

NO4 000005176

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

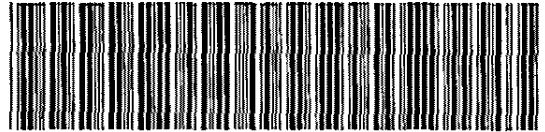
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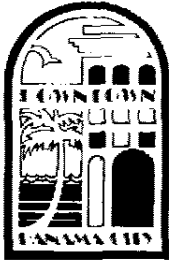
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05/06/04--01035--006 **35.00

05/20/04--01019--015 **43.75

RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
MAY 23 PM 3:54

*BR 5/24
NO4-17559*



**PANAMA CITY DOWNTOWN IMPROVEMENT BOARD
COMMUNITY REDEVELOPMENT AGENCY**

Post Office Box 1124, Panama City, Florida 32402
Telephone (850) 785-2554 Fax (850) 784-4439

April 30, 2004

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

To Whom It May Concern:

Enclosed are the Articles of Incorporation (one original and two copies) along with a check for the filing fees for Corporate filing status of "Panama City Main Street, Inc."

Panama City Main Street, Inc. is a not-for-profit entity concerned with the economic redevelopment of our special districts.

Thank you for assistance in this matter.

Sincerely,

David L. Jackson
Executive Director
Downtown Improvement Board
Community Redevelopment Agency
Panama City Economic Redevelopment Agency
Panama City Main Street, Inc.

Enclosures:

Original Articles of Incorporation
Two copies of Articles of Incorporation
Check for Non-Profit filing fees



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

May 6, 2004

DAVID L JACKSON
PO BOX 1124
PANAMA CITY, FL 32402

SUBJECT: PANAMA CITY MAINSTREET, INC.
Ref. Number: W04000017559

We have received your document for PANAMA CITY MAINSTREET, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$43.75.

The name of the entity must be identical throughout the document.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return the original and one copy of 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) 245-6919.

Beth Register
Document Specialist Supervisor
New Filings Section

Letter Number: 504A00031012

ARTICLES OF INCORPORATION

OF

PANAMA CITY MAIN STREET, INC.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

04 MAY 20 PM 3:54

THE UNDERSIGNED SUBSCRIBERS, acting as incorporators of a corporation pursuant to Chapter 617 of the Florida Statutes, adopts the following Articles of Incorporation for the formation of a non-profit corporation:

ARTICLE I

The name of the Corporation is PANAMA CITY MAIN STREET, INC. The initial principal address of the Corporation is 413 Harrison Avenue, Panama City, Florida, 32401.

ARTICLE II

The purposes of the Corporation, a not-for-profit charitable organization, are to provide financial assistance to fund and support public projects and activities within the community of the City of Panama City, Florida, which are exempt from federal income tax under Sections 501(c)(3) for the Internal Revenue Code of 1986, as amended, under the jurisdiction of the Downtown Improvement Board. The Corporation is organized and operated exclusively for charitable purposes and no part of its net earnings shall inure to the benefit of any private shareholder or individual. The Corporation shall have the power to do all lawful acts necessary or desirable to carry out its purposes consistent with the provisions of Florida Statutes and Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE III

The Corporation shall distribute its income for each tax 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. 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. The Corporation shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code of 1986, as amended. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code as of 1986, as amended. The Corporation shall not make any taxable expenditure as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended.

ARTICLE IV

The Corporation shall have members comprised of community stakeholders in the program service area.

ARTICLE V

The address, including street and number, of the initial registered office of this Corporation is 413 Harrison Avenue, Panama City, Florida, 32401, and the name of its initial Registered Agent at such address is David L. Jackson.

ARTICLE VI

The number of Directors shall be at least three (3) and no more than seven (7). The number of initial Directors is seven (7), and the names and addresses, including street and number of the persons who are to serve as the initial Directors until the first annual meeting or until their successors shall be elected and qualified are:

John Darrah
225 Beach Drive
Panama City, FL 32401

Timothy J. Sloan
427 McKenzie Avenue
Panama City, FL 32401

Rob Koehnemann
459 Grace Avenue
Panama City, FL 32401

Bayne Collins
465 Harrison Avenue
Panama City, FL 32401

Don Anderson
550 Harrison Avenue
Panama City, FL 32401

Edward Hutchison
221 McKenzie Avenue
Panama City, FL 32401

Dwight Hicks
524 Harrison Avenue
Panama City, FL 32401

ARTICLE VII

This Corporation shall have no stock and is not authorized to issue capital stock.

ARTICLE VIII

The internal affairs of the Corporation shall be governed by the provisions contained in the Corporation's By-Laws. The Corporation shall be managed by the Corporation's Board of Directors. Upon dissolution of the Corporation, any assets remaining after the satisfaction of all corporate liabilities shall be conveyed to such organization or organizations as shall be selected by the affirmative vote of a majority of the Directors, provided, however, that such organization or organizations must be recognized as exempt from federal income taxation under Sections 501(c)(3) and 170c(2) of the Internal Revenue Code of 1986, as amended, or corresponding selection of any prior or future law, or to the federal, state or local government for exclusive public purpose.

ARTICLE IX

The names and address, including street and number, of the incorporators are:

John Darrah
225 Beach Drive
Panama City, FL 32401

Timothy J. Sloan
427 McKenzie Avenue
Panama City, FL 32401

Rob Koehnemann
459 Grace Avenue
Panama City, FL 32401

Bayne Collins
465 Harrison Avenue
Panama City, FL 32401

Don Anderson
550 Harrison Avenue
Panama City, FL 32401

Edward Hutchison
221 McKenzie Avenue
Panama City, FL 32401

Dwight Hicks
524 Harrison Avenue
Panama City, FL 32401

DATED this 28th day of April, 2004.

Incorporators:



John Darrah



Timothy Sloan



Rob Koehnemann



Bayne Collins



Don Anderson



Edward Hutchison



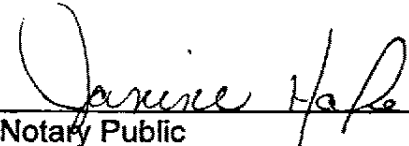
Dwight Hicks

STATE OF FLORIDA

COUNTY OF BAY

I, Janine Hale, a Notary Public in and for the State of Florida at Large, hereby certify that on the 28th day of April, 2004, personally appeared before me: John Darrah, Timothy Sloan, Rob Koehnemann, Bayne Collins, Don Anderson, Edward Hutchison, and Dwight Hicks, to me known and known to me to be the persons described in and signed the foregoing Articles of Incorporation as the Incorporators thereof, and they acknowledged that the facts therein contained are true, to the best of their knowledge and belief.

WITNESS my hand and seal, this 28th day of April 2004.



Notary Public

My Commission expires:

(Stamp)



Janine Hale
My Commission DD0810129
Expires May 03, 2007

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM SERVICE MAY BE SERVED**

IN PURSUANCE OF Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First, that PANAMA CITY MAIN STREET, INC., desiring to organize under the laws of the State of Florida, with its principal place of business as indicated in the Articles of Incorporation at 413 Harrison Avenue, Panama City, Florida 32401, has named David L. Jackson located at said address as its agent for service of process within this state.

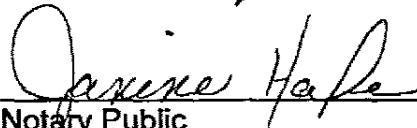
ACTKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
04/13/07 20 PM 3:54



David L. Jackson



Notary Public
My Commission expires: 5-13-07

(Stamp/Seal)

