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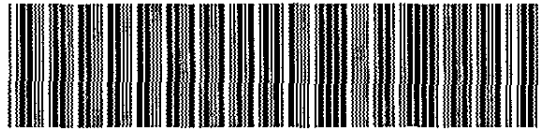
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626 ½ South 8th Street
Fernandina Beach, Florida 32034

Eighth Street Partners Association

November 19, 2002

Florida Department of State
Division of Corporations
Corporate Filings
PO box 6327
Tallahassee, Florida 32314

RE: Original Filing-Non-profit Corporation

Enclosed please find the Articles of Incorporation and Designation of Registered Agent for **Eighth Street Partners Association, Inc.** as a not-for-profit corporation under Chapter 617, Florida Statutes.

In connection with this filing, a check in the amount of \$70 is enclosed for the Filing and Registered Agent Designation Fees @ \$35 each.

Sincerely,



David L. Raines
Secretary/Treasurer & Registered Agent

Enclosures: Articles of Incorporation
Registered Agent Designation
Check \$70.00

ARTICLES OF INCORPORATION
OF
Eighth Street Partners Association, Inc.

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, makes and adopts the following articles of incorporation:

ARTICLE 1. **Name.** The name of the corporation is as follows: Eighth Street Partners Association, Inc.

ARTICLE 2. **Address.** The address of the principal office and the mailing address of the corporation are: 626 ½ South Eighth Street, Fernandina Beach, FL 32034.

ARTICLE 3. **Initial Registered Office and Agent.** The street address of the initial registered office of the corporation is: 626 ½ South Eighth Street, Fernandina Beach, FL 32034. The name of its initial registered agent at that address is: David L. Raines.

ARTICLE 4. **Members.** The corporation shall have members as provided for in the bylaws. The corporation shall not issue shares of stock.

ARTICLE 5. **Not for profit.** The corporation is a not for profit corporation under Chapter 617, Florida Statutes. The corporation is not formed for pecuniary profit. No part of the income or assets of the corporation is distributable to or for the benefit of its directors or officers, except to the extent permissible under these articles, under law and under 26 USCA § 501(c)(3) (referred to below as "code"). If the corporation ever has members, no member shall have any vested right, interest or privilege in or to the assets, income or property of the corporation and no part of the income or assets of the corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law and under 26 USCA § 501(c)(3).

ARTICLE 6. **Duration.** The duration (term) of the corporation is perpetual.

ARTICLE 7. **Purposes.** The corporation is organized, and shall be operated exclusively for charitable, scientific and educational purposes, including but not limited to, the following:

1. To foster a sense of community;
2. To promote overall development of the "Eighth Street Corridor" in Fernandina Beach, Florida, as determined, defined, designated and modified from time to time by its members;
3. To promote communication and cooperation between members of the association and other groups,
4. To act as a business advocate for the "Eighth Street Corridor";
5. To encourage & facilitate significant capital investments;
6. To decrease non-productive property;
7. To improve public safety and perceptions;
8. To enhance public access and use of historic areas;
9. To improve blighted areas;
10. To seek 'best use' solutions;
11. To achieve beautification;
12. To enhance aesthetics; and

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13. To otherwise improve, unite and create a "Better Eighth Street"; a better place to live, work, shop, and dine.

ARTICLE 8. Powers. Solely for the above purposes, the corporation shall have the following powers:

- A. To arrange for, sponsor or co-sponsor events, organize, promote, or otherwise promote and improve "the Eighth Street Corridor".
- B. To exercise all rights and powers conferred by the laws of the State of Florida on nonprofit corporations, including but not limited to those set forth in Florida Statutes Chapter 617 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of the property and the income, principal and proceeds of the property.
- C. To engage in and transaction any other lawful activity, solely in furtherance of the above purposes, for which a non-profit corporation may be incorporated under the Florida Not For Profit Corporation Act, and any successor or amendment to the Florida Not For Profit Corporation Act.
- D. To do any other things as are incidental to the powers of the corporation or necessary or desirable in order to accomplish the purposes of the corporation.

ARTICLE 9. Limitation. No part of the net earnings of the corporation shall inure directly or indirectly to the benefit of or be distributable to its members, directors or officers, but 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 7 (Purposes) of these Articles.

ARTICLE 10. Tax Exempt Status. It is intended that the corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation 26 USCA Section 501 (c)(3) and which is other than a private foundation as defined in 26 USCA Section 509. These articles shall be construed accordingly, and all powers and activities of the corporation shall be limited accordingly. The corporation shall not carry on propaganda or otherwise attempt to influence legislation to such an extent as would result in the loss of exemption under 26 USCA Section 501 (c)(3). All references in these articles to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

ARTICLE 11. Dissolution. On the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute all of the assets of the corporation exclusively for charitable, scientific or educational purposes in such manner and to such qualified organization or organizations as the board of directors shall determine. Any of the assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the corporation is then located, exclusively for the above purposes of the corporation or to a qualified organization or organizations as the court shall determine. For purposes of this article, an organization is "qualified organization" only if, at the time of receiving the assets, it is operated exclusively for the purposes describe in 26 USCA 170 (c)(2)(B) and is described in 26 USCA 509 (a)(1), (2) or (3).

ARTICLE 12. Board of Directors. The Board of Directors shall have full power to adopt, alter and amend the by-laws of this corporation and to make proper rules and regulations for the

transaction of its affairs. There shall be a board of directors consisting of at least three individuals. The number of directors of the corporation shall be fixed and may be altered from time to time as may be provided in the by-laws. The names and address of the initial Board of Directors, who shall serve until their successors are qualified according to the by-laws, are:

1. David L. Raines, 626 ½ South 8th Street, Fernandina Beach, FL 32034
2. Jim Tipton, 815 South 8th Street, Fernandina Beach, FL 32034
3. Becky Adams, 320 South 8th Street, Fernandina Beach, FL 32034

ARTICLE 13. **Officers.** The officers of the corporation may consist of a resident, one or more vice presidents, a secretary, a treasurer, or alternatively a secretary/treasurer and any other officers and assistant officers as may be provided for in the bylaws or by resolution of the board of directors. Each officer shall be elected as stated in the bylaws.

ARTICLE 14. **Incorporators.** The name and street address of each incorporator is as follows:

1. David L. Raines, 626 ½ South 8th Street, Fernandina Beach, FL 32034
2. Jim Tipton, 815 South 8th Street, Fernandina Beach, FL 32034
3. Becky Adams, 320 South 8th Street, Fernandina Beach, FL 32034
4. Brenda Stone, 732 South 8th Street, Fernandina Beach, FL 32034

ARTICLE 15. **Bylaws.** The bylaws of the corporation are to be made and adopted by the board of directors, and may be altered, amended or rescinded by the Board of Directors.

ARTICLE 16. **Amendment.** The corporation reserves the right to amend or repeal any provision contained in these articles of incorporation or any amendment to them.

ARTICLE 17. **Indemnification and Civil Liability Immunity.** The corporation shall indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617. It is intended that the corporation be an organization the officers and directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and similar laws.

ARTICLE 18. **Commencement of Corporate Existence.** The date when corporate existence shall commence is the date these Articles are filed with the Florida Secretary of State.

In witness, the undersigned incorporator(s), have signed these articles of incorporation on Nov 19, 2002 as follows:

1) David L. Raines
David L. Raines, Incorporator

2) Jim Tipton
Jim Tipton, Incorporator

3) Becky Adams
Becky Adams, Incorporator

4) Brenda Stone
Brenda Stone, Incorporator

Janice A. O'Connell
Notary Public
My comm. exp. Feb. 29, 2004
Comm. No. CC902889

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Notary Public
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CERTIFICATE OF DESIGNATION AND ACCEPTANCE BY REGISTERED AGENT

Pursuant to the provision of FS 617.0501, the undersigned corporation organized under the not for profit corporation laws of the State of Florida submits the following statement in designating the registered office and registered agent of the corporation in the State of Florida.

1. Name of Corporation:

Eighth Street Partners Association, Inc.

2. Name and address of registered agent and office:

David L. Raines
626 1/2 South 8th Street
Fernandina Beach, FL 32034

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I, the undersigned person, having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this statement, accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

David L. Raines

David L. Raines

11-19-02
Date

STATE OF FLORIDA
COUNTY OF NASSAU

The foregoing instrument was acknowledged before me this 19 day of NOV, 2002, by DAVID L. RAINES who is /personally known to me.

Janice A. O'Connell
Notary Public

JANICE A. O'CONNELL
Notary Public, State of Florida
comm. exp. Feb. 29, 2004
Comm. No CC902889