

Division of Corporation

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Florida Department of State

Division of Corporations

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**FLORIDA PROFIT/NON PROFIT CORPORATION  
MAIN STREET CONNECTION, INC.**

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ARTICLES OF INCORPORATION  
of

Main Street Connection, Inc.  
A Florida Not-For-Profit Corporation

The undersigned authorized officer pursuant to the provisions of Chapter 617, Florida Statute does hereby set forth the duly adopted Articles of Incorporation.

ARTICLE I  
NAME OF CORPORATION

The name of the corporation is: Main Street Connection, Inc. and the principal address of the corporation is: 401 South Palm Avenue, Unit 501, Sarasota, FL 34236.

ARTICLE II

The Registered Agent of the corporation is Peter S. Fanning, whose address is 401 South Palm Avenue, Unit 501, Sarasota, FL 34236.

ARTICLE III  
CORPORATE EXISTENCE

The period of duration of this corporation is perpetual.

ARTICLE IV  
PURPOSES

The purpose of Main Street Connection is to develop, foster and promote a convenient, accessible people mover system for the transportation of residents, visitors, tourists, business owners and employees along the business corridor of Sarasota, Florida, which system will be offered at low or no cost to the users. This undertaking will assure the business corridor's viability. In order to accomplish this, the corporation will undertake the following:

1. To function as a non-profit charitable organization for the primary purpose of carrying out the above set forth purpose.
2. To implement a system of low speed vehicles (LSV) to traverse the city of Sarasota's core business district.
3. To work closely with, and where appropriate establish partnerships with City Policy Makers, downtown civic organizations and community groups to improve the quality of life and experience of Sarasota's businesses, residents, visitors and tourists.

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4. Increase the opportunities for persons with disabilities, the elderly and others who are restricted in their ability to take advantage of the city of Sarasota's many leisure, recreational, dining and shopping venues due to physical and cognitive limitations.

5. Improve communications through marketing and advertising between Sarasota's businesses, educational, art and cultural organizations and the general public who will be encouraged by an easily accessed, convenient system of transportation to frequent downtown Sarasota.

6. Seek and apply for federal, state and private funds in support of improving the quality of the Sarasota's business corridor's continued existence and experience.

7. To operate exclusively for charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

8. To conduct programs, meetings, events, and activities; raise funds; request and receive grants, gifts, and bequests of money and property; acquire, receive, hold, invest and administer, in its own name, securities, funds, objects of value, or other property, real or personal; and make expenditures to or for the direct or indirect benefit of the corporation's purposes.

9. To receive and hold by gift, bequest or purchase any real or personal property and to manage, invest and reinvest the same and to dispose of the same for scientific, educational or charitable purposes, all for the advancement of the corporation's purposes and objectives and the encouragement and continuation of their established goals and objectives; to hold, either absolutely or in trust for any of said purposes, funds and property of all kinds subject to any limitations or conditions imposed by law or the instrument under which said property is received; to sell, lease, convey or otherwise dispose of any such property and to invest and reinvest the same or any proceeds thereof and to deal with and expand the principal and income for any of said purposes; to act as trustee; and, in general, to exercise any, all, and every power, including trust powers, which a corporation not for profit organized under the laws of the State of Florida for the foregoing purposes can be authorized to exercise.

10. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its 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 herein. 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 any candidate for public office.

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## ARTICLE V POWERS

The powers of the corporation shall include and be governed by the following:

To carry on any business whatsoever which the corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or which may be calculated, directly or indirectly, to promote the interests of this corporation or to enhance the value of its property, to conduct its business in this State, and to hold, purchase, mortgage and convey real and personal property, in the State of Florida, and to have and to exercise all the powers conferred by the State of Florida upon corporations not for profit formed under the Act pursuant to and under which this corporation is formed.

## ARTICLE VI MEMBERSHIP

Any natural person, corporation or business entity may become a general member of the corporation. Corporation membership shall be available without regard to race, color, country of origin or sexual orientation.

The corporation shall not have any voting members.

## ARTICLE VII DIRECTORS

The business affairs of this corporation shall be managed by a Board of Directors of no less than four (4) persons and no more than fifteen (15) persons. The number of Directors and the term of office and manner of election shall be as provided by the By-Laws.

## ARTICLE VIII

The name and addresses of each initial incorporators are:

|                  |  |
|------------------|--|
| Peter S. Fanning | 401 South Palm Avenue, Unit 501<br>Sarasota, FL 34236    |
| John Moran       | 1223 North Gulfstream Avenue, #302<br>Sarasota, FL 34236 |
| Anthony Driscoll | 5858 Midnight Pass #61<br>Sarasota, FL 34242-2108        |
| Andrew Dorr      | 1770 South Oval Drive<br>Sarasota, FL 34239-3735         |
| Richard Herbst   | 4737 Mainsall Drive<br>Sarasota, FL 34208-9410           |

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## ARTICLE IX OFFICERS

Section 1: The officers of the corporation shall be President, Vice President, a Secretary, a Treasurer, and such other officers as may be provided in the By-Laws. The duties of each officer shall be set forth in the By-Laws.

Section 2: The names of the persons who now serve as officers of the corporation are:

| <u>OFFICE</u>           | <u>NAME</u>      | <u>ADDRESS</u>   |
|-------------------------|------------------|--|
| President/Director      | Peter S. Fanning | 401 South Palm Ave., Unit 501<br>Sarasota, FL 34236    |
| Vice President/Director | John Moran       | 1223 North Gulfstream Ave., #302<br>Sarasota, FL 34236 |
| Treasurer/Director      | Anthony Driscoll | 5858 Midnight Pass #61<br>Sarasota, FL 34242-2108      |
| Secretary/Director      | Andrew Dorr      | 1770 South Oval Drive<br>Sarasota, FL 34239-3735       |

## ARTICLE X BYLAWS

Section 1: The Board of Trustees of this corporation may provide such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 2: Upon proper notice, the By-Laws 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 XI AMENDMENTS

Section 1: These Articles of Incorporation may be amended at a special meeting of the directors called for that purpose, by a majority vote of those present.

## ARTICLE XII TAX EXEMPT CORPORATION

Section 1: The purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of IRC 501(c)(3) or the corresponding provision of any future United States Internal Revenue Law.

Section 2: Notwithstanding any other provisions of these Articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under §501 (c) (3), of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). This

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corporation shall utilize all donations, contributions, gifts, and bequests for the purposes which promote, advance and encourage the spirit of the purposes as set forth in Article IV.

Section 3: In the event of dissolution, the residual assets of the Corporation will be turned over to one or more corporations which themselves are exempt as corporations described in Sections 501(c)(3) and 170(c)(2) of the Code or corresponding sections of any prior or future Internal Revenue Code, or to the federal, state or local government for exclusive public purposes as determined by the Board of Directors.

Section 4: It is the intention of this Corporation to remain qualified for tax exempt status. No part of the Corporation's earnings or profits shall inure to any general member or elected voting director. Anything herein to the contrary, it is the intention of the Corporation to remain qualified as a tax exempt corporation as presently provided by the Federal Tax Law or as may be hereafter amended. Any provisions of these Articles of Incorporation which would cause the Corporation to fail to remain qualified for such tax exempt status shall be null and void and shall yield to the overriding intention as herein expressed.

IN WITNESS WHEREOF, the undersigned President has executed these Articles of Incorporation this 3rd day of October, 2011.



Peter S. Fanning, President

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CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered officer/registered agent, in the state of Florida.

1. The name of the corporation is: Main Street Connection, Inc.
2. The registered agent and office is:

Peter S. Fanning  
401 South Palm Avenue, Unit 501  
Sarasota, FL 34236

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature: Date: October 3, 2011

REGISTERED AGENT FILING FEE: \$35.00

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