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TALLAHASSEE, FLORIDA

**DeLoach & Peterson, P.A.**  
ATTORNEYS AT LAW

J. BOYD DeLOACH  
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(386) 428-2464  
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October 2, 2008

**FLORIDA DEPARTMENT OF STATE**

Division of Corporation  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Friends of Historic Canal Street, Inc.  
(A Florida Not for Profit Corporation)  
Our File No. 08-14271

Dear Sirs:

Enclosed please find Articles of Incorporation, along with a copy of same concerning the above-referenced corporation. I have also enclosed this firm's check in the amount of \$70.00 for your various filing fees.

Please return a conformed copy of the Articles of Incorporation to this office.

Sincerely yours,

  
SID C. PETERSON, JR.

SCP/bg  
Enclosures

**ARTICLES OF INCORPORATION**

**OF**

**FRIENDS OF HISTORIC CANAL STREET, INC.  
(A Florida Not For Profit Corporation)**

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The undersigned, acting as incorporator of a not for profit corporation pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation.

**ARTICLE I  
CORPORATE NAME, PRINCIPAL OFFICE  
AND MAILING ADDRESS**

The name of this Corporation shall be: **FRIENDS OF HISTORIC CANAL STREET, INC.**, with its principal office located at 421 Canal Street, New Smyrna Beach, Florida 32168 and its corporate mailing address being the same.

**ARTICLE II  
POWERS AND PURPOSE**

A. This corporation shall have and exercise all powers conferred upon not for profit corporations under the laws of the State of Florida generally and specifically as provided in Section 617.0302 of the Florida Not For Profit Corporation, Act, as amended.

B. The specific and primary purposes for which this corporation is organized is to promote the revitalization and redevelopment of historic Canal Street located in New Smyrna Beach, Florida.

C. The corporation is not-for-profit and is organized and shall be operated exclusively for religious, charitable, scientific, literary, or educational purposes as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or the corresponding provision of any future United States Internal Revenue Law (the "Code").

D. No part of the earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation, or to any other person (except that the Corporation may pay reasonable compensation for services rendered to or on behalf of the Corporation and make other payments and distributions in furtherance of one or more of its purposes), and no director or officer of the Corporation, or any other person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. The Corporation shall pay no dividends.

E. The Corporation shall not participate, directly or indirectly, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. The Corporation shall not have the objectives nor engage in activities that would characterize it as an "action organization" as defined in Treasury Regulations.

### **ARTICLE III NONSTOCK CORPORATION**

This corporation is organized upon a nonstock basis and shall not issue shares of stock.

### **ARTICLE IV TERM OF EXISTENCE**

This Corporation shall have perpetual existence, commencing upon filing of these Articles.

### **ARTICLE V REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The Registered Agent and the street address of the initial registered office of this Corporation in the state of Florida shall be:

**FLARE ELLIOT**  
421 Canal Street  
New Smyrna Beach, Florida 32168

The Board of Directors, from time to time, may move the Registered Office to any other address in the State of Florida.

### **ARTICLE VI MEMBERSHIP**

The Corporation shall have no members.

### **ARTICLE VII BOARD OF DIRECTORS**

The manner in which the Board of Directors are elected or appointed shall be in accordance with the by-laws of this corporation.

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**ARTICLE VIII  
OFFICERS**

The officers of this Corporation shall be elected or appointed in accordance with the by-laws of this corporation. Any two or more offices may be held by the same person.

**ARTICLE IX  
INITIAL DIRECTORS**

The names and addresses of initial Directors are:

<b>FLARE ELLIOT</b>	421 Canal Street New Smyrna Beach, Florida 32168
<b>BETTY KOPP</b>	2091 Marsh Harbour Drive New Smyrna Beach, Florida 32168
<b>GERARD PENDERGAST</b>	5900 So. Atlantic Avenue New Smyrna Beach, Florida 32169
<b>JANET BERGMAN</b>	421 Canal Street New Smyrna Beach, Florida 32168

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**ARTICLE X  
DISSOLUTION**

In the event this corporation should be dissolved for any cause, all of its assets and any funds resulting from the sale of its property shall be used exclusively in furtherance of the purposes enumerated in these Articles, and none of its funds or property shall inure to the profit of any private individual or corporation. Any distributions hereunder shall be paid as determined by the Board of Directors, over to a local organization or local organizations, as the case may be, with similar aims to those of this corporation having qualified for exemption under 501(c)(3), 501(c)(7), or 170(c)(2), of the Internal Revenue Code of 1954.

**ARTICLE XI  
INCORPORATOR**

The name and address of the person signing these Articles of Incorporation as the Incorporator are:

**FLARE ELLIOTT**  
421 Canal Street  
New Smyrna Beach, Florida 32168

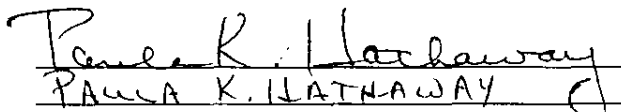
**IN WITNESS WHEREOF**, the undersigned as Incorporator has executed the foregoing Articles of Incorporation on this 1 day of October, 2008.


  
**FLARE ELLIOT**

**STATE OF FLORIDA**

**COUNTY OF VOLUSIA**

**BEFORE ME**, a Notary Public, personally appeared, **FLARE ELLIOT**, who is personally known to me or who has produced N/A as identification and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to these Articles of Incorporation on this 1st day of October, 2008.

  
PAULA K. HATHAWAY  
(Notary - print name)  
Notary Public - State of Florida  
Commission No.:  
My Commission Expires:

NOTARY PUBLIC  
 **Paula K. Hathaway**  
Commission # DD552560  
Expires June 14, 2010  
Bonded Troy Fan - Insurance, Inc. 800.395.1014  
STATE OF FLORIDA

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**CERTIFICATE**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That **FRIENDS OF HISTORIC CANAL STREET, INC.**, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at the City of Ormond Beach, County of Volusia, State of Florida, has named **FLARE ELLIOT**, 421 Canal Street, New Smyrna Beach, Florida, Volusia County, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida relative to keeping the designated office open.

  
**FLARE ELLIOT**, as Registered Agent