



N990000000045
City of Okeechobee

FILED
99 JAN 5 PM 1:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
December 28, 1998

Florida Department of State
Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32314

100002725611--3
-12/29/98--01095--004
*****78.75 *****78.75

Re: Articles of Incorporation for Okeechobee Main Street

Dear Sir or Madam:

Please find herewith enclosed a set of proposed Articles of Incorporation for Okeechobee Main Street. Check No. 1998 is also enclosed in the amount of seventy-eight dollars and seventy-five cents (\$78.75) to cover the filing fee and certified return mail charge. Please return them to my attention at City of Okeechobee, City Clerk's Office, 55 Southeast 3rd Avenue, Okeechobee, Florida 34974. Your time and hasty attention to this matter is greatly appreciated. Should you have any questions please don't hesitate to contact me. With best regards, I am

Sincerely,

Lane Gamiotea
Interim Main Street Manager

/lg

W98-29243
SHARON

JAN 5 1999



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 30, 1998

LANE GAMIOTEA
CITY OF OKEECHOBEE
55 SE THIRD AVE
OKEECHOBEE, FL 34974-2932

SUBJECT: OKEECHOBEE MAIN STREET, INC.
Ref. Number: W98000029243

We have received your document for OKEECHOBEE MAIN STREET, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and street address must be consistent wherever it appears in your document.

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) 487-6924.

Sharon Davis
Document Specialist Supervisor

Letter Number: 598A00061085



City of Okeechobee

January 4, 1999

Florida Department of State
Division of Corporation
Sharon Davis, Document Specialist Supervisor
New Filings
409 East Gaines Street
Tallahassee, Florida 32399

Re: Revised Articles of Incorporation for Okeechobee Main Street

Dear Ms. Davis:

Please find herewith the revised original Articles of Incorporation for Okeechobee Main Street accompanied with your cover letter dated December 30, 1998. Page three, Article VII was revised with the correct name and address of the registered agent. Thank you again for your time and attention to this matter. Should you have any questions please don't hesitate to contact me. With best regards, I am

Sincerely,

Lane Gamiotea
Interim Main Street Manager

/lg

**ARTICLES OF INCORPORATION OF
OKEECHOBEE MAIN STREET, INC.**

A FLORIDA NOT FOR PROFIT CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned person, acting as incorporator of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of corporation is Okeechobee Main Street, Inc.

ARTICLE II - EFFECTIVE DATE

Corporate existence shall begin upon the filing of these Articles with the Secretary of State of Florida.

ARTICLE III - DURATION

The corporation shall have perpetual duration.

ARTICLE IV - PURPOSES

The Corporation is organized to operate exclusively for charitable and educational purposes within the meaning of Sections 501 (c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law) and more specifically:

- (a) to promote the historic preservation, protection and use of the City of Okeechobee's traditional downtown area, including that area's commercial, civic and religious enterprises and residences;
- (b) to take remedial actions to eliminate the physical, economic and social deterioration of the City of Okeechobee's traditional downtown area and thereby promote the City of Okeechobee's government;
- (c) to disseminate information of and promote interest in the preservation, history, culture, architecture and public use of the City of Okeechobee's traditional downtown area;
- (d) to hold meetings, seminars and other activities for the instruction of members and the public in those activities such as building rehabilitation and design, economic restructuring and planning

management that foster the preservation of the City of Okeechobee's traditional downtown area, and enhance the understanding and appreciation of its history, culture and architecture;

- (e) to aid, work with and participate in the activities of other organizations, individuals and public and private entities located within and outside the City of Okeechobee engaged in similar purposes;
- (f) to solicit and receive and administer funds for educational purposes and to that end to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise, either absolutely or jointly with another person or corporation, any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount of value; to sell, convey or otherwise dispose of any such property and to invest, reinvest or deal with the principal or the income thereof in such manner as, in the judgment of the corporation's directors, will best promote the purposes of the corporation without limitation, except such limitation, if any as may be contained in the instrument under which such property is received, the bylaws of the corporation, or any laws applicable thereto.

In addition, in furtherance but not in limitation thereof:

The Corporation shall not carry on propaganda or otherwise attempt to influence legislation except as an insubstantial part of its activities. The Corporation shall not engage in any transaction or permit any act or omission which shall operate to deprive it of its tax-exempt status under Section 501 (c)(3) of the Code. The corporation shall not in any manner or to any extent participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office, nor shall it engage in any "prohibited transaction" as defined in Section 503 (b) of the Internal Revenue Code of 1986. In the event of dissolution or liquidation of the corporation, any assets then remaining shall be distributed among such other organizations as shall qualify at the time as exempt organizations described in Code Section 501 (c)(3) as the Board of Directors shall determine, such assets to be used for purposes consistent with those described in the immediately preceding subparagraphs.

No part of the net earnings of the corporation shall inure to the benefit of any member of the corporation or other private individual except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered herein. None of the property of the corporation shall be distributed directly or indirectly to any member of the corporation except in fulfillment of its charitable and educational purposes enumerated herein.

The corporation also has such powers as are now or may hereafter be granted under the laws of the State of Florida that are furtherance of the

corporation's exempt purposes within the meaning of Sections 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding section of any future federal tax codes.

ARTICLE V – CORPORATE ADDRESS

The initial street address of the principal office of the corporation shall be 55 SE 3rd Avenue, Okeechobee, Florida 34974, and the initial mailing address of the corporation shall be the same.

ARTICLE VI – MEMBERSHIP

The corporation is organized upon a non-stock basis as defined in Section 617.011 of the Florida Statutes. Qualifications for membership shall be set forth in the bylaws.

ARTICLE VII – REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 55 S.E. 3rd Avenue, Okeechobee, Florida 34974. The name of its initial registered agent at such address is S. Lane Gamiotea.

ARTICLE VIII – 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 set forth in the bylaws but shall not be less than the minimum number required by state law and, initially, shall be four (4). The term of office and manner of selecting and removing Directors shall be set forth in the bylaws. The initial Directors shall be:

Name	Address
Walter Thomas Smith	10650 S.E. Gomez Avenue Hobe Sound, Florida 33455
Rennae B. Sweda	497 S.W. 21 st Street Okeechobee, Florida 34974
Lois Gray	104 SW 3 rd Avenue Okeechobee, Florida 34974
Ella B. Rhodes	4685 N.W. 160 th Street Okeechobee, Florida 34972

ARTICLE IX - MEETINGS

Regular Board of Directors meetings shall be held at a time and place specified by the President, or at such place or places as the Board of Directors may designate from time to time by resolution.

ARTICLE X - ACTION WITHOUT MEETING

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 shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such 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 so taken shall state that the action as taken by unanimous written consent of the Board of Directors without a meeting and that the articles of incorporation of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

ARTICLE XI - INCORPORATION

The name and address of the incorporators are:

Walter Thomas Smith	10650 S.E. Gomez Avenue Hobe Sound, Florida 33455
Rennae B. Sweda	497 S.W. 21 st Street Okeechobee, Florida 34974
Lois Gray	104 SW 3 rd Avenue Okeechobee, Florida 34974
Ella B. Rhodes	4685 N.W. 160 th Street Okeechobee, Florida 34972

ARTICLE XII - OFFICERS

The Corporation shall have the following officers: President, Vice President, Treasurer, Secretary, and such other officers of the bylaws of this corporation may authorize. The qualifications, duties, method of selection and term of office for each officer shall be as set forth in the bylaws.

ARTICLE XIII - BYLAWS

The bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, in accordance with the procedures set forth in the bylaws. Until bylaws shall be adopted providing for an alternative procedure, such action may be by a resolution of the Board of Directors.

ARTICLE XIV - AMENDMENTS

These articles of incorporation may be amended by affirmative vote of two thirds of the total membership of the Board of Directors or, alternatively, as provided by law.

The undersigned, being the incorporators of this corporation for the purpose of formation this not for profit corporation under the Laws of Florida, have executed these articles of incorporation on this 22nd day of December, 1998.

Walter Thomas Smith
Walter Thomas Smith

Rennae Sweda
Rennae Sweda

Lois Gray
Lois Gray

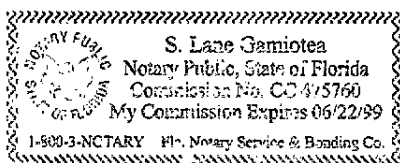
Ella B. Rhodes
Ella B. Rhodes

STATE OF FLORIDA

COUNTY OF OKEECHOBEE

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared, WALTER THOMAS SMITH, RENNAE SWEDA, LOIS GRAY AND ELLA B. RHODES who are personally known to me.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 22nd day of December, 1998.



S. Lane Gamiolea
NOTARY PUBLIC
My Commission Expires: 6-22-99

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

S. Lane Gamiotea, having an office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.


S/ Lane Gamiotea

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA