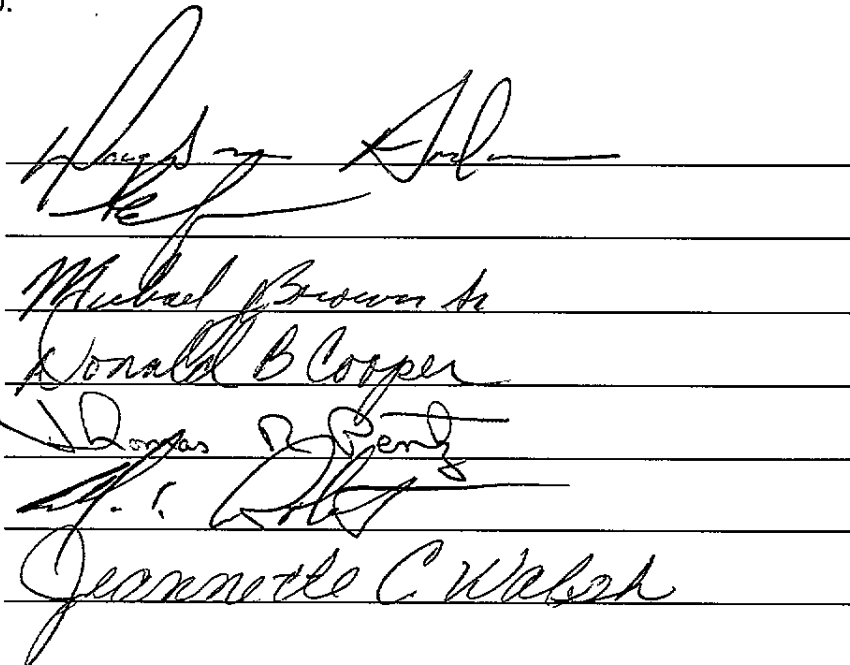
Mike Brown, Sr.

Don Cooper

Tom Pentz

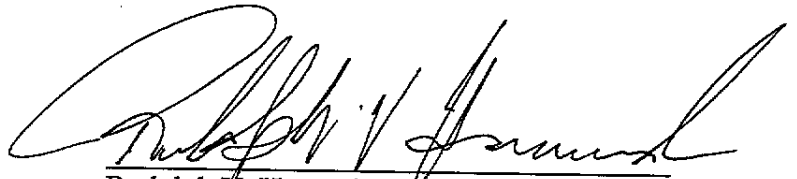
Mark Robitaille

Jeannette Walsh



**ACCEPTANCE OF DESIGNATION AS
REGISTERED AGENT**

The undersigned, Rudolph V. Howard, hereby accepts appointment as the initial registered agent of ECONOMIC DEVELOPMENT COUNCIL OF ST. LUCIE COUNTY, INC., as set forth in the foregoing Articles of Incorporation.



Rudolph V. Howard

Dated: July 25th, 2000

FILED
00 JUL 27 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA