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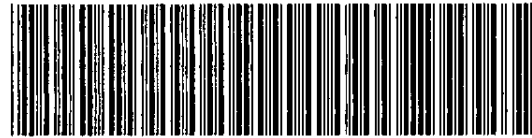
(Business Entity Name)

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TALLAHASSEE, FLORIDA

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COVER LETTER

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

SUBJECT: Old Florida Heritage Highway, Inc
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: David Carr, CMC Chairman
Name (Printed or typed)

1721 NW 10th Avenue
Address

Gainesville, Florida 32605
City, State & Zip

(352) 778-7482
Daytime Telephone number

E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
OLD FLORIDA HERITAGE HIGHWAY, INC.

THE UNDERSIGNED, for the purpose of forming a not for profit corporation pursuant to the Not for Profit Corporation Act of the State of Florida, hereby certifies:

FIRST: The name of the Corporation is:

OLD FLORIDA HERITAGE HIGHWAY, INC.

SECOND: The address of the initial principal office of the Corporation is 7610 SE 185th Avenue, Evinston, Florida, 32633. The mailing address of the Corporation is Old Florida Heritage Highway, P.O. Box 724, Micanopy, FL 32667.

THIRD: The Corporation is organized exclusively for charitable, scientific, and educational purposes within the meaning of § 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended ("the Code"). The purposes for which the Corporation is formed are to preserve, maintain, protect, and enhance the intrinsic resources located within designated corridors of the north central Florida area, which currently includes the scenic United States Highway 441 "Corridor," and its loop and spur roads, as part of the Florida Scenic Highway Program.

In furtherance thereof, the Corporation may receive property by gift, devise or bequest, invest and reinvest the same, and apply the income and principal thereof, as the Board of Directors may from time to time determine, either directly or through contributions to any charitable organization or organizations, exclusively for charitable, scientific, and educational purposes, and engage in any lawful act or activity for which corporations may be organized under the Florida Not for Profit Corporation Act.

In furtherance of its exclusively charitable and educational corporate purposes, the Corporation shall have all the general powers enumerated in §617.0302 of the Florida Not for Profit Corporation Act as now in effect or as may hereafter be amended, together with the power to solicit grants and contributions for such purposes.

FOURTH: There shall be at least three directors who shall be elected or appointed as provided by the Bylaws.

FIFTH: The Corporation shall have one or more class of members. The designation of classes of members, the qualifications and rights of the members of each class, any quorum and voting requirements for meetings and activities of the members, and notice requirements sufficient to provide notice of meetings and activities of members shall be set forth in the Bylaws.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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The initial directors of the Corporation shall consist of:

- 1) David Carr
1721 NW 10th Avenue
Gainesville, FL 32605
- 2) Edwin Geers
10715 SW 10th Terrace
Micanopy, FL 32667
- 3) Scott M. Richardson
P.O. Box 404
Evinston, FL 32633

SIXTH: Provisions for the regulation of the internal affairs of the Corporation, including provisions for distribution of assets on dissolution or final liquidation, are as follows:

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any member, director or officer of the Corporation, or any other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof.

B. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise permitted by § 501(h) of the Code, and in any corresponding laws of the State of Florida), and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements concerning) any political campaign on behalf of (or in opposition to) any candidate for public office.

C. During such period, or periods, of time as the Corporation is treated as a "private foundation" pursuant to §509 of the Code, the directors must distribute the Corporation's income at such time and in such manner so as not to subject the Corporation to tax under §4942 of the Code, and the Corporation is prohibited from engaging in any act of self-dealing (as defined in § 4941(d) of the Code), from retaining any excess business holdings (as defined in § 4943(c) of the Code) which would subject the Corporation to tax under § 4943 of the Code, from making any investments or otherwise acquiring assets in such manner so as to subject the Corporation to tax under § 4944 of the Code if the directors have acquired such assets, and from making any taxable expenditures (as defined in § 4945(d) of the Code).

D. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not directly or indirectly carry on any activity which would prevent it from obtaining exemption from Federal income taxation as a corporation described in § 501(c)(3) of the Code or cause it to lose such exempt status, or carry on any activity not permitted to be carried on by a corporation, contributions to which are deductible under § 170(c)(2) of the Code.

E. In the event of dissolution or final liquidation of the Corporation, all of the remaining assets and property of the Corporation shall, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation and for necessary expenses thereof, be distributed to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under § 501(c)(3) of the Code as the Board of Directors shall determine. In no event shall any of such assets or property be distributed to any member, director or officer, or to any private individual.

SEVENTH. The street address of the initial registered office of the Corporation is 7610 SE 185th Avenue, Evinston, Florida, 32633, and the name of its initial registered agent at such address is Alicia Wood.

EIGHTH. The name and street address of each incorporator is as follows:

- 1) David Carr
1721 NW 10th Avenue
Gainesville, FL 32605
- 2) Edwin Geers
10715 SW 10th Terrace
Micanopy, FL 32667
- 3) Scott M. Richardson
P.O. Box 404
Evinston, FL 32633

Executed this 8th day of December, 2010.

Incorporator Signature [Signature] Date 12/8/2010

Incorporator Signature [Signature] Date 12/8/2010

Incorporator Signature Edwin Geers Date 12/4/2010

Registered Agent Signature Alicia Wood Date 12/8/2010

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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