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FLORIDA PROFIT/NON PROFIT CORPORATION

Brooksville Main Street, Inc.

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**ARTICLES OF INCORPORATION
FOR
BROOKSVILLE MAIN STREET, INC.**

The undersigned acting as incorporators of a corporation pursuant to Chapter 617 Florida Statutes, adopt the following Articles of Incorporation of such Corporation:

**ARTICLE I
NAME**

Section 1. Name. The name of the corporation is Brooksville Main Street, Inc., hereinafter referred to as the "Corporation".

Section 2. Corporate Seal. The seal of this Corporation shall have inscribed on it the name of this Corporation, the date of its organization, and the words "Corporate Seal, State of Florida."

**ARTICLE II
PRINCIPAL AND MAILING ADDRESS**

Section 1. Principal Place of Business. The principal office of the Corporation is located at 205 E. Fort Dade Ave., Brooksville, Florida 34601, or as otherwise approved by the Board of Directors and set forth in the Corporations annual report filing with the State of Florida.

**ARTICLE III
TERM OF EXISTENCE**

Section 1. Perpetual Existence. The period of the duration of this Corporation is perpetual, unless dissolved according to law. Corporate existence shall commence when filed with the Secretary of State.

**ARTICLE IV
PURPOSE AND POWERS OF THE CORPORATION**

Section 1. Purpose. The Corporation is created by the Brooksville Vision Foundation, Inc. and is organized exclusively for charitable, religious, education, and scientific purpose, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the correspondence section of any future federal tax code. To the extent consistent with this Section and as permissible under the law, the Corporation engages in activities to strengthen Brooksville, Florida through economic development, place-making; and by fostering strong partnerships with residents, businesses, and local government, the Corporation will work toward creating a healthy city.

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ARTICLE V SOLE MEMBER

Section 1. Sole Member. The sole member of the Corporation shall be the Brooksville Vision Foundation, Inc., a Florida private, not-for-profit corporation (the "Sole Member").

ARTICLE VI DIRECTORS

Section 1. Directors. The number of directors may be raised or lowered by amendments of the bylaws of the Corporation, but shall in no case be less than three. The directors shall be elected at the annual meeting of the members in a manner set forth in the bylaws. Directors may be removed and vacancies shall be filled in the manner provided by the bylaws.

Section 2. Initial Directors. The initial directors of the Corporation shall be as follows:

Jo-Ann Peck
1212 Ponce De Leon Blvd,
Brooksville, FL 34601

Barbara Manuel
55 W Fort Dade Ave Ste. A,
Brooksville, FL 34601

John Lee
1112 E Jefferson St,
Brooksville, FL 34601

Jason Sager
915 Hammock Road,
Brooksville, FL 34601

Jennifer C. Rey, Esq.
PO Box 485
Brooksville, Florida 34605

ARTICLE VII EARNINGS AND DISTRIBUTIONS

Section 1. Limitations on Earnings and Distributions. 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 IV hereof.

Section 2. Limitations on Political Activities. 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.

Section 3. Prohibited Activities. 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,

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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) Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VIII INDEMNIFICATION

Section 1. Indemnification. The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law, including the indemnification of the Sole Member.

ARTICLE IX DISSOLUTION

Section 1. Dissolution. Upon dissolution of the corporation, assets shall be first distributed to the Brooksville Vision Foundation, Inc., provided that it is in existence at the time of dissolution and that it qualifies as a tax-exempt organization within the meaning of section 501(c)(3) of the Internal Revenue Code. Any assets not distributed to the Brooksville Vision Foundation, Inc. shall then be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code to another charitable organization whose purposes is consistent with that of the Corporation; or to the federal government, or to a state or local government, for a public purpose. 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 for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE X AMENDMENT TO ARTICLES OF INCORPORATION AND BYLAWS

Section 1. Amendment of Articles. These Articles of Incorporation may be amended, repealed or altered, in whole or in part, by an affirmative vote of two-thirds of the Board of Directors of the Corporation present at any regular meeting, provided a quorum is present – either physically or virtually, called for such purpose in accordance with the provisions of the Bylaws, with the approval and consent of the Sole Member of any such amendment, repeal or alteration.

Section 2. Amendment to Bylaws. The bylaws of the corporation may be amended, repealed, or altered, in whole or in part, by an affirmative vote of two-thirds of the Board of Directors of the Corporation present at any regular meeting, provided a quorum is present – either physically or virtually, called for such purpose in accordance with the provisions of the Bylaws, with the approval and consent of the Sole Member of any such amendment, repeal or alteration.

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STATE

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**ARTICLE XI.
REGISTERED AGENT AND INCORPORATOR**

Section 1. Registered Agent. The name and Florida street address of the registered agent is:

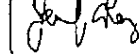
Jennifer C. Rey, Esq.
The Hogan Law Firm, LC
20 S. Broad Street
Brooksville, Florida 34601

Section 2. Incorporator. The name and address of the incorporator of this Corporation is:

Jennifer C. Rey, Esq.
The Hogan Law Firm, LLC
Post Office Box 485
Brooksville, Florida
34605

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these
Articles of Incorporation on 11/3/2020

DocuSigned by:




18816038396146E

Jennifer C. Rey, Esq.

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity and comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent, including the provisions of Section 48.091, Florida Statutes. I am familiar with and accept the duties and obligations of Section 617.0503, Florida Statutes.

DocuSigned by:



18816038396146E

Jennifer C. Rey, Esq.