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**CORPORATE
ACCESS,
INC.**

236 East 6th Avenue, Tallahassee, Florida 32303

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FLORIDA ARTS Non-Profit

1.) Kissimmee Main/Street Program, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

ARTICLES OF INCORPORATION
of
KISSIMMEE/MAINSTREET PROGRAM, INC.
a Florida non-profit corporation

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TALLAHASSEE, FLORIDA

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The undersigned, for the purpose of forming a nonprofit corporation under the Florida, not-for-profit corporation statute, adopt the following Articles of Incorporation:

ARTICLE ONE
NAME

The name of the corporation is as follows: KISSIMMEE MAIN/STREET PROGRAM, INC.

ARTICLE TWO
ADDRESS

The address of the principal office and the mailing address of the corporation is: 321 E. Monument, Kissimmee, Florida 34741.

ARTICLE THREE
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is: 321 E. Monument Avenue, Kissimmee, Florida 34741, and the name of its initial registered agent at that address is Jeremy T. Lanier.

ARTICLE FOUR
MEMBERS

Any citizen or legal resident of the United States of America shall be qualified to be members of KISSIMMEE MAIN/STREET PROGRAM, INC.

ARTICLE FIVE
NOT FOR PROFIT

The corporation is a not-for-profit corporation under Florida Statutes, Chapter 617. The corporation is not formed for pecuniary profit. No part of the income or assets of the corporation is distributable to or for the benefit of its members, directors or officers, except to the extent permissible under these Articles, under law and under Section 501(c)(7) of the United States Internal Revenue Code of 1986 (the "Code"). No member shall have any vested right, interest or privilege in or to the assets, income or property of the corporation, and no part of the income or assets for the corporation shall be distributable to or for the benefit of its members except to the extent permissible under these Articles, under law and under Section 501(c)(7) of the Code.

ARTICLE SIX DURATION

The duration of the corporation is perpetual.

ARTICLE SEVEN PURPOSES

The corporation is organized, and shall be operated for the purpose of preserving and enhancing the historic buildings, parks, streets, monuments, landscape and associated amenities of the downtown area of Kissimmee, Florida, for the enjoyment and enrichment of present and future generations.

ARTICLE EIGHT POWERS

Solely for the above purposes, the corporation shall have the following powers:

A. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including, but not limited to those set forth in Florida Statutes, Chapter 617, and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property.

B. To engage in and transact other lawful activity, solely in furtherance of the above purposes, for which nonprofit corporations may be incorporated under the Florida not-for-profit corporation statute, as amended from time to time.

C. To do such other things as are incidental to the powers of the corporation or necessary or desirable in order to accomplish the purposes of the corporation.

ARTICLE NINE LIMITATION

No part of the net earnings of the corporation shall inure directly or indirectly to the benefit of or be distributable to its members, directors or officers, but the corporation 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 Article Seven above ("Purposes").

ARTICLE TEN TAX-EXEMPT STATUS

It is intended that the corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation under Section 501(a) of the Code as described in Section 501 (c)(3) of the Code and which is other than a private foundation as defined in Section 509 of the Code. These articles shall be construed accordingly, and all

powers and activities of the corporation shall be limited accordingly. The corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in the loss of exemption under Section 501(c)(3) of the Code. All references in these Articles to sections of the Internal Revenue Code or Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

ARTICLE ELEVEN DISSOLUTION

Upon the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute all of the assets of the corporation exclusively for nonprofitable purposes in such manner as to such club, organization or organizations qualified under Section 501(c)(7) of the Code as the board of directors shall determine or exclusively for charitable, scientific or educational purposes in such manner and to such organization or organization as the board of directors shall determine. Any of such assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the corporation is then located, exclusively for the above purposes of the corporation or to such qualified organization or organizations as the court shall determine.

ARTICLE TWELVE BOARD OF DIRECTORS

There shall be a board of directors consisting of at least SEVEN (7) individuals. The initial directors shall be elected by the incorporators. Thereafter, each director shall be elected by a majority vote of the board of directors in the manner and at the times set forth in the bylaws. Any director may be removed by the affirmative vote of at least FOUR (4) of the board of directors.

ARTICLE THIRTEEN OFFICERS

The officers of the corporation may consist of a president, one or more vice presidents, a secretary, a treasurer, and such other officers and assistant officers as may be provided for in the bylaws or by resolution of the board of directors. Each officer shall be elected by a majority vote of the board of directors (and may be removed by a majority vote of the board of directors) at such time and in such manner as may be prescribed by the bylaws or by law.

ARTICLE FOURTEEN INCORPORATORS

The name and street address of each Incorporator are as follows:

Jeremy T. Lanier, 321 E. Monument Avenue, Kissimmee, Florida 34741

^{marie}
Sherry ~~Maree~~, 321 E. Monument Avenue, Kissimmee, Florida 34741

Abigail Montpelier, 321 E. Monument Avenue, Kissimmee, Florida 34741

ARTICLE FIFTEEN
BYLAWS

The bylaws of the corporation are to be made and adopted by the board of directors, and may be altered, amended or rescinded by the board of directors.

ARTICLE SIXTEEN
AMENDMENT

The corporation reserves the right to amend or repeal any provision contained in these articles of incorporation or any amendment to them.

ARTICLE SEVENTEEN
INDEMNIFICATION AND CIVIL LIABILITY

The corporation shall indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, including but not limited to Florida Statutes, Section 617.0834. It is intended that the corporation be an organization the officers and directors of which are each immune from civil liability to the extent provided under Florida law.

IN WITNESS, the undersigned have signed these articles of incorporation on this 27th day of September, 2004.

Jeremy T. Lanier
Jeremy T. Lanier

Abigail Montpelier
Abigail Montpelier

Sherry Marcove
Sherry Marcove

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