

NO8000001464

JOAN JEFFERSON

(Requestor's Name)

R.A. GRAY BLDG., 4<sup>TH</sup> FLOOR

(Address)

500 SOUTH BRONOUGH STREET

(Address)

TALLAHASSEE, FL 32399

(City/State/Zip/Phone #)

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FLORIDA MAIN STREET

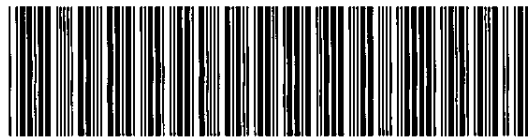
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# **ARTICLES OF INCORPORATION**

## **FRIENDS OF FLORIDA MAIN STREET, Inc.**

(A Nonprofit Corporation)

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### **Article 1: Corporate Name and Street/Mailing Address**

1.1--The name of this corporation is Friends of Florida Main Street, Inc., and its principal address shall be 500 S. Bronough St., Tallahassee, Florida 32399-0250.

### **Article 2: Incorporators**

2.1--The name and business address of the Incorporator is as follows:

Joan Jefferson  
Coordinator  
Florida Main Street  
Florida Department of State  
500 S. Bronough St.  
Tallahassee, FL 32399-0250

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The rights and interests of the Incorporator shall automatically terminate when these Articles are filed with the Secretary of State.

### **Article 3: Purpose**

3.1--This corporation is organized exclusively for charitable or educational purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, including, for such purposes, 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.

3.2--More particularly but still in compliance with section 3.1 above, this corporation may conduct programs and activities, sponsor research, sponsor programs, raise funds, request and receive grants, gifts, contributions, bequests of money, real and personal property; or acquire, receive, hold, invest and

administer, in its own name, securities, funds, objects of value, or other property, real or personal; and make expenditures and distributions to or for the direct or indirect benefit of Florida Main Street, Florida Department of State, Division of Historical Resources, to lessen the burdens of government, in compliance with Section 267.17, Florida Statutes.

3.3--Notwithstanding anything herein to the contrary, this corporation may exercise any and all, but no other, powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Internal Revenue Code.

3.4--No part of the income or principal of this corporation shall inure to the benefit of or be distributed to any director or officer of the corporation or any other person in such a fashion as to constitute an application of funds not in furtherance of a purpose of exempt organizations described in Section 501(c)(3) of the Internal Revenue Code.

3.5--No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

3.6--In the event of the complete or partial liquidation or dissolution of this corporation, whether voluntary or involuntary, no director or officer shall be entitled to any distribution or division of this corporation's property or its proceeds, and the balance of all money and other property received by the corporation from any source, after the payment of all debts and obligations of this corporation, shall be transferred exclusively to an organization or organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code, or to federal, state or local government for exclusively public purposes.

#### **Article 4: Dissolution**

4.1—Upon the 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, 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 court of competent jurisdiction of the county in which the principal office of the organization 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 purpose.

4.2--In compliance with section 4.1 above, upon dissolution of this corporation, all documents of this corporation shall be transferred to the Department of State, Division of Historical Resources, and all remaining assets shall be transferred to the Resources Operating Trust Fund, or its successor, to be used in a manner that does not impair or destroy the tax exempt status to donations, contributions, legacies or dues received by this corporation to the extent that such tax exempt status shall be allowed under any applicable law or regulation.

### **Article 5: Board of Directors**

5.1--Directors shall be appointed by the Florida Secretary of State.

### **Article 6: Registered Agent**

6.1--Friends of Florida Main Street, Inc. hereby appoints Joan Jefferson, Coordinator, Florida Main Street, 500 S. Bronough Street, Tallahassee, Florida 32399-0250 as its registered agent to accept service of process within this state.

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby 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.*

  
Signature/Registered Agent

2-13-08

Date

### **Article 7: Administration**

7.1--This corporation is organized, and shall be operated, on a non-stock basis.

**Article 8: Bylaws:**

8.1--The Directors, by majority vote, are authorized to establish Bylaws for the corporation not inconsistent with these Articles of Incorporation, and to amend same from time to time.

**Article 9: Amendments to Articles of Incorporation:**

9.1--This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation upon adoption by a majority of the Board of Directors and approval of the Florida Secretary of State.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles of Incorporation this 13 day of FEB., 2008.

  
\_\_\_\_\_  
Incorporator

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