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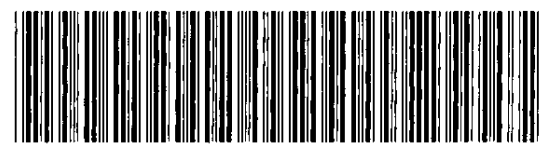
(Business Entity Name)

(Document Number)

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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

May 7, 2009

\*\*\*CSC\*\*\*

SUBJECT: HERITAGE CROSSROADS, INC.  
Ref. Number: W09000021611

**RESUBMIT**  
Please give original  
submission date as file date.

We have received your document for HERITAGE CROSSROADS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list at least one incorporator with a complete business street address.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6062.

Eula Peterson  
Regulatory Specialist II  
New Filing Section

Letter Number: 509A00015516



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195  
REFERENCE : 983517 81879A  
AUTHORIZATION : *[Signature]*  
COST LIMIT : \$ 78.75

ORDER DATE : May 6, 2009  
ORDER TIME : 9:53 AM  
ORDER NO. : 983517-005  
CUSTOMER NO: 81879A

DOMESTIC FILING

NAME: HERITAGE CROSSROADS, INC.

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Joyce Markley - EXT. 2930

EXAMINER'S INITIALS: \_\_\_\_\_

09 MAY 22 AM 11:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
FOR HERITAGE CROSSROADS, INC.  
(A Corporation Not for Profit)**

Pursuant to the provisions of Section 617.1002, 617.1006, and 617.1007 of the Florida Not For Profit Corporation Act, the undersigned corporation adopts these Articles of Incorporation, to wit:

**ARTICLE I. NAME**

The name of this corporation shall be Heritage Crossroads, Inc., a Florida not for profit corporation, and the address shall be: 2129 US Highway 1, Bunnell, Florida 32110.

The organization is organized exclusively for charitable and educational purposes, 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.

**ARTICLE II. PURPOSES**

The general nature of the objects and purposes of this corporation shall be: To have full power to do any and all things deemed necessary in carrying on any and all of the objectives of the corporation and generally to implement a Corridor Management Entity to foster and promote the Scenic Highway Corridor known as HERITAGE CROSSROADS: MILES OF HISTORY, in Flagler, Volusia and St. Johns Counties, Florida, to further the designation of the Scenic Highway Corridor, to provide a means to administer the Corridor Management Plan, and to do anything necessary in order to promote the purposes of the corporation; to promote the preservation of the region's heritage including its historical, archaeological and cultural resources while being respectful of the future of our community; to educate

the local regional, state, national, and international communities on the advantages of Scenic Highway designation for Heritage Crossroads: Miles of History and to promote the historical preservation and economic growth and development of Bunnell, Flagler Beach, Palm Coast and Flagler, Volusia and St. Johns Counties by such Scenic Highway designation; to encourage and assist public improvements to accommodate the above; to apply for and administer various grants and assistance programs of state and federal agencies such as the Department of Transportation, as well as private trusts and corporations offering assistance in the implementation of community historic preservation, aesthetic enhancements and recreation amenities; to train and work in conjunction with entrepreneurs, corporate managers, professionals and others with broad range, long term interest in scenic corridor management. In undertaking these purposes, the corporation may accept from or make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future United States Tax Code.

**ARTICLE III. POWERS**

In furtherance of the purposes set forth in Article II, the Corporation shall have all of the powers and duties of a corporation organized under the Act and other applicable state statutes, including, but not limited to, the power to raise and expend funds for research, training, education and the promotion of the designation, maintenance, and economic development of the Scenic Highway Corridor on a local, state, or regional basis.

The powers stated herein shall be construed as purposes as well as powers, and the matters expressed in any clause shall not be limited by reference to or inference from the terms of any other, but shall be regarded as independent

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TALLAHASSEE FLORIDA

purposes and powers; and the enumeration of specific purposes and powers shall not be construed to limit or restrict the meaning of general terms of the general powers; nor shall the express of one thing be deemed to exclude another not expressed, although it be of like nature.

By way of example and not limitation, the corporation shall have the following powers:

- A. Protect, preserve, maintain and enhance the historic, natural and scenic resources of the corridor.
- B. Provide safe access to our historic, scenic, and recreational intrinsic Resources that will promote their use while preserving their beauty for future generations.
- C. Promote responsible regional commercial and residential development, and tourism by partnering with local governments, individuals and community organizations.
- D. Education – Increase awareness of our unique regional history and appreciation for our rich natural environment through the development and presentation of our corridor story to residents and tourists alike:
- E. Economic Development and Tourism – Esthetically enhance, improve and beautify the Heritage Crossroads corridor.

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Notwithstanding any other provision of this certificate, the Bylaws of the corporation or any other governing document, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization exempt under Section 501(c)(3) of the Internal Revenue Code and its regulation as they now exist or as they may hereinafter be amended, or by any organization, contributions to which are deductible under Section 170(c)(2) of such

code and regulation as they now exist or as they may hereafter be amended.

**ARTICLE IV. QUALIFICATION OF MEMBERS**

Any person, corporation or other association shall be entitled to membership in accordance with the provisions of the Bylaws.

**ARTICLE V**

**TAX RESTRICTIONS**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its trustees or officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make reimbursement for expenses incurred in connection with the business or activities of the corporation. For any period with respect to which the corporation is a "private foundation" as defined in Section 509 of the Internal Revenue Code of 1954 (or corresponding provisions of any future United States Internal Revenue law), it shall:

- A. Distribute income for each such period at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or the corresponding provisions of any future US Internal Revenue law.
- B. Not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or the corresponding provisions of any future US Internal Revenue law.
- C. Not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or the corresponding provisions of any future US Internal Revenue law.
- D. Not make any investments in such a manner as to subject it to

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COUNTY OF ALACHUA

tax under Section 4944 of the Internal Revenue Code of 1954, or the corresponding provisions of any future US Internal Revenue law; and

E. Not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or the corresponding provisions of any future US Internal Revenue law.

**ARTICLE VI. OFFICERS**

The officers of the corporation shall be a Chairperson, a Vice-Chairperson, a Secretary, a Treasurer, FDOT District 5 Scenic Highway Coordinator and such other officers as may be provided in the Bylaws. The officers shall be elected at the annual meeting of the Board of Directors or as provided in the Bylaws.

**ARTICLE VII. BOARD OF DIRECTORS**

The business affairs of this corporation shall be managed by the Board of Directors. The number of Directors may be increased or decreased by the Board of Directors, but shall never be less than three nor more than thirty.

Members of the Board of Directors shall be elected and hold office in accordance with the Bylaws.

**ARTICLE VIII. BYLAWS**

The Board of Directors of this corporation may provide such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Upon proper notice, the Bylaws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

**ARTICLE IX. AMENDMENTS**

These Articles of Incorporation may be amended as provided by Florida law.

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DEPARTMENT OF REVENUE  
TALLAHASSEE, FLORIDA



**ARTICLE X. ADDRESS**

The address of the principal office of this corporation shall be at 2129 US Highway 1, Bunnell, Florida 32110. The Board of Directors may, from time to time, move the principal office to any other address in the region.

**ARTICLE XI. DISTRIBUTION OF ASSETS UPON DISSOLUTION**

Upon the dissolution of the organization, 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 Common Pleas 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 purposes.

**ARTICLE XII. RESIDENT AGENT**

The Resident Agent for this corporation shall be JOHN SEIBEL, 2129 US Highway 1, Bunnell, Florida 32110, to accept service of process within this State as to this corporation.

**ARTICLE XIII. INDEMNIFICATION**

Every Director and Officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party, or in which he may become involved by reason of his being or having been a Director or Officer at the time said expenses are incurred. The foregoing right of indemnification shall be in

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TALLAHASSEE, FLORIDA

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addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

**ARTICLE XIV. INCORPORATOR**

The name and business address of the Incorporator of this corporation is as follows:

**TIMOTHY J. CONNER  
c/o Thunder Gulch  
2551 N. State St.  
Bunnell, FL 32110**

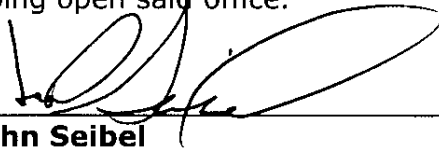
**IN WITNESS WHEREOF**, the undersigned incorporator has executed these Articles of Incorporation this 19 day of MAY, 2009.

  
\_\_\_\_\_  
**Timothy J. Conner, Incorporator**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACCEPTANCE BY REGISTERED AGENT**

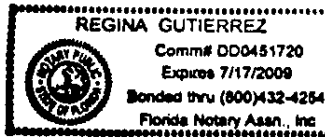
Having been designated as registered agent to accept service of process for the above-stated corporation, at the registered office above, I hereby accept said designation, agree to act in this capacity, and agree to comply with the provisions of Section 48.091, Florida Statutes relative to keeping open said office.



**John Seibel**  
**Registered Agent**

**STATE OF FLORIDA**  
**COUNTY OF FLAGLER**

The foregoing instrument was acknowledged before me this 29<sup>TH</sup> day of APRIL, 2009, by **JOHN SEIBEL** who is personally known to me or who has produced \_\_\_\_\_ as identification and who did/did not take an oath.

  
**NOTARY PUBLIC**  
**My Commission Expires:**

09 MAY 22 AM 11:33  
REGINA GUTIERREZ  
NOTARY PUBLIC, STATE  
OF FLORIDA  
FLAGLER COUNTY, FLORIDA