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BOSWELL & DUNLAP LLP

ATTORNEYS AT LAW • ESTABLISHED 1900

Clarence A. Boswell
1902-2005

David R. Carmichael
Savannah Young Cerullo
Seth B. Claytor
W. A. "Drew" Crawford
George T. Dunlap, III
Kevin M. Kohl
Richard A. Lopez
Keith D. Miller
Frederick J. Murphy, Jr.
Sean R. Parker
Donald H. Wilson, Jr.

January 13, 2016

P.O. Drawer 30
Bartow, Florida 33831

245 South Central Avenue
Bartow, Florida 33830
Phone: (863) 533-7117
Fax: (863) 533-7412

Sender's e-mail address:
drew@bosdun.com

Via Federal Express

Department of State
Division of Corporations
Corporate Filings
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

RE: **Bartow Economic Development Council, Inc.**
Filing of New Articles of Incorporation and Designation of Registered Agent

Dear Clerk:

Enclosed, please find:

- (a) The original and one (1) copy of the *Articles of Incorporation of Bartow Economic Development Council, Inc.*, to be filed with your Division and Department in accordance with § 617.01201(9) of the Florida Statutes (2015); and
- (b) A check made payable to the Department of State in the amount of **Eighty Seven Dollars and fifty cents** (\$87.50) representing division fees for (1) filing the *Articles*, (2) designating the registered agent, (3) preparing a certified copy of the *Articles* and (4) preparing a *Certificate of Status* for the new company.

When finalized, please forward the certified copy of the *Articles of Incorporation* and the *Certificate of Status* to the undersigned at Boswell & Dunlap LLP, P.O. Drawer 30, Bartow, Florida 33831-0030.

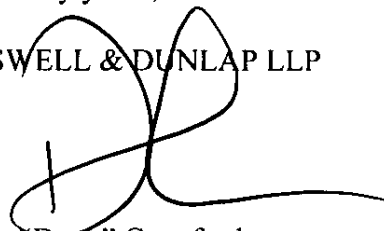
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January 13, 2016

BOSWELL & DUNLAP LLP

Should you have any questions regarding this matter, kindly contact me by email at drew@bosdun.com or by telephone at 863-533-7117.

Very truly yours,

BOSWELL & DUNLAP LLP

A handwritten signature in black ink, consisting of a large, stylized 'D' followed by a horizontal line extending to the right.

W.A. "Drew" Crawford

Encl.

CC: James F. Clements, Interim Chief Executive Officer
Jeff Clark, Chair, Board of Incorporators
George A. Long, City Manager, City of Bartow, Florida
Stephen Cox, Executive Director, Bartow Community Redevelopment Agency

ARTICLES OF INCORPORATION
OF
BARTOW ECONOMIC DEVELOPMENT COUNCIL, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
16 JAN 14 PM 1:13

We, the undersigned, hereby associate ourselves together for the purposes of becoming incorporated under Chapter 617, Florida Statutes, applicable to corporations not for profit, under the following proposed charter:

ARTICLE I

The name of the corporation shall be BARTOW ECONOMIC DEVELOPMENT COUNCIL, INC. (the "Corporation"), and the principal office shall be located at 510 North Broadway Avenue, Bartow, Florida 33830.

ARTICLE II

The Corporation has not been formed for pecuniary profit or financial gain, and no part of the assets, income or profits of the Corporation are distributable to, or inures to the benefit of, its directors or officers; *provided*, however, that reasonable compensation as set by the Board of Directors may be paid for services rendered to the Corporation. 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 any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this certificate, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the *Internal Revenue Code of 1986* (or corresponding provision of any future United States internal revenue law).

ARTICLE III

The Corporation shall serve as an Economic Development Council, with mission and

charter defined to meet the development goals and challenges of the community for growing the economic opportunity for the Bartow, Florida community and the businesses that serve the community. Focus will be on the development of strategies and implementation of the same, growing the community's financial base, preservation of the community's historic nature and assisting new and existing business with locations or expansions.

ARTICLE IV

For such purpose, and operating without profit, and in the manner herein stated, the Corporation shall, in addition to the powers provided by law, have the power to:

(a) Engage in any and all activities which may be deemed necessary or appropriate to the proper and successful attainment of the objections and purposes for which this Corporation was created; and

(b) Solicit, accept, hold and administer contributions received by deed, gift, will, ordinance, statute or otherwise, either in trust or otherwise; to own, hold, operate and administer or dispose of real and personal property, both in this state and all other states, territories and dependencies of the United States; and generally to do all things necessary and property accomplish the purposes herein stated and permitted to like non-profit corporations by law;

(c) *Provided always* that:

i. Assets or property held in trust for the Corporation or by the Corporation for its corporate purposes as herein stated shall be segregated and identified as being so held, and shall not be held without disclosure of the fiduciary capacity in which they are held;

ii. The Corporation shall not engage in any transaction prohibited by Section 503 of the *Internal Revenue Code of 1986* (or corresponding provision of any future

United States internal revenue law) as now enacted or as it may be hereafter be amended;

iii. The Corporations shall not apply accumulation of income in any manner which may subject it to denial of exemption as provided in the *Internal Revenue Code of 1986* (or corresponding provision of any future United States Internal Revenue law) as now enacted or as it may hereafter be amended;

iv. In the event of dissolution of this Corporation, any assets of said Corporation then remaining shall be distributed to such other organizations as shall qualify under Section 501(c)(6) of the *Internal Revenue Code of 1986* (or corresponding provision of any future United States Internal Revenue law) as now enacted or as it may hereafter be amended. Such other organizations should be engaged in activities which are reasonably comparable to those conducted or supported by the Corporation at the time this Corporation was formed if at all possible.

ARTICLE V

The term for which this Corporation shall exist shall be perpetual.

ARTICLE VI

The name and address of the Incorporators of this Corporation are:

Brian Hinton
Bartow Community Healthcare Foundation, Inc.
1350 E. Main St.
Bartow, Florida 33830

Phil Minden
Bartow Regional Medical Center
2200 Osprey Ave.
Bartow, FL 33830

James F. Clements
450 N. Wilson Ave.
City of Bartow
Bartow, FL 33830

Douglas B. Conner
Clear Springs Land Company, LLC
6105 Spirit Lake Rd.
Winter Haven, FL 33880

Stephen Cox
Bartow Community Redevelopment Agency
450 N. Wilson Ave.
Bartow, FL 33830

Ken Riley
Eastside Positive Action Committee, Inc.
1315 Bay St.
Bartow, FL 33830

Jeff Clark
Greater Bartow Chamber of Commerce, Inc.
510 N. Broadway Ave.
Bartow, FL 33830

Laura Simpson
Main Street Bartow, Inc.
180 S. Central Ave.
Bartow, FL 33830

Dawn Decaminada
Polk County
330 W. Church St.
Bartow, FL 33830

Robert Clancey
Polk State College
999 Ave. H N.E.
Winter Haven, FL 33881

ARTICLE VII

The membership in the Corporation shall consist of the Board of Directors along with a non-voting membership base. The authorized number and qualifications of the members of the Corporation, the manner of admission, the different classes of membership, if any, the property, and other rights, privileges, and responsibilities of members, if any, shall be set forth in the *Bylaws* of the Corporation adopted by the Board of Directors in the manner provided for by

general law.

ARTICLE VIII

The affairs of the Corporation shall be managed by a Board of Directors of not less than three (3) persons. The number of Directors may be increased or decreased from time to time in accordance with the *Bylaws* of the Corporation, but shall never be less than three (3) members. The initial Board of Directors, consisting of ten (10) Directors, shall be composed of those persons hereinafter named:

Brian Hinton
Phil Minden
James F. Clements
Douglas B. Conner
Stephen Cox
Ken Riley
Jeff Clark
Laura Simpson
Dawn Decaminada
Robert Clancey

ARTICLE IX

The Directors named herein as the first Board of Directors shall hold office as set forth in the *Bylaws* of the Corporation. The Officers and any other Directors elected at the first meeting, and at all times thereafter, shall hold office in accordance with said *Bylaws*.

ARTICLE X

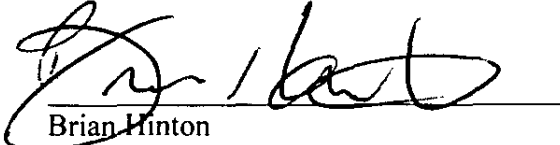
These *Articles of Incorporation* may be amended by the Board of Directors at a meeting of the Board called for that purpose. The proposed amendment must be approved by a simple majority vote of the entire Board of Directors.

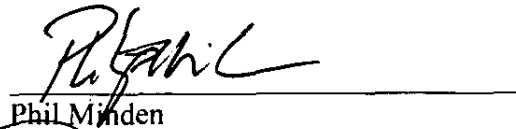
ARTICLE XI

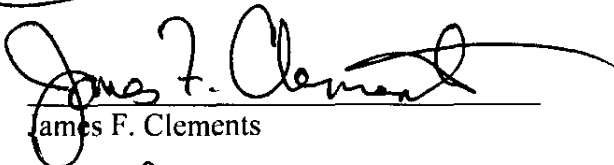
The initial registered office of this Corporation shall be 245 South Central Avenue,

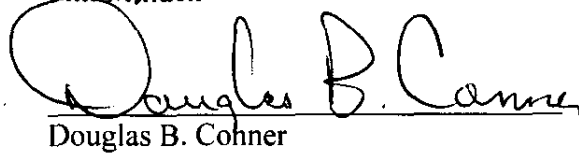
Bartow, Florida 33830. The initial registered agent of this Corporation shall be W.A. "Drew" Crawford.


IN WITNESS WHEREOF, the undersigned incorporators have hereunto set their hands and seals this 1st day of December, 2015.


Brian Hinton


Phil Minden

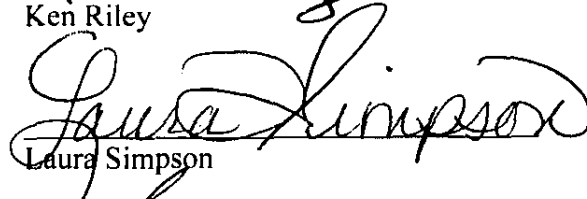

James F. Clements

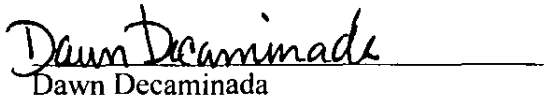

Douglas B. Conner

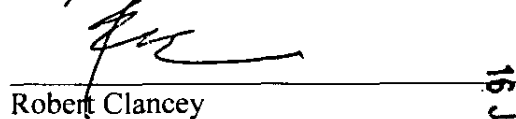

Stephen Cox


Ken Riley


Jeff Clark

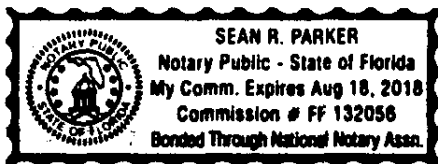

Laura Simpson

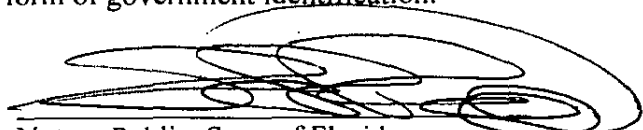

Dawn Decaminada


Robert Clancey

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 1st day of December, 2015 by Brian Hinton, Phil Minden, James F. Clements, Douglas B. Conner, Stephen Cox, Ken Riley, Jeff Clark, Laura Simpson, Dawn Decaminada and Robert Clancey, each of whom is personally known to me or produced an acceptable form of government identification.



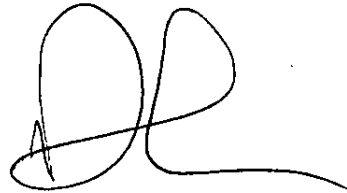

Notary Public, State of Florida

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ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts appointment as registered agent of Bartow Economic Development Council, Inc. as set forth in the foregoing Articles of Incorporation.

Dated this 1st day of December, 2015.



W.A. "Drew" Crawford
Registered Agent

Boswell & Dunlap LLP
245 South Central Avenue
Bartow, Florida 33830

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