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Requester's Name

M. Marquez
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Spring Mainstreet, Inc.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #) 800003113638--7
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3. _____
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NEW FILINGS

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

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

AMENDMENTS

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

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

Examiner's Initials

**ARTICLES OF INCORPORATION OF,
SPRINGS MAINSTREET, INC.**

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BY THESE ARTICLES OF INCORPORATION the incorporators, a majority of who are citizens of the United States, form a corporation not-for-profit under Florida Statutes, Chapter 617.

ARTICLE I. NAME AND PRINCIPAL OFFICE

The name of this corporation is **Springs Mainstreet, Inc.** The initial principal office shall be located at 401 Hunting Lodge Drive, Miami Springs, Florida 33166, and shall serve as principal office until otherwise determined from time to time by the Board of Directors of the Corporation.

ARTICLE II. PURPOSE

Section 1. The corporation is organized to operate exclusively for charitable and educational purposes within the meaning of Section 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 Miami Springs traditional business district, including that area's commercial, residential neighborhoods, civic and religious enterprises;
- (b) to take remedial actions to eliminate the physical, economic and social deterioration of the Miami Springs traditional business district and thereby promote it's historic preservation, contribute to it's community betterment while lessening the burdens of the Miami Springs government;
- (c) to disseminate information of and promote interest in the preservation, history, culture, architecture and public use of the Miami Springs traditional business district;
- (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 Miami Springs traditional business district, and enhance the understanding and appreciation of it's 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 of Miami Springs 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 purpose 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.

Section 2. In addition, it shall be organized for charitable and educational purposes including for such purposes as the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code, or the corresponding section of any future tax code.

Section 3. Upon the dissolution of the corporation, its assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE III. MEMBERS

- (a) Membership is limited to those persons or entities owning and/or operating an ongoing business within the city limits of Miami Springs, Florida, and having an interest in the stated purposes of the corporation and a willingness to assist and participate in the corporation in carrying out those purposes.
- (b) Members of this corporation shall be admitted to membership by majority vote of the Board of Directors of the Corporation.
- (c) This corporation shall issue no stock. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that 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 II hereinabove.
- (d) Members of this corporation agree to serve notice in writing to the corporation, 6 months in advance of their intent to run for political office within the City of Miami Springs, Florida. At such time said member shall reclude themselves from the corporation, until elections are over or their political term has expired. Should said member fail to serve advanced notice to this corporation as prescribed in this article, they shall forfeit membership in the corporation.

ARTICLE IV. DURATION

The term of existence of the corporation is perpetual.

ARTICLE V. SUBSCRIBERS

The names and residences of the subscribers are:

Martin L. Marquez
401 Hunting Lodge Drive
Miami Springs, Florida 33166

Gene Reetz
381 Deer Run
Miami Springs, Florida 33166

Fred Suco
211 Deer Run
Miami Springs, Florida 33166

ARTICLE VI. OFFICERS

- (a) The affairs of this corporation shall be managed by officers elected by the board of directors at its annual meeting. The officers shall serve until the next annual meeting of the board of directors, unless removed earlier in accordance with the bylaws.
- (b) The names of the officers who shall serve until the election at the organizational meeting after these articles are approved are:

| | |
|--------------------------|-------------------|
| President/Secretary | Martin L. Marquez |
| Vice President/Treasurer | Gene Reetz |
| Vice President | Fred Suco |

ARTICLE VII. DIRECTORS

This corporation shall have a board of directors of seven (7) directors initially. The number and method of electing directors shall be prescribed in the bylaws from time to time. The names and addresses of the directors who shall serve until the first election are:

Martin L. Marquez – state wide pager (305) 376-8464
401 Hunting Lodge Drive
Miami Springs, Florida 33166

Gene Reetz -(305) 888-4442
381 Deer Run
Miami Springs, Florida 33166

Fred Suco - (305)376-8464 885-6354
21401 Deer Run
Miami Springs, Florida 33166

The directors remaining in office even though they do not constitute a quorum of the board of directors shall fill vacancies in the initial board of directors occurring before the first election.

ARTICLE VIII. BYLAWS

The bylaws of the corporation shall be adopted by the board of directors.

ARTICLE IX. AMENDMENTS

The board of directors or a member may propose an amendment to these articles. The board of directors shall adopt amendments by the affirmative vote of at least three fourths of the directors present and voting at a meeting at which a quorum is present.

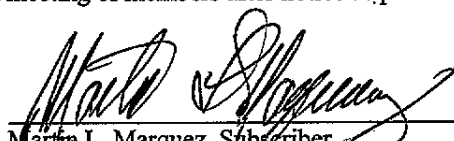
ARTICLE X. RESIDENT AGENT

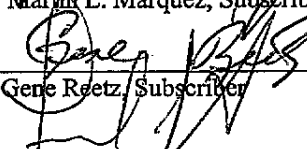
The initial resident agent for this corporation is Martin L. Marquez and the initial resident office is located at 401 Hunting Lodge Drive, Miami Springs, Florida 33166., statewide pager (305) 376-8464.

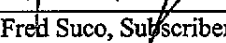
ARTICLE XI. MEMBER MEETING

No act of the members shall be valid unless taken at a meeting of members after notice as prescribed in the bylaws.

DATED this 21st day of January, 2000



Martin L. Marquez, Subscriber


Gene Reetz, Subscriber


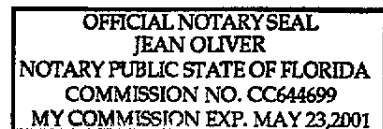
Fred Suco, Subscriber

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 21ST day of January, 2000 by Martin L. Marquez, Gene Reetz, Fred Suco, who are personally known to me or who have produced _____ as identification.

Jean Oliver JEAN OLIVER
NOTARY PUBLIC, STATE OF FLORIDA

ACCEPTANCE BY RESIDENT AGENT



HAVING BEEN NAMED as resident agent for this corporation at the office designated in the foregoing articles of incorporation, the undersigned accepts the designation.

Martin L. Marquez
Martin L. Marquez, Resident Agent

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TALLAHASSEE, FLORIDA