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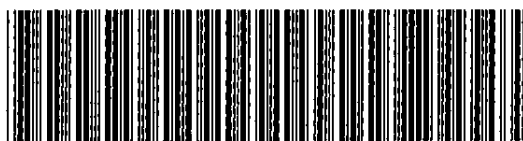
(Business Entity Name)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MRD
2/10



February 6, 2009

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Dear Sir/Madam:

Enclosed please find the Articles of Incorporation for the Florida Black Bear Scenic Byway Corridor Management Entity and check number 7165 in the amount of \$78.75 to cover the filing fees, registered agent designation, and a certified copy.

If you have any questions, please contact me at 1-386-749-3642 or by email at ehrlight@hotmail.com. Thank you.

Sincerely,

Anthony Ehrlich
Registered Agent

**ARTICLES OF INCORPORATION
OF
FLORIDA BLACK BEAR SCENIC BYWAY CORRIDOR MANAGEMENT ENTITY,
INC.**

We, the undersigned, hereby associate ourselves together for the purpose of becoming incorporated under Chapter 617 of the laws of the State of Florida, applicable to corporations not for profit, under the following proposed charter :

ARTICLE I

The name of the corporation shall be the Florida Black Bear Scenic Byway Corridor Management Entity, Inc. and the principal office location and mailing address shall be 299 Lemmon Road, Barberville, FL 32805.

ARTICLE II

This Corporation is organized exclusively for charitable, scientific, public service, historic preservation, and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law. This Corporation is organized in order to engage in any lawful purposes not for pecuniary profit.

The purpose of the corporation is to enhance, encourage and promote the preservation and protection of the outstanding natural, ecological, cultural, recreational and historical resources of the Florida Black Bear Scenic Byway for its residents, inhabitants, visitors and future generations and to educate the general public as to qualities of the Byway corridor.

The corporation is constituted so as to attract support from contributions, directly or indirectly, from a representative number of persons in the area in which it operates and has not been formed for pecuniary profit or financial gain, and no part of the assets, income or profit of the Corporation is distributable to, or inures to the benefit of, its directors or officers; provided however, reasonable compensation as set by the Board of Directors may be paid for services rendered to or for the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this certificate, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or by a corporation contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE III

For such purposes, and operating without profit, and in the manner herein stated, the corporation shall have the power to:

- A. Engage in any and all activities which may be deemed necessary or appropriate for the proper and successful attainment of the objects and purposes for which this corporation was created including but not limited to:

1. owning and conveying property or any interest in property, real or personal;
 2. operating and maintaining real property;
 3. collecting and expending dues paid by Members in amounts established by the Board of Directors;
 4. collecting and expending donations of money or property, real or personal; or other sums paid by Members or other persons or entities for the purpose of conservation, preservation or environmental protection.
- B. Solicit, accept, hold and administer contributions received by deed, gift, will, ordinance, statute or otherwise, either in trust or otherwise; to own, hold, operate and administer or dispose

C. Provided further, that:

1. Assets or property held in trust for the corporation or by the corporation for its corporate purposes as herein stated shall be segregated and identified as being so held, and shall not be held without disclosure of the fiduciary capacity in which they are held.
2. The Corporation shall not engage in any transaction prohibited by Section 501 (c)(3) of the United States Internal Revenue Code as now enacted or as it may hereafter be amended.
3. The Corporation shall not apply accumulation of income in any manner which may subject it to denial of exemption as provided in Section 504 of the United States Internal Revenue Code as now enacted, or as it may hereafter be amended.
4. In the event of the dissolution of this Corporation, any assets of said corporation then remaining shall be distributed to the Pioneer Settlement for the Creative Arts in Barberville, Florida, an organization qualified under Section 501 (c) (3) of the Internal Revenue Code of 1986 as amended.

ARTICLE IV

The term for which this Corporation shall exist shall be perpetual.

ARTICLE V

The By-Laws of this Corporation shall be made, altered and rescinded by a two-thirds vote of the Directors present and voting at any regular meeting of the Directors or at a special meeting called for that purpose.

ARTICLE VI

The names and addresses of the incorporator is as follows:

Anthony Ehrlich, 299 Lemmon Road, Barberville, FL. 32105.

ARTICLE VII

The affairs of this Corporation shall be managed by a Board which shall be composed of not less than three (3) members and the following officers: President/Chairman, Vice-President/Vice Chairman, and Secretary, and such other officers as the Board may deem appropriate.

ARTICLE VIII

The Directors shall be elected at the annual meeting and hold office in accordance with the By-Laws.

ARTICLE IX

The names of the Directors who are to manage the affairs of this Corporation until the first election under the charter shall be as follows:

Anthony Ehrlich, 299 Lemmon Road, Barberville, FL 32105, Chair
Monso Tatum, 245 1/2 West Plymouth Ave., DeLand, FL 32720, Vice-Chair
Tamara Fleischhaker, 2909 SE 7th Ave., Unit B, Ocala, FL 34471, Secretary

ARTICLE X

The street address of the initial registered office of this Corporation is 299 Lemmon Road, Barberville, FL 32105 and the name of the initial registered agent is Anthony Ehrlich.

ARTICLE XI

These Articles of Incorporation may be amended by the directors of the Corporation at a special meeting of the directors called for that purpose by a two-thirds vote of those present.

ARTICLE XII

The qualification of members and manner of their admission shall be regulated by the By-Laws.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set her hand and seal this 6th day of February 2009.

Signed, Sealed and Delivered

In the Presence of:

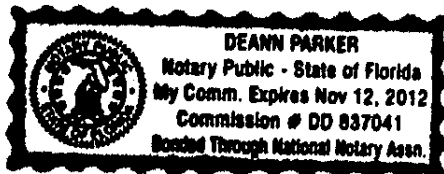
Deann Parker

Anthony Ehrlich

Anthony Ehrlich

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing Instrument was acknowledged before me this 6th day of February, 2009, by Anthony Erlich, who is personally known to me [] or who has produced FLDL as identification.



Deann Parker
Notary Public/State of Florida at Large

My Commission Expires: 11/12/12

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THIS STATE, NAMING AGENCY UPON WHOM PROCESS MAY BE
SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

Florida Black Bear Scenic Byway Corridor Management Entity, Inc., desiring to organize under the laws of the State of Florida, with its principal office at the City of Barberville, County of Volusia, State of Florida as set forth in the Articles of Incorporation, has named Anthony Erlich, located at 299 Lemmon Road, Barberville, FL 32105, as its Registered Agent to accept service of process on the corporation's behalf within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping said office.

By: Anthony Erlich
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA