



**LAW OFFICES OF
J. KELLY KENNEDY**

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Winter Haven, FL 33880-3004



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AREAS OF PRACTICE:
Wills, Estates, Estate Planning,
Real Property Law, Taxation,
Corporate and Business Law

CYNTHIA CROFOOT RIGNANESE
Attorney at Law
e-mail: ladylawyer@ithink.net

REPLY TO:

PO Box 7604, Winter Haven, FL 33883-7604
Tel: (863) 294-1114 Fax: (863) 294-8937

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March 23, 2000

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Mrs. Katherine Harris
Secretary of State
The Capitol
Tallahassee, Florida 32304

RE: IT'S HAPPENING DOWNTOWN, INC.

Dear Mrs. Harris:

Enclosed herewith for filing are Articles of Incorporation for the above-captioned corporation. A copy of the Articles of Incorporation is also enclosed to be certified and returned to the undersigned.

Our firm's check in the amount of \$78.75 is enclosed to cover the following costs:

Filing Fee	\$ 35.00
Certified Copy	8.75
Registered Agent Form	35.00
Total	\$ 78.75

Thank you for your cooperation in this matter.

Sincerely yours,

CYNTHIA CROFOOT RIGNANESE, ESQUIRE

CCR/rh

Enclosures

FILED
00 MAR 27 PM 3:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten initials and date: 3-31-00

ARTICLES OF INCORPORATION
OF
IT'S HAPPENING DOWNTOWN, INC.

FILED
00 MAR 27 PM 3:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby associate themselves for the purpose of forming a corporation not for profit under the provisions of Chapter 617 of the Florida Statutes, and for these purposes they adopt the following Articles of Incorporation.

ARTICLE I
CORPORATE NAME, DURATION AND CONFLICTS

1. The name of this corporation shall be ***IT'S HAPPENING DOWNTOWN, INC.***, by which name it may sue and be sued, contract and be contracted with, and employ a corporate seal. ***IT'S HAPPENING DOWNTOWN, INC.***, may hereafter be referred to as the "Corporation".
2. The corporate existence of this corporation shall begin on the date the Certificate of Incorporation is issued by the Secretary of the State of Florida and shall continue perpetually thereafter, unless dissolved as provided by law.
3. The mailing address, principal office and place of business of the corporation shall be P.O. Box 89, Lake Wales, Florida 33859-0089. The principal office is located at 123 North Scenic Highway, Lake Wales, Florida 33853.
4. If there are conflicts or inconsistencies between the provisions of Florida law, the Articles of Incorporation and the By-Laws, then the provisions of Florida law, the Articles of Incorporation, and the By-Laws, in that order, shall prevail.

ARTICLE II
OBJECT

1. The purposes for which the Corporation is organized are:
 - (a) to be and constitute the Corporation to provide for preservation and beautification of the Historic District of Lake Wales, which is on the National Registry of Historic Districts; and
 - (b) to provide an entity to organize, advertise, administer, and oversee activities for the enjoyment of the general public in the Historic District of Lake Wales; and
 - (c) to transact any and all other lawful business for which corporations may be organized and incorporated under the Florida Not for Profit Corporation Act, all within the purview of Section 501(C) of the Internal Revenue Code and the Regulations thereunder.
2. The Corporation shall make no distributions of income to its Members, directors, or officers.

ARTICLE III **POWERS**

The powers of the Corporation shall include and be governed by the following provisions:

1. The Corporation shall have all of the common law and statutory powers of a corporation not-for-profit which are not in conflict with the terms of these Articles and the By-Laws of this Corporation.

2. The Corporation shall have all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles or the By-Laws including, without limitation, the power:

(a) to fix and to collect assessments and other charges to be levied against the Members, to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Corporation, including all licenses, taxes of governmental charges levied or imposed against the Corporation;

(b) to manage, control, operate, maintain, repair, and improve property for which the Corporation by rule, regulation or contract has a right or duty to provide such services;

(c) to engage in activities which will actively foster, promote, and advance the common interest of the Members;

(d) to borrow money for any purpose, subject to any limitations contained in the By-Laws;

(e) to enter into, make, perform, or enforce contracts of every kind and description, and to do all other acts necessary, appropriate, or advisable in carrying out any purpose of the Corporation, with or in association with any other association, corporation, or other entity or agency, public or private;

(f) to act as agent, trustee, or other representative of other corporations, firms, or individuals, and as such to advance the business or ownership interests in such corporations, firms, or individuals;

(g) to adopt, alter, and amend or repeal such By-Laws as may be necessary or desirable for the proper management of the affairs of the Corporation.

(h) make donations for the public welfare or for religious, charitable, scientific, educational, or other similar purposes;

(i) establish rules and regulations;

(j) sue and be sued;

(k) exist in perpetuity; and

(l) take any other lawful action necessary for the purposes for which the Corporation is organized.

3. The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; and the powers specified in each of the paragraphs of this Article III are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provision of Article III.

ARTICLE IV **MEMBERS**

1. The Corporation shall be a membership corporation, without certificates or shares of stock.

2. The method and conditions by which members shall be accepted and discharged or expelled shall be regulated by the Bylaws of the Corporation.

3. The right of any member to vote, and the requirements thereof, shall be set forth in the By-Laws of the Corporation.

ARTICLE V **SUBSCRIBERS**

The names and addresses of the subscribers and incorporators are as follows:

ROBERT CONNORS
3311 Harbor Beach Drive
Lake Wales, Florida 33853

JACK HADDEN
125 East Park Avenue
Lake Wales, Florida 33853

KIM PADGETT
113 East Park Avenue
Lake Wales, Florida 33853

SARAH PADGETT
113 East Park Avenue
Lake Wales, Florida 33853

GARY BEAR
203 East Stuart Avenue
Lake Wales, Florida 33853

MAX MAYER
201 East Stuart Avenue
Lake Wales, Florida 33853.

ARTICLE VI
BOARD OF DIRECTORS

The affairs and business of the corporation shall be managed and conducted by a Board of Directors of the Corporation consisting of six (6) members. The number of directors may thereafter be increased or decreased from time to time in accordance with the By-Laws, but shall never be less than three (3). Members of the board of directors need not be residents of the State of Florida, but they must be members of the Corporation. The directors shall be elected at the annual meeting of the members, and shall hold office in the manner set forth in the By-Laws. Directors shall be removed and vacancies filled in the manner provided in the By-Laws. The Board may delegate its operational authority to such companies, individuals and committees as it, in its discretion, may determine.

The name and address of the Board of Directors of ***IT'S HAPPENING DOWNTOWN, INC.***, who shall manage the business of this corporation until the first election is held and the positions are filled is as follows:

BOARD OF DIRECTORS

ROBERT CONNORS
3311 Harbor Beach Drive
Lake Wales, Florida 33853

JACK HADDEN
125 East Park Avenue
Lake Wales, Florida 33853

KIM PADGETT
113 East Park Avenue
Lake Wales, Florida 33853

SARAH PADGETT
113 East Park Avenue
Lake Wales, Florida 33853

GARY BEAR
203 East Stuart Avenue
Lake Wales, Florida 33853

MAX MAYER
201 East Stuart Avenue
Lake Wales, Florida 33853.

ARTICLE VII
OFFICERS

The affairs of the Corporation shall be administered by the Officers designated by the By-Laws. The Officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the Corporation, and they shall serve at the pleasure of

the Board of Directors, as provided in the By-Laws. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>NAME</u>	<u>OFFICE</u>
ROBERT CONNORS 3311 Harbor Beach Drive Lake Wales, Florida 33853	President
JACK HADDEN 125 East Park Avenue Lake Wales, Florida 33853	Vice-President
KIM PADGETT 113 East Park Avenue Lake Wales, Florida 33853	Secretary
SARAH PADGETT 113 East Park Avenue Lake Wales, Florida 33853.	Treasurer

ARTICLE VIII **BY-LAWS**

The By-Laws of the Corporation are to be made and adopted by the Board of Directors and may be altered, amended, or rescinded in the manner provided by the By-Laws.

Meetings of the members of the corporation be held as provided by the By-Laws.

ARTICLE IX **AMENDMENTS**

Amendments to these Articles of Incorporation must be proposed by the Board of Directors, who must set forth the proposed amendment and direct that it be submitted to a vote at a meeting of the members entitled to vote, which may be either an annual or a special meeting. At the meeting, to become effective, the proposed amendment, must be adopted by seventy-five percent (75%) of the members entitled to vote. Such action shall be effective upon filing same with the Secretary of State of the State of Florida, or as otherwise provided by law.

ARTICLE X **INDEMNIFICATION OF DIRECTORS AND OFFICERS**

Every person who is or has been a Director or Officer of this Corporation shall be indemnified and held harmless by the corporation from and against all costs and expenses which may be imposed upon or reasonably incurred by him or her in connection with or arising out of any claim, action, suit or proceeding in which he or she may be involved by

reason of being or having been a Director or Officer of this Corporation whether or not said person continues to be a Director or Officer of this Corporation at the time such costs and expenses are imposed or incurred. As used herein, the term "costs and expenses" shall include, but shall not be limited to, attorneys' fees and amounts of judgments against and amounts paid to the Corporation itself; provided, however, that no such Director or Officer shall be so indemnified: with respect to any matter as to which such Director or Officer shall, in any such action, suit or proceeding be finally adjudged to be liable for actual misconduct in the performance of the duties of a Director or Officer and that the entire costs of such settlement will not substantially exceed the estimated costs of defending such claim, action, suit or proceeding to a final conclusion. The foregoing rights of indemnification shall not be exclusive of other rights to which any such Director or Officer may be entitled as a matter of law.

ARTICLE XI **CAPITAL STOCK**

The Corporation shall have no capital stock, and no Director or Officer shall have any right or title to any asset of the Corporation.

ARTICLE XII **EXEMPTION OF DIRECTORS AND OFFICERS** **FROM PERSONAL LIABILITY**

The private property of all Directors and Officers of this Corporation shall be wholly exempt from liability for any and all debts, obligations and liabilities of this Corporation.

ARTICLE XIII **CHARITABLE ORGANIZATION**

The Corporation is organized exclusively for preservation, educational and advertisement purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

ARTICLE XIV **DISSOLUTION**

1. No part of the net earning of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Section 501(c)(3) purposes. No substantial part of the activities of the Corporation shall be the carrying on the 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 by a Corporation exempt

from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

2. Upon dissolution of this Corporation assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e. charitable, educational, religious or scientific, or 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.

ARTICLE XV
REGISTERED OFFICE AND AGENT

The street address of the Corporation's initial registered office is 123 North Scenic Highway, Lake Wales, Florida 33853 and the name of its initial registered agent at such address is **ROBERT CONNORS**.

IN WITNESS WHEREOF, witness our hands this 22nd day of Feb., 2000.



ROBERT CONNORS



JACK HADDEN



KIM PADGETT



SARAH PADGETT




GARY BEAR



MAX MAYER

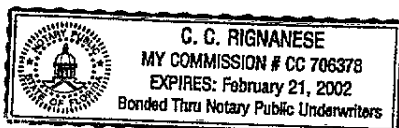
STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 22 day of Feb., 2000, by **ROBERT CONNORS, JACK HADDEN, KIM PADGETT, SARAH PADGETT, GARY BEAR AND MAX MAYER** who is personally known to me or who have produced Florida Drivers License as identification.



Printed Name: C.C. RIGNANESE
NOTARY PUBLIC/STATE OF FLORIDA
My Commission Expires: 2-21-2002
My Commission Number is: CC 706378

(SEAL)




**CERTIFICATE DESIGNATING REGISTERED
AGENT AND OFFICE**

In compliance with Sections 48.091 and 617.0501, Florida Statutes, the following is submitted:

That **IT'S HAPPENING DOWNTOWN, INC.**, desiring to organize and qualify as a corporation under the laws of the State of Florida, with its initial registered office at 123 North Scenic Highway, Lake Wales, Florida 33853, has named **ROBERT CONNORS**, located at 123 North Scenic Highway, Lake Wales, Florida 33853, as its Registered Agent to accept service of process within the State of Florida; and

That, having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, **ROBERT CONNORS** hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper performance of his duties.


ROBERT CONNORS

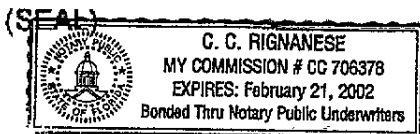
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00 MAR 27 PM 3:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**STATE OF FLORIDA
COUNTY OF POLK**

The foregoing instrument was acknowledged before me this 22 day of Feb 2000, by **ROBERT CONNORS**, who is personally known to me or who has produced Florida Driver's License as identification.



Printed Name: C. C. RIGNANESE
NOTARY PUBLIC/STATE OF FLORIDA
My Commission Expires: Feb. 21, 2002
My Commission Number is: CC 706378



CYNTHIA CROFOOT RIGNANESE, ESQ.
198 FIRST STREET, SOUTH
PO BOX 7604
WINTER HAVEN, FLORIDA 33883