

MAY-15-2013 WED 03:43 PM FRESE HANSEN FAX NO. 321 951 3741 P. 01
Division of Corporations Page 1 of 1
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Florida Department of State
Division of Corporations
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
EAU GALLIE ARTS DISTRICT MAIN STREET, INC.**

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P. 02



May 14, 2013

FLORIDA DEPARTMENT OF STATE

Division of Corporations

EAU GALLIE ARTS DISTRICT MAIN STREET, INC.
PO BOX 360564
MELBOURNE, FL 32936US

SUBJECT: EAU GALLIE ARTS DISTRICT MAIN STREET, INC.
REF: N10000011871

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Amended and Restated articles for nonprofit corporations are filed in compliance with section 617.1007.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Please correct your document to reflect that it is filed pursuant to the correct statute number.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Gene Albritton
Regulatory Specialist II

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
EAU GALLIE ARTS DISTRICT MAIN STREET, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
13 MAY 15 PM 1:13

Original Articles of Incorporation filed with the
Florida Department of State on December 28, 2010

On March 15, 2013, the Board of Directors of **EAU GALLIE ARTS DISTRICT MAIN STREET, INC.** (the "Corporation"), voted unanimously to adopt, and approve, the following Amended and Restated Articles of Incorporation pursuant to the provisions of Section 617.1007 of the Florida Not-for-Profit Corporation Act. There are no members entitled to vote on the Amended and Restated Articles of Incorporation.

BE IT RESOLVED that the Articles of Incorporation shall be amended and restated to read in their entirety as follows:

ARTICLE I

The name of this Corporation is Eau Gallie Arts District Main Street, Inc.

ARTICLE II

This Corporation shall commence on January 1, 2011.

ARTICLE III

The Corporation is organized and shall be operated for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue law) (hereinafter the "Internal Revenue Code"); to engage in activities related to the aforementioned purpose; and to invest in, receive, hold, use and dispose of all property, real or personal, as may be necessary or desirable to carry into effect the aforementioned purposes.

In furtherance of the aforementioned purposes the Corporation shall:

1. To promote the growth, development and preservation of the historic section of the Downtown Eau Gallie district of Melbourne, Florida, for the benefit of its citizens and visitors.
2. To make available educational programs and activities to all residents of Brevard County in an effort to promote the history, culture, and architecture of the Downtown Eau Gallie district of Melbourne, Florida.
3. To lessen the burdens of government by generating restoration and renovation projects and assisting in economic activities in the Downtown Eau Gallie district of Melbourne, Florida, which protect the public's investment in infrastructure.
4. To acquire, own, purchase, lease, dispose of, and deal with real and personal property and interests, whether absolutely or in trust therein and to apply gifts, grants, bequests, and devises and the proceeds thereof in furtherance of the purposes of the Corporation.
5. To do such things and to perform such acts to accomplish its purposes as the Board of Directors may determine to be appropriate and as are not prohibited by Section 501(c)(3) of the Internal Revenue Code of 1986 and regulations thereunder, with all the power conferred on non-profit corporations under the laws of the State of Florida.

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ARTICLE IV

The initial street and mailing address for the principal place of business of the Corporation is 1463 Highland Avenue, Melbourne, Florida 32935, and Post Office Box 360564, Melbourne, Florida 32936.

ARTICLE V

The name and address of the initial registered agent is: Gary B. Frese, Esq., 2200 Front Street, Suite 301, Melbourne, Florida 32901.

ARTICLE VI

The initial Board of Directors of the Corporation shall consist of five (5) Directors initially. The number of Directors may be either increased or diminished from time to time by the procedures stated in the By-Laws, but shall never be less than three (3), nor more than fifteen (15), the exact number to be determined in accordance with the By-Laws. The manner of electing Directors shall be provided for in the Bylaws of the Corporation. The names and addresses of the persons who shall serve as Directors until successors have been elected and qualified, are as follows:

THOMAS POWERS	149 Martesia Way, Indian Harbour Beach, Florida 32937
LINK JOHNSTEN	1490 Highland Avenue, Melbourne, Florida 32935
CARL KAISERMAN	3830 S. Highway A1A, #4-190, Melbourne Beach, Florida 32951
RICHARD BONAS	Post Office Box 361144, Melbourne, Florida 32936
TIM DERATANY	11520 Dragon Point Drive, Merritt Island, Florida 32952
J. EARL EVANS, JR.	704 Greenwood Manor Circle, West Melbourne, Florida 32904
HEATHER EVERETT	1405 Highland Avenue, Melbourne, Florida 32935
JOAN FLAVIN	1478-B Highland Avenue, Melbourne, Florida 32935
VONNIE HOYMAN	844 Oak Park Drive, Melbourne, Florida 32940
NEAL JOHNSON	202 N. Harbor City Blvd., #100, Melbourne, Florida 32935
STEVE LUM	2091 N. Harbor City Blvd., Melbourne, Florida 32935
JACIE STIVERS	1120 Palmetto Avenue, Melbourne, Florida 32901
VIRGINIA WOOD	1279 Houston Street, Melbourne, Florida 32935

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TALLAHASSEE, FLORIDA

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ARTICLE VII

The officers of the Corporation shall be a president, vice president, secretary and treasurer. The manner of electing officers shall be provided for in the Bylaws of the Corporation. The names and addresses of the persons who shall serve as officers of the Corporation until the first meeting of the Board of Directors, or until successors have been elected and qualified, are as follows:

THOMAS POWERS - President
149 Martesia Way
Indian Harbour Beach, Florida 32937

LINK JOHNSTEN - Vice-President
1490 Highland Avenue
Melbourne, Florida 32935

JOAN FLAVIN - Secretary
1478-B Highland Avenue
Melbourne, Florida 32935

J. EARL EVANS, JR. - Treasurer
704 Greenwood Manor Circle
West Melbourne, Florida 32904

ARTICLE VIII

The name and address of the initial incorporator shall be Gary B. Frese, Esq., 2200 Front Street, Suite 301, Melbourne, Florida 32901.

ARTICLE IX

The Corporation shall have members and the eligibility and process for becoming a member shall be set out in the Corporation's Bylaws

ARTICLE X

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. 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 (including the publishing or distribution of statements), any

political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code; or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE XI

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of all liabilities of the Corporation, distribute all assets of the Corporation exclusively for the purposes set forth in Article III hereof to an organization, or organizations, described in Section 501(c)(3) of the Internal Revenue Code, or to the federal government or state or local government for a public purpose, as the Board of Directors shall determine. 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 and for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes."

I do hereby certify that said Resolutions have not been altered, amended or rescinded and that they are in full force and effect this 30 day of ^{April}~~March~~, 2013.

ATTEST:


JOAN FLAVIN
Secretary

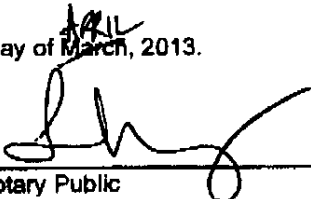

THOMAS POWERS
President

STATE OF FLORIDA
COUNTY OF BREVARD

ON THIS DAY before me, an officer duly authorized to take acknowledgments and administer oaths, personally appeared **JOAN FLAVIN**, as Secretary, who is personally known to me or produced a *Florida Driver's License* as identification.

WITNESS my hand and official seal this 30 day of ^{April} March, 2013.



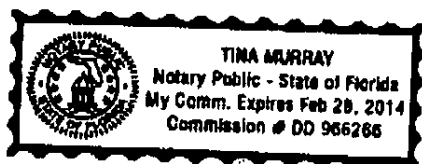


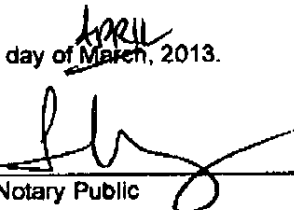
Notary Public

STATE OF FLORIDA
COUNTY OF BREVARD

ON THIS DAY before me, an officer duly authorized to take acknowledgments and administer oaths, personally appeared **THOMAS POWERS**, as President, who is personally known to me or produced a *Florida Driver's License* as identification.

WITNESS my hand and official seal this 30 day of ^{April} March, 2013.






Notary Public

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ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as Registered Agent.



GARY B. FRESE
Registered Agent

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