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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

D. O'KEEFE

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February 2, 2022

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

RE: Clermont Main Street II, Inc.

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for \$87.50 for the filing fee, certified copy, and certificate.

Please reach out with any questions or concerns at (352) 394-7408. Alternatively, you can reach us at [info@clermontmainst.com](mailto:info@clermontmainst.com). Thank you.

Sincerely,

MERIDETH NAGEL, P.A.  
ATTORNEYS AT LAW

*Merideth C. Nagel*  
(electronically signed to avoid delay)

MERIDETH NAGEL, ESQ.

**ARTICLES OF INCORPORATION**  
**OF**  
**CLERMONT MAIN STREET II, INC.**  
**(A Corporation Not-for-Profit)**

The undersigned, acting as incorporator for the purpose of creating a corporation not-for-profit under the laws of the State of Florida as provided in Chapter 617, Florida Statutes, does hereby adopt the following Articles of Incorporation:

**ARTICLE I**  
Name and Address

The name of the corporation shall be CLERMONT MAIN STREET II, INC. The corporation shall have the following addresses:

Principal Street Address: 1075 West Lakeshore Drive, Clermont, Florida 34711

Mailing Address: P.O. Box 120734, Clermont, Florida 34712

**ARTICLE II**  
Duration

The corporation shall have perpetual existence.

**ARTICLE III**  
Purposes

Said corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) and more specifically:

- (a) to promote the historic preservation, protection, and use of Clermont's traditional downtown area, including that area's commercial, civic, and religious enterprises and residences;
- (b) to take remedial actions to eliminate the physical, economic, and social deterioration of Clermont's traditional downtown area and thereby promote Clermont's historic preservation and contribute to its community betterment while lessening the burdens on Clermont's government;

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- (c) to disseminate information of and promote interest in the preservation, history, culture, architecture, and public use of Clermont's traditional downtown area;
- (d) to hold meetings, seminars, and other activities for the instruction of members and the public in those activities, such as building rehabilitation and design, economic restructuring, and planning management, that foster the preservation of Clermont's traditional downtown area and enhance the understanding and appreciation of its history, culture, and architecture;
- (e) to aid, work with, and participate in the activities of other organizations, individuals, and public and private entities located within and outside Clermont engaged in similar purposes;
- (f) to solicit, receive, and administer funds for the charitable purposes of the corporation, and to that end, to take and hold by bequest, gift, grant, purchase, lease, or otherwise, either absolutely or jointly with another person or corporation, any property, real, personal, tangible, or intangible, or any undivided interest therein, without limitation as to amount of value; to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or income thereof in such manner as, in the judgment of the corporation's directors, will best promote the purposes of the corporation without limitation, except such limitation, if any, as may be contained in the instrument under which such property is received, the bylaws of the corporation, or any laws applicable thereto; and

#### **ARTICLE IV**

##### **Powers**

This corporation shall have all powers granted by law to not-for-profit corporations subject to the following limitations and restrictions:

- (a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, 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 III hereof. 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 (including the publishing or distribution of statements). 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 of 1986 (or the corresponding provision of any future United States Internal Revenue law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

- (b) No member, director, officer, or private individual shall be entitled to share in the distribution of any corporate assets upon dissolution of the corporation. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of the residual assets of the corporation to one or more organizations which themselves qualify as exempt organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United State Internal Revenue law) or to a federal, state, or local government for exclusive public purpose, as the Board of Directors shall determine.
- (c) The corporation shall not engage in any prohibited activity as defined in Section 617.0835, Florida Statutes, or as subsequently amended.

## **ARTICLE V**

### **Incorporator**

The name and address of the original incorporator is:

Merideth C. Nagel  
1201 West Highway 50  
Clermont, Florida 34711

## **ARTICLE VI**

### **Officers**

The officers of the corporation shall consist of a President, Vice President, and Treasurer, and such other officers and assistant officers as the Board of Directors shall provide for in the bylaws of the corporation. The qualifications, duties, method of selection, and term of office for each officer shall be as set forth in the bylaws.

The names and addresses of the initial officers who shall manage the affairs of the corporation until their successors are elected or appointed and are duly qualified are as follows:

President:	Kimberly Grogan – 741 West Montrose Street, Clermont, FL 34711
Vice-Present:	Darren Johnson – 750 West DeSoto Street, Clermont, FL 34711
Treasurer:	Mike Bucher – 1510 East Highway 50, Clermont, FL 34711

**ARTICLE VII**  
**Board of Directors**

The powers of the corporation shall be exercised, its property controlled, and its affairs conducted by a Board of Directors. The numbers of Directors of the corporation shall be set forth in the bylaws but shall not be less than the minimum number required by state law. The term of office and manner of selecting and removing Directors shall be set forth in the bylaws.

**ARTICLE VIII**  
**Informal Action**

To the extent permitted by law, any action required to be taken at any annual or special meeting of the Board of Directors, or any action which may be taken at any annual or special meeting of such Board, may be taken without a meeting, without prior notice, and without a vote, if consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

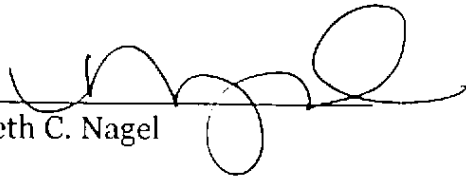
**ARTICLE IX**  
**Amendment of Bylaws and Articles of Incorporation**

The Articles of Incorporation may be amended or repealed by the Board of Directors by a two-thirds (2/3) vote of the members of the Board of Directors at any regular or special meeting of the Board of Directors, or alternatively, as provided by law. The bylaws of this corporation may be made, altered, rescinded, or added to, or new bylaws may be adopted, in accordance with the procedures set forth in the bylaws. Until bylaws shall be adopted providing for an alternative procedure, such action may be taken by a resolution of the Board of Directors.

**ARTICLE X**  
**Registered Agent**

The registered agent of the corporation shall be Merideth C. Nagel, whose address is 1201 West Highway 50, Clermont, Florida 34711. The registered agent provided for herein may be changed from time to time in the manner provided by law.

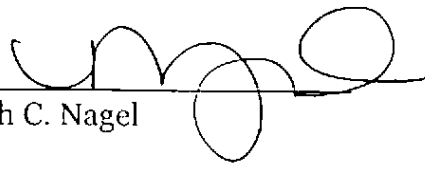
IN WITNESS WHEREOF, the undersigned, being the incorporator, certifies to the truth of the facts herein stated, this 2<sup>nd</sup> day of February, 2022.

  
Merideth C. Nagel

ACCEPTANCE

I hereby accept appointment as Registered Agent of Clermont Main Street II, Inc.

Dated: February 2, 2022.

  
Merideth C. Nagel

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