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KRISTOPHER E. FERNANDEZ

Attorney at Law

Post Office Box 10563
Tampa, Florida 33679-0563

Telephone (813) 832-6340
Facsimile (813) 835-0403

January 10, 2001

Department of State
Corporate Records Division
P.O. Box 6327
Tallahassee, Florida 32314

FILED
01 JAN 12 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Ybor City Main Street, Inc.

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-01/12/01--01064--012
*****70.00 *****70.00

Dear Sir/Madam:

Enclosed are the following:

1. Articles of Incorporation for the above-referenced entity.
2. Acceptance by Registered Agent and Registered Office.
3. Office account check in the amount of \$70.00 to cover the fees for filing the Articles of Incorporation, designation and acceptance by registered agent, and certified copy of document.

Enclosed you will also find a photocopy of the Articles. Please return this to me with the filing date stamped on it.

Very truly yours,

K. Fernandez
Kr

Kristopher E. Fernandez

Enclosures

K. G. HEDDER JAN 1. 6 2001

ARTICLES OF INCORPORATION

OF

YBOR CITY MAIN STREET, INC.

A CHARITABLE NOT-FOR-PROFIT CORPORATION

The undersigned, acting as incorporator, hereby adopts these Articles of Incorporation and form a charitable not-for-profit corporation (the "Corporation") under F.S. §617.01, the Florida Not For Profit Corporation Act, as follows:

ARTICLE I
NAME OF CORPORATION

The name of the Corporation shall be YBOR CITY MAIN STREET, INC.

ARTICLE II
PURPOSES OF THE CORPORATION

The Corporation is organized to transact any and all business - not for pecuniary profit - for which a corporation may be incorporated under F.S. §617.00. The Corporation may not engage in activities specifically prohibited to corporations under other laws of this state, and must conduct its affairs within the limitations set forth in Article IX of these Articles of Incorporation.

ARTICLE III
MEMBERSHIP

- A. Membership shall be as regulated in the Bylaws.
- B. No dividends will ever be paid by the Corporation to its members.

ARTICLES IV
DURATION

The date when the corporate existence shall commence shall be the date of the execution of these Articles of Incorporation, and the Corporation shall have perpetual existence thereafter.

ARTICLE V
BOARD OF DIRECTORS OF THE CORPORATION

- A. The affairs of the Corporation will be managed by the Board of Directors. The Board of Directors shall not have less than three (3) members.

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B. The names and addresses of the members of the initial Board of Directors of the Corporation are:

<u>Name:</u>	<u>Address:</u>
A.J. Grimaldi	1800 E. Ninth Avenue Tampa, Florida 33605
Ken Kroger	1800 E. Ninth Avenue Tampa, Florida 33605
Cari Maloney	1800 E. Ninth Avenue Tampa, Florida 33605
Abby Ryan	1800 E. Ninth Avenue Tampa, Florida 33605
Jill Wax	1800 E. Ninth Avenue Tampa, Florida 33605

C. The Board of Directors set forth in Subparagraph B shall serve in that capacity until the first annual meeting of the members of the Corporation, at which time a new Board of Directors shall be elected in accordance with the By-Laws of the Corporation.

ARTICLE VI BYLAWS

- A. The Board of Directors shall adopt the Bylaws of the Corporation.
- B. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws shall be vested in the Board of Directors.

ARTICLE VII AMENDMENTS TO ARTICLES

- A. Proposed amendments to the Articles of Incorporation may be made by a majority of the Board of Directors or by a member.
- B. The proposed amendment must be adopted by a majority vote of the members.

ARTICLE VIII
QUALIFICATIONS AS TAX EXEMPT ORGANIZATION

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, 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 support of the Corporation. 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 publication or distribution of statements) in any local campaign on behalf of any candidate for public office.

B. 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 of 1954 (or the corresponding provision of any future United States internal Revenue law) and not permitted to be carried on by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any subsequent United States Internal Revenue Law).

ARTICLE IX
DISSOLUTION OF CORPORATION

Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the accumulated net earnings of the Corporation exclusively for the benefit of an organization or organizations that are organized and operated exclusively for the purposes set forth in Article II of these Articles of Incorporation, provide that at the time of distribution that organization or organizations are an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law). Any remaining capital of the Corporation that is not the result of any accumulation of net earnings of the Corporation shall be distributed ratably to its members in proportion to the number of shares of stock in the Corporation the members own relative to the total outstanding number of shares issued by the Corporation.

ARTICLE X
INDEMNITY

The Corporation shall indemnify, to the full extent permitted by law, any and all persons who may serve, or who have served at any time, as directors or officers, and their respective heirs, administrators, successors and assigns, against any and all expenses, including, but not limited to, amounts paid upon judgments, counsel fees and amounts paid in settlement (before or after suit has commenced) actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit or proceeding by reason of having been

or being directors or officers; provided that the Corporation shall provide no indemnification in cases wherein the director or officer is adjudged guilty of willful misfeasance of malfeasance in the performance of his or her duties. The indemnification herein described may be entitled under any law, by-law, agreement, vote of active member or otherwise.

ARTICLE XI
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 1800 E. Ninth Avenue, Tampa, Florida 33605.

ARTICLE XII
DESIGNATION OF RESIDENT AGENT AND RESIDENT OFFICE

The Resident Agent of the Corporation is Kristopher E. Fernandez, Esquire, and the initial registered office shall be at 307 S. Boulevard, Tampa, Florida 33606.

ARTICLE XIII
INCORPORATOR

The incorporator of this Corporation is Kristopher E. Fernandez, Esquire, whose address is 307 S. Boulevard, Suite D, Tampa, Florida 33606.

In witness thereof, the undersigned incorporator has executed these Articles of Incorporation this 9th day of January 2001.



Kristopher E. Fernandez, Esquire

ACCEPTANCE BY REGISTERED AGENT AND REGISTERED OFFICE

Having been named Registered Agent and designated to accept service of process for Ybor City Main Street, Inc., at 307 S. Boulevard, Tampa, Florida 33606, I hereby agree to act in this capacity. I further agree to comply with all the provisions of all the statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations provided for in Section 607.325, Florida Statutes.



KRISTOPHER E. FERNANDEZ, ESQUIRE