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FLORIDA PROFIT/NON PROFIT CORPORATION

Lynn Haven Main Street, Inc.

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EFFECTIVE DATE

3/28/11

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ARTICLES OF INCORPORATION
OF
LYNN HAVEN MAIN STREET, INC.

ARTICLE I

Name

The name of the corporation is Lynn Haven Main Street, Inc., hereinafter referred to as the "Corporation".

ARTICLE II

Term

The term of the Corporation shall be perpetual, except as provided in Article XIII hereof. The effective date of incorporation shall be March 28, 2011.

ARTICLE III

Principal Office, Mailing Address, & Registered Agent

The principal place of business of the Corporation is 825 Ohio Avenue, Lynn Haven, Florida 32444; the initial mailing address of the Corporation is 825 Ohio Avenue, Lynn Haven, Florida 32444.

The initial registered agent and office of the Corporation is Robert C. Jackson, Esq., City Attorney, 825 Ohio Avenue, Lynn Haven, Florida 32444.

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ARTICLE IV**Purposes**

The Corporation is organized as a not-for-profit corporation under Chapter 617, Florida Statutes, on a non-stock basis, exclusively for charitable, educational and scientific purposes, including, 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, and also the following:

(a) To support, promote, advance and strengthen the historic character and image of downtown Lynn Haven in cooperation with the City of Lynn Haven (the "City") and the Lynn Haven Community Redevelopment Agency (the "CRA"); and

(b) To advise and make recommendations to the City and the CRA on planning, development and other activities in the downtown Lynn Haven area to improve community access to and the preservation of the historic character of Lynn Haven, and

(c) To improve the appearance of the downtown Lynn Haven area through education, restoration, and preservation.

(d) To improve the economic base of the downtown Lynn Haven area through economic restructuring, incentives, education, restoration, and preservation.

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ARTICLE V

Powers

The Corporation shall have the following powers:

(a) To exercise, without limitation, all the powers enumerated in Florida Statutes 617.0302, as it now exists or is subsequently amended or superseded, and to do and perform such acts and to have such powers as shall be desirable and necessary in furtherance of any of the powers hereinabove enumerated which are not in derogation of the laws of the State of Florida;

(b) To perform functions which are consistent with the purposes of the corporation, the City, or the CRA;

(c) To form, become a member of, own in whole or in part, participate in the governance of including exercising control over such governance, and to contribute funds to joint ventures, partnerships, corporations, limited liability companies, or other entities, whether or not any such entity is for-profit or not-for-profit, so long as this Corporation's participation herein is primarily in furtherance of the charitable, educational and scientific purposes for which the Corporation is organized;

(d) To conduct and provide such other programs, activities and services as are necessary, incident or pertaining to the foregoing purposes of the Corporation.

No part of the Corporation's activities shall inure to the benefit of any individual, and no substantial part of its activities shall be for the carrying on

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of a program of political propaganda or for influencing legislation, nor shall it participate in any political campaign on behalf of any candidate for public office. It is the intent of the corporation to operate, when able, as a tax-exempt, not-for-profit entity pursuant to the Internal Revenue Code.

ARTICLE VI

Membership

Section 1. Sole Member. The Sole Member of the Corporation shall be the City of Lynn Haven, Florida, a municipality and public body of the State of Florida, whose principal offices are located at 825 Ohio Avenue, Lynn Haven, Florida 32444.

Section 2. Transfer of Membership. Membership in the Corporation is not transferable or assignable.

ARTICLE VII

Incorporator

The name and address of the incorporator of this Corporation is:

City of Lynn Haven, Florida
825 Ohio Avenue
Lynn Haven, Florida 32444

ARTICLE VIII

Board of Directors

Section 1. Authority of Board; Number of Board Directors. The property, affairs, business and operation of the Corporation shall be managed

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by a Board of Directors (the "Board"). The number of Board directors may be increased or decreased as provided in the Bylaws of the Corporation, but in no event shall there be less than five (5), nor more than fifteen (15) directors. The Board shall carry out the purposes of the Corporation in compliance with the Articles of Incorporation and the Bylaws of the Corporation. The term of office of each director shall be two years, except the initial term, which may be three years to offset individual director terms. Each director shall be nominated by the Board and confirmed in office by the Sole Member its sole discretion, and shall serve until the latter of the expiration of their term or the confirmation of their successor. The Sole Member shall be entitled to remove any director with or without cause.

Section 2. *Appointment of the Initial Board of Directors, Officers, and Terms.* The initial Board of Directors are:

Bill Aycock
1019 Sunset Ln.
Lynn Haven, FL. 32444
Term Ending: 3/1/13

Mike Byers
469 West 23rd St.
Panama City, FL. 32405
Term Ending: 3/1/14

Rich Filippi
9001 North Holland Rd.
Southport, FL. 32409
Term Ending: 3/1/13

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Justin Hall
3517 Azalea Way
Panama City, FL. 32405
Term Ending: 3/1/14

Dale Mortenson
212 Montana Ave.
Lynn Haven, FL. 32444
Term Ending: 3/1/13

Matt Riemer
2120 Fox Run
Lynn Haven, FL. 32444
Term Ending: 3/1/14

Jim Slonina
3005 Lynn Haven Pkwy
Lynn Haven, FL. 32444
Term Ending: 3/1/13

Debra Spradley
2210 Andrews Rd.
Lynn Haven, FL. 32444
Term Ending: 3/1/14

Sally Stanley
2300 Coral Dr.
Lynn Haven, FL. 32444
Term Ending: 3/1/13

Lisa Strickland
1205 Michigan Ave.
Lynn Haven, FL. 32444
Term Ending: 3/1/14

Section 3. Compensation. No director shall be compensated for the performance of their duties as directors but may be reimbursed for their expenses incurred in the performance of their duties as directors in accordance with the Bylaws or policies of the Corporation.

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ARTICLE IX**Indemnification**

The Corporation shall defend, indemnify and hold harmless any director or officer of the Corporation, who is a party to any threatened or pending suit or proceeding by reason of the fact that he or she is or was a director, officer or agent of the Corporation. The extent and conditions of such defense, indemnification or holding harmless may be more particularly stated in the bylaws of the Corporation.

ARTICLE X**Adoption and Amendment to the Bylaws**

The Sole Member shall adopt the initial Bylaws of the Corporation. The Board by vote of a majority of its number, with the approval of the Sole Member, may modify, alter, amend, or rescind the Bylaws of this Corporation from time to time in accordance with the Amendment procedures in such Bylaws. No Bylaw amendment is effective until approved by the Sole Member.

ARTICLE XI**Amendments to the Articles of Incorporation**

The Sole Member may amend, alter or repeal any provision to these Articles of Incorporation.

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ARTICLE XII

Annual Meeting

There shall be an annual meeting of the Board for the purpose of electing Board directors and Officers of the Board as may be necessary to fill expiring terms, and for such other purposes as directed by the Board. The Board shall from time to time hold such other meetings as provided in the Bylaws. The annual meeting shall be held at a public facility within the City of Lynn Haven maintained by the Sole Member.

ARTICLE XIII

Dissolution

Upon dissolution of the Corporation, all of its assets remaining after the payment of all costs and expenses of such dissolution, and after adequate provision has been made for the discharge or assumption of its liabilities, shall be distributed to the Sole Member, or any successor, and any assets so distributed shall be used exclusively for public, charitable or educational purposes that shall, at the time, qualify as public entities or exempt organizations under section 501(c)(3) of the Internal Revenue Code.

IN WITNESS WHEREOF, I do make and file these Articles of Incorporation hereby declaring and certifying under oath that the facts herein are true, and I accordingly set my hand and seal at Panama City, Florida on the date indicated below.

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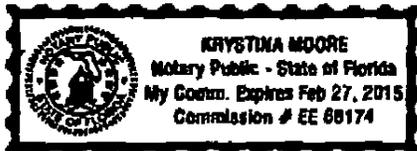
Date: 3/22/11

Walter T. Kelley
WALTER T. KELLEY, Incorporator
Mayor, City of Lynn Haven, Florida

STATE OF FLORIDA
COUNTY OF BAY

BEFORE ME personally appeared WALTER T. KELLEY, who did not take an oath, and who is personally known to me and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last named above this 22 day of March 2011.



Krystina Moore
Notary Public
Notary Public - State of Florida
My Commission Expires:

[
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Robert C Jackson
Robert C Jackson, City Attorney
Registered Agent

22 March 2011
Date

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