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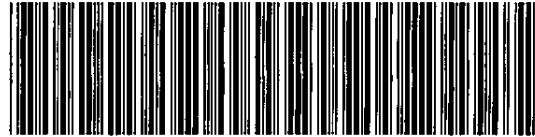
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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Lincoln Park MAINSTREET

**DOCUMENT NUMBER:** N06000011842

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Elise Rollins

(Name of Contact Person)

Lincoln Park MAINSTREET

(Firm/ Company)

P.O. BOX 3224

(Address)

FORT PIERCE, FLORIDA 34950

(City/ State and Zip Code)

For further information concerning this matter, please call:

ELISE ROLLINS

(Name of Contact Person)

at ( 772 ) 359-1928

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &  
Certificate of Status

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Certified Copy  
(Additional Copy  
is enclosed)

**Mailing Address**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Articles of Amendment  
to  
Articles of Incorporation  
of

Lincoln Park MAINSTREET, Inc.

(Name of corporation as currently filed with the Florida Dept. of State)

N06000011842

(Document number of corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

**NEW CORPORATE NAME (if changing):**

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

**AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE)** Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

ARTICLE I, ARTICLE II, ARTICLE III, ARTICLE IV, ARTICLE V-SECTION A, B, C, D, E, F,  
ARTICLE VI, ARTICLE VII, ARTICLE VIII, ARTICLE IX, ARTICLE X-SECTION A, SECTION B  
ARTICLE XI-SECTION A, B, ARTICLE XII-SECTION A, B, ARTICLE XIII-SECTION A, B,  
ARTICLE XIV-SECTION A, B.

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The date of adoption of the amendment(s) was: April 10th, 2008

Effective date if applicable: April 10th, 2008  
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- ☒ The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signature \_\_\_\_\_

(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

*Bennie Clark*  
BENNIE CLARK

(Typed or printed name of person signing)

*Bennie Clark*  
SECRETARY OF BOARD

(Title of person signing)

**FILING FEE: \$35**



**LINCOLN PARK MAINSTREET  
BOARD OF DIRECTORS  
BYLAWS**

**ADOPTED MARCH 1<sup>ST</sup>, 2007**

**Amended Bylaws and Articles of Incorporation**

## **LINCOLN PARK MAINSTREET, INC.**

### **ARTICLE I – CORPORATION NAME**

- Section A.** The name of the corporation shall be LINCOLN PARK MAINSTREET INC. hereinafter referred to as the “Corporation.”

### **ARTICLE II – DEFINITIONS**

- Section A.** “Corporation,” herein, shall mean and refer to the LINCOLN PARK MAINSTREET, INC., its successors and assigns.
- Section B.** “Board of Directors,” herein, shall mean and refer to the current, elected Directors and Officers of the Corporation, its successors and assigns.
- Section C.** “Directors,” herein, shall mean and refer to the current, elected officers and elected directors persons of the Corporation, its successors and assigns.
- Section D.** “Board,” herein, shall mean and refer to the Board of Directors.
- Section E.** “Members” herein shall refer to the current, due paying members of the of the Corporation, its successors and assigns.

### **ARTICLE III – PURPOSE AND OBJECTIVES**

- Section A.** The purposes for which the (corporation) is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of section 501 © (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.
- Section B.** Notwithstanding any other provisions of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from the Federal income tax under section 501 (a) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.
- Section C.** Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 © (3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal tax code, or shall be distributed to the Federal, 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 organization is then located, exclusively for such purposes.

#### **ARTICLE IV – MEMBERSHIP**

**Section A.** The Corporation will have due paying members. They will be members in two (2) capacities; one (1) Business owners, two (2) Support Community members. Membership will run from membership payment date to the next year's membership date.

#### **ARTICLE V – BOARD OF DIRECTORS**

**Section A.** Board role, size, and compensation: The Board of Directors of the Corporation, hereinafter referred to as the "Board", is responsible for overall policy and direction of the Corporation, and delegates responsibility of day-to-day operations to the staff and committees. The Board shall have up to thirteen (13) and no fewer than nine (9) directors. The Board receives no compensation other than reasonable expenses. The Board membership must always consist of a County and a City Official.

**Section B.** Officers and Duties: There shall be five (5) officers of the Board consisting of a President, Vice-President, Secretary, Treasurer, and Parliamentarian.

Their duties will be the following:

1. The President of the Board assures that the Board of Directors fulfills its responsibilities for the governance of the organization. He/she will be a partner to the Executive Director, helping him/her to achieve the mission of the organization. He/she will assure that the Board and its committees are adequately and currently informed – through reports and other methods - of the condition of the organization and its operations.
2. The Vice-President acts as the President in his or her absence. He/she assists the president on the above or other specified duties. This person will be assigned to a special area of responsibility by the President and the Board of Directors. He/she understands the job description of the President and is able to perform the duties as required. He/she will participate as a vital part of the board leadership.

- Section B.**     Organization Committee: The Organization Committee will involve everyone working toward the same goal and assembling the appropriate human and financial resources to implement a Main Street revitalization program. It will provide ad hoc committees to make up the fundamental organizational structure of the volunteer-driven program. Volunteers are coordinated and supported by an Organization Committee Chair. This structure not only divides the workload and clearly delineates responsibilities, but also builds consensus and cooperation among the various stakeholders.
- Section C.**     Promotions Committee: The Promotions Committee sells a positive image of the commercial district and encourages consumers and investors to live, work, shop, play, and invest in the Main Street district. By marketing the district's unique characteristics to residents, investors, business owners, and visitors, an effective promotional strategy forges a positive image through advertising, retail promotional activity, special events, and marketing campaigns carried out by local volunteers. These activities improve consumer and investor confidence in the district and encourage commercial activity and investment in the area. This committee will be chaired by a Public Relations organizer.
- Section D.**     Economic Restructuring Committee: Economic Restructuring Committee strengthens a community's existing economic assets while expanding and diversifying its economic base. The Main Street program helps sharpen the competitiveness of existing business owners and recruits compatible new businesses and new economic uses to build a commercial district that responds to today's consumers' needs. Converting unused or underused commercial space into economically productive property also helps boost the profitability of the district. This committee is chaired by an Economic Development type person from the local government arena.
- Section E.**     Design Committee: Design Committee will focus on getting the Main Street into top physical shape. Capitalizing on its best assets — such as historic buildings and pedestrian-oriented streets — is just part of the story. An inviting atmosphere, created through attractive window displays, parking areas, building improvements, street furniture, signs, sidewalks, streetlights, and landscaping, conveys a positive visual message about the commercial district and what it has to offer. Design activities also include instilling good maintenance practices in the commercial district, enhancing the physical appearance of the commercial district by rehabilitating historic buildings, encouraging appropriate new construction, developing sensitive design management systems, and long-term planning. The chair of this committee will be an individual educated in street planning and urban design.



provided there is a quorum present. The election shall be by open vote of the directors.

2. **Officers:** During the last quarter of the fiscal year of the Corporation, the Board shall elect officers whose terms will expire at the end of the two (2) years. This election shall take place during the Annual Board Retreat and Meeting of the Corporation, called in accordance with the bylaws. New and continued officers shall be elected by a majority of the Board Directors, provided there is a quorum present. The election shall be by open vote of the directors.
3. **Special Elections:** In the event of a vacancy or in the event of a Board decision to add a new director, an election of a new director or officer may take place at a regular meeting of the Board of Directors, called in accordance with the bylaws. New directors or officers shall be elected by a majority of the Board directors present at the regular meeting, provided there is a quorum present and only after each director has been provided a resume of the proposed director and a two (2) week written notice of the proposed election and the date, time, and place of the meeting. The election shall be by open vote of the directors.

**Section E.**      **Vacancies:** When a vacancy on the Board exists, the Board shall elect a new director at the earliest possible Board meeting.

**Section F.**      **Resignations, terminations, and absences:** Resignation from the Board must be in writing and received by the secretary. A Board director may be terminated from the Board due to excessive absences. Excessive is defined three (3) unexcused absences with a calendar year. A Board Director may be removed for other reasons by a three-fourths vote of the remaining Board Directors.

## **ARTICLE VI – COMMITTEES**

**Section A.**      **Committee Formations:** The Corporation will have four (4) Standing Committees. Organization Committee, Promotions Committee, Economic Restructuring Committee, and Design Committee. The Board may create other committees as needed. These committees may be for hospitality, events, public relations, nominations, etc. The chairs of these committees will be appointed by a majority vote of the Board of Directors provided there is a quorum present.

## **ARTICLE VII – EXECUTIVE DIRECTOR AND STAFF**

**Section A.** Executive Director: The Board of Directors through the recommendation of the Executive Committee hires the Executive Director. The Executive Director has day-to-day responsibility for the Corporation, including carrying out the job duties described in the job description. The Executive Director is responsible for implementing the Corporation goals and policies. The Executive Director may hire additional staff as necessary to achieve the Corporations directives. All new hires must be instituted based upon the budgetary guidelines from the Board Treasurer.

## **ARTICLE VIII - MEETINGS**

**Section A.** Meeting Order: Unless specifically provided otherwise in the Article of Incorporation, By-Laws or the rules and regulations duly adopted by the Board of Directors and/or Executive Committee; *Roberts Rules of Order*, Latest edition shall be followed at all meetings of the Corporation.

**Section B.** Quorums: A quorum must be attended by four (4) regular Board members and three (3) officers of the Board of Directors for Business transactions to take place and motions to pass.

**Section C.** The Annual meeting of the Corporation shall be conducted during the last quarter of the Corporation's fiscal year. The directors and officers of the Corporation shall be chosen during this Annual meeting.

**Section D.** Regular meetings schedule and notification: The 2<sup>nd</sup> Thursday of every month. The meetings shall have typed agendas along with the minutes from previous meetings and all pertinent information and forms will be sent to each member of the Board of Directors at least one (1) week in advance.

**Section E.** Special meetings: Special meetings of the Board shall be called upon request of the chair, or one-half (1/2) of the Board of Directors at least one (1) week in advance.

## **ARTICLE IX – FISCAL YEAR**

**Section A.** Fiscal Year: The fiscal year of the Corporation shall be from October 1<sup>st</sup> until September 30<sup>th</sup>.

## **ARTICLE X – EXPENDITURES**

- Section A.** Expenditures: The Corporation shall be authorized and empowered to pay reasonable compensation to individuals or businesses for services rendered to the Corporation necessary to further the Corporation's purpose and objectives as outlined to the Corporation's bylaws.
- Section B.** No director or employee of the Corporation shall obligate the Corporation to expenditures by the Corporation without the explicit approved consent of the Board. Any obligations initiated and/or committed in behalf of the Corporation by any director or employee of the Corporation without the explicit approved consent of the Board shall result in an immediate written reprimand of the director or employee conducting such activity and a required vote by the Board regarding the individual's possible termination from the Corporation.

## **ARTICLE XI - FUNDRAISING**

- Section A.** The Corporation shall be empowered to raise funds through grants, direct solicitations, and other legal means consistent with the purposes and objectives of the Corporation.
- Section B.** No director or employee of the Corporation shall initiate and/or conduct fundraising efforts on behalf of the Corporation without the explicit approved consent of the Board. Any fundraising efforts initiated and/or conducted on behalf of the Corporation by any director or employee of the Corporation without the explicit approved consent of the Board shall result in an immediate written reprimand of the director or employee conducting such activity and a required vote by the Board regarding the individual's possible termination from the Corporation.

## **ARTICLE XII – VOLUNTARY DISSOLUTION**

- Section A.** This Corporation may be voluntarily dissolved only at a formal meeting of the Board of Directors in which at least three-fourths (3/4) of the Board shall be present and an unanimous affirmative decision by all Board Directors present. Any proposal to dissolve the Corporation must first be approved by a unanimous affirmative decision of the Executive Committee after each Director and Committee member has been given at least thirty (30) days notice of the proposal to dissolve the Corporation and the date, time, and place of the meeting at which the proposal will be voted on.
- Section B.** Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501©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 XIII – AMENDMENT OF THE BYLAWS

**Section A.** These bylaws may be amended when necessary at a formal meeting of the Board in which a quorum of directors is present and by a vote of no less than two-thirds (2/3) of those present. Any proposal to amend the bylaws must first be approved by an unanimous decision of the Board of Director. Director has been provided a minimum of one (1) week written notice of the proposal to amend the Bylaws and the date, time, and place of the meeting at which the proposal will be voted on.

**Section B.** Any amendment to these Bylaws, duly and properly approved, shall become effective at the meeting at which the amendment is approved.

#### ARTICLE XIV – AMENDMENT OF THE ARTICLES OF INCORPORATION

**Section A.** The Articles of Incorporation of this Corporation may be amended when necessary at a formal meeting of the Board in which a quorum of directors is present and by a vote of no less than two-thirds (2/3) of those present. Any proposal to amend the Articles of Incorporation must first be.

**Section B.** Any amendment to the Articles of Incorporation, duly and properly approved, shall become effective at the meeting at which the amendment is approved.

These bylaws were approved, adopted, and amendment at a meeting of the Board of Directors by a two-thirds majority by vote on 04 / 10 / 08

Bennie Clark  
Secretary of the Corporation

04 / 10 / 08