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June 4, 2004

Florida Department of State
CORPORATIONS DIVISION
Post Office Box 6327
Tallahassee, FL 32314

Re: St. Petersburg Downtown Revitalization Corporation

TO WHOM IT MAY CONCERN:

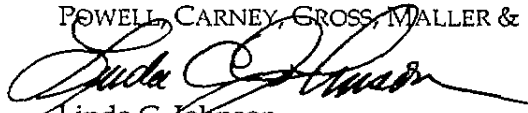
Enclosed are duplicate original Articles of Incorporation for the above referenced corporation. Also enclosed is a check in the amount of \$78.75 to cover filing fees in the amount of \$35.00, cost for a certified copy in the amount of \$8.75 and cost for designation of registered agent in the amount of \$35.00.

If the Articles of Incorporation are in order, would you please cause the certified copy to be returned to the attention of the undersigned.

Thank you for your assistance and cooperation.

Very truly yours,

POWELL, CARNEY, GROSS, MALLER & RAMSAY, P.A.



Linda C. Johnson
Corporate Administrator

/lj

Enclosures: a/s

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ARTICLES OF INCORPORATION
of
ST. PETERSBURG DOWNTOWN
REVITALIZATION CORPORATION

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We, the undersigned, with other persons being desirous of forming a corporation not for profit, under the provisions of Chapter 617 of the *Florida Statutes*, do agree to the following:

ARTICLE I.
NAME AND ADDRESS

The name of this corporation is **ST. PETERSBURG DOWNTOWN REVITALIZATION CORPORATION** and its mailing address is 100 First Avenue South, Suite 477, St. Petersburg, Florida 33701.

ARTICLE II.
PURPOSES

Section 1. This corporation is organized exclusively for charitable, religious, educational and scientific purposes including for such purposes, and when appropriate, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal Tax Code.

Section 2. The corporation is further organized for the specific purpose of supporting the advancement of new project mobilization in downtown St. Petersburg, and especially in the Bayboro Harbor area of downtown St. Petersburg, Pinellas County, Florida.

Section 3. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the purpose set forth in the purpose clause hereof. No 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 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 an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any further future federal tax code, or (b) by an organization, contributions to which are deducted under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 4. The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

Section 5. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

Section 6. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

Section 7. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

Section 8. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

Section 9. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(d)(2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

Section 10. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, distribute assets of the corporation exclusively to one or more exempt organizations with purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, 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. Any such assets not disposed of shall be disposed of by the circuit court of the county in which the principal offices of the corporation is then located exclusively for

such purposes or to such organization, or organizations, as said court shall determined, which are organized and operated exclusively for such purposes.

**ARTICLE III.
TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE IV.
MEMBERS**

The corporation shall have Members. The membership of this corporation shall constitute all persons hereinafter named as Subscribers, as Directors, and such other persons who, from time to time hereafter, support the corporate purpose as described herein and are otherwise residents of the State of Florida.

**ARTICLE V.
BOARD OF DIRECTORS**

Section 1. The business affairs of this corporation shall be managed by the Board of Directors.

Section 2. This corporation shall have at least three (3) members of the Board initially. The number of Directors may be changed from time to time as provided by the Bylaws, but their number may never be less than three (3).

Section 3. Only persons who are Members of the corporation shall be eligible to serve on the Board of Directors.

Section 4. The names and addresses of the initial Board of Directors who are to serve as Directors until the first meeting of the membership is as follows:

Name	Address
Kenneth W. Heretick	125 Fifth Street South St. Petersburg, FL 33701
Donald A. Shea	100 First Avenue South, Suite 477 St. Petersburg, FL 33701
Andrew E. Barnes	The Pointer Institute 801 Third Street South St. Petersburg, FL 33701

Section 5. Members of the Board of Directors shall be elected and hold office as provided in the Bylaws.

**ARTICLE VI.
OFFICERS**

Section 1. The officers of the corporation shall be a President, Vice President, a Secretary, a Treasurer, and such number of additional Vice Presidents or other officers as may be provided in the Bylaws.

Section 2. The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

Name	Office
Kenneth W. Heretick	President
Donald A. Shea	Secretary/Treasurer

Section 3. The officers shall be elected at the annual meeting of the Board of Directors or as provided in the Bylaws.

Section 4. The officers shall have such duties, responsibilities and powers as provided by the Bylaws.

**ARTICLE VII.
BYLAWS**

The membership shall adopt Bylaws for the corporation at the first meeting of the membership of the corporation after the approval of these Articles of Incorporation by the Secretary of State. Additional Bylaws or alterations or rescission of the first Bylaws shall be enacted by the Members or Directors.

**ARTICLE VIII.
CONDUCT OF AFFAIRS**

The conduct of the affairs of the corporation shall be limited by the various provisions of the Bylaws including but not limited to the following matters: provisions establishing classes of membership and limiting voting rights to one or more of such classes; and provisions creating, dividing, limiting and regulating the powers of the corporation, the Directors and the Members.

**ARTICLE IX.
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 100 First Avenue South, Suite 477, St. Petersburg, Florida 33701, and the name of the initial registered agent of this corporation located at that address is DONALD A. SHEA.

**ARTICLE X.
SUBSCRIBERS**

The subscribers to these Articles of Incorporation are:

Name	Address
Kenneth W. Heretick	125 Fifth Street South St. Petersburg, FL 33701
Donald A. Shea	100 First Avenue South, Suite 477 St. Petersburg, FL 33701
Andrew E. Barnes	The Pointer Institute 801 Third Street South St. Petersburg, FL 33701

**ARTICLE XI.
AMENDMENT OF ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended by the Members and the Directors. Such amendment shall be proposed and adopted by a vote of the Directors and Members of the corporation.

THESE ARTICLES are subscribed to by:

Kenneth W. Heretick
Kenneth W. Heretick
Donald A. Shea
Donald A. Shea
Andrew E. Barnes
Andrew E. Barnes

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 1 day of ^{June} ~~May~~, 2004, by **KENNETH W. HERETICK**, who ☒ is personally known to me, or ☐ produced a valid Florida driver's license, number _____ or as _____ identification.

KAREN D. NUNLEY
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # DD164541
EXPIRES 11/13/2008
BONDED THRU 1-888-NOTARY1

My Commission Expires:

K. D. Nunley
Notary Public

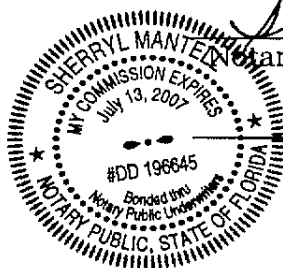
(SEAL)

Karen D Nunley
(Legibly print name of notary public on this line)

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 1st day of JUNE, 2004, by **DONALD A. SHEA**, who ☒ is personally known to me, or ☐ produced a valid Florida driver's license, number _____ or
☐ _____ as
identification.

My Commission Expires:



Sherryl Mantell
Notary Public

Sherryl Mantell

(SEAL)

(Legibly print name of notary public on this line)

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 2nd day of June, 2004, by **ANDREW E. BARNES**, who ☐ is personally known to me, or ☐ produced a valid Florida driver's license, number _____ or
☐ _____ as
identification.

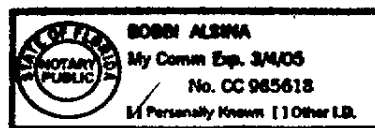
My Commission Expires:

Bobbi Alsina
Notary Public

(SEAL)


Bobbi Alsina

(Legibly print name of notary public on this line)



ACCEPTANCE

I hereby accept to act as Initial Registered Agent for **ST. PETERSBURG DOWNTOWN REEVITALIZATION CORPORATION**, as stated in these Articles of Incorporation.



Donald A. Shea

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CLERK OF CIRCUIT COURT
ST. PETERSBURG, FL