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N99000004734

REPLY TO PALM HARBOR

July 30, 1999

Secretary of State - Division of Corporations
Corporate Records Bureau
P.O. Box 6327
Tallahassee, Florida 32314

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-08/02/99--01045--005
*****78.75 *****78.75

Re: Incorporation of **THE OLD PALM HARBOR PARTNERSHIP, INC.**

Gentlemen:

Enclosed, please find an original Articles of Incorporation and a copy, together with a check for \$78.75, to incorporate the above-referenced company in the State of Florida.

Please process this matter at your earliest convenience, and mail the copy of the Articles back with the certificate of incorporation to the Palm Harbor address on the letterhead.

If you have any questions, please do not hesitate to call.

Very truly yours,

GLENN, BERG & BLENNER

W. W. Blenner

By: Walter W. Blenner

Enclosures

cc: Mr. Gordon Beardslee

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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**The Articles of Incorporation of
The Old Palm Harbor Partnership, Inc.**

A Florida Not for Profit Corporation

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 the corporation is The Old Palm Harbor Partnership, 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 Old Palm Harbor'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 Old Palm Harbor's traditional downtown area and thereby promote Old Palm Harbor's historic preservation, contribute to its community betterment while lessening the burdens of Pinellas County Government;
- (c) to disseminate information of and promote interest in the preservation, history, culture, architecture and public use of Old Palm Harbor'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 Old Palm Harbor'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 Old Palm Harbor engaged in similar purposes, and
- (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, of 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 lettered (a) through (f).

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 1015 Omaha Circle, Palm Harbor, FL 34683 and the initial mailing address of the corporation shall be P.O. Box 898, Palm Harbor, Florida 34682-0898.

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 shall be 2708 Alternate 19 North, Suite 701, Palm Harbor, FL 34683. The name of its initial registered agent at such address is Walter W. Blenner, Esq., at the firm of Glenn, Berg & Blenner.

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:

Mr. Charles Jones, President
911 Manning Road
Palm Harbor, FL 34683-6344

Mr. Donald Hurt, Secretary
1374 Indian Trail, North
Palm Harbor, FL 34683-2808

Ms. Carol McNamee, Vice President
226 Westwinds Drive, West
Palm Harbor, FL 34683-1038

Mr. Alden Matthews, Treasurer
1334 Michigan Avenue
Palm Harbor, FL 34683

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 was 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 - Incorporator

The name and address of the incorporator of these Articles is:

Mr. Charles Jones
911 Manning Road
Palm Harbor, FL 34683-6344

Article XII - Officers

The corporation shall have the following officers: President, Treasurer, Secretary, and such other officers as 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.

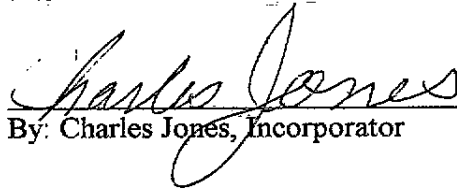
Article XIII - Bylaws

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

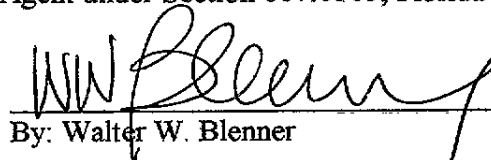
These articles of incorporation may be amended by affirmative vote of two-thirds of the total membership of the Board of Directors or, alternatively, as provided by law.

The undersigned natural person, being the incorporator of this corporation for the purpose of formation this not for profit corporation under the Laws of Florida, has executed these articles of incorporation on July 27, 1999.


By: Charles Jones, Incorporator

**Acceptance of Registered Agent Designated
In Articles of Incorporation**

Walter W. Blenner, Esq., an individual residing in this State, having a business office identical with the registered agent office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.


By: Walter W. Blenner

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