

4/27/95

N9500002111

Report Number Only

Christine Moreno
Requester's Name
13122 W. Dixie Hwy.
Address
Miami, FL 33161
City State ZIP Phone

LOCATION ONLY

305-893-0030

1000001469091
-05/01/95--01044-003
****122.50 ****122.50

CORPORATION(S) NAME

JENSEN Beach Main Street, Inc.

EMPIRE

Toll Free: 1-800-432-3028

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FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Martham
Secretary of State

May 1, 1995

EMPIRE

TALLAHASSEE, FL

SUBJECT: JENSEN BEACH MAIN STREET, INC.
Ref. Number: W95000009138

We have received your document for JENSEN BEACH MAIN STREET, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 995A00020575

Articles of Incorporation of
Jensen Beach Main Street, Inc.,
a Florida Not for Profit Corporation

The undersigned person, acting as incorporator of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopts the following Articles of Incoporation for such Corporation:

Article I - Name
The name of the Corporation is: JENSEN BEACH MAIN STREET, INC.

Article II - Effective Date
Corporate existence shall begin upon the filing of these Articles with the Secretary of State of Florida.

Article III Duration
The Corporation shall have perper duration.

Article I Purposes
The Corporation is organized to te exclusively for charitable and educational purposes within meaning of Sections 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law) and more specifically:

(a) to promote the historic preservation, protection and use of Jensen Beach'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 Jensen Beach's traditional downtown area and thereby promote Jensen Beach's historic preservation, contribute to its community betterment while lessening the burdens of Martin County's government;

(c) to disseminate information of and promote interest in the preservation, history, culture, architecture and public use of Jensen Beach'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 Jensen Beach'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 Jensen Beach engaged in similar purposes;

(f) to combat deterioration and urban decay by promoting and participating in the economic development of Jensen Beach's blighted areas, as defined by Section 163.355, Florida Statutes, and as designated by appropriate governmental authority. Currently Jensen Beach's blighted area is defined in Martin County Ordinance #371, Resolution #94-02.20; Ordinance #441 and Resolution #94-5.12. The current boundaries of the County designated blighted area appears as the shaded area of the District in Exhibit A hereto.

(g) to solicit and receive and administer funds for educational purposes and to that end to take and hold by bequest, devise, 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 the 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.

In addition, in furtherance but not in limitation thereof: The Corporation shall not carry on propaganda or otherwise attempt to influence legislation except as an insubstantial part of its activities. The Corporation shall not engage in any transaction or permit any act or omission which shall operate to deprive it of its tax-exempt status under Section 501 (c)(3) of the Internal Revenue Code. The Corporation shall not in any manner or to any extent participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office, nor shall it engage in any "prohibited transaction" as defined in Section 503(b) of the Internal Revenue Code of 1986. In the event of dissolution or liquidation of the corporation, any assets then remaining shall be distributed among such other organizations as shall qualify at the time as exempt organizations described in Code Section 501(c)(3) as the Board of Directors shall determine, such assets to be used for purposes consistent with those described in the immediately preceding subparagraphs lettered (a) through (g).

No part of the net earnings of the corporation shall inure to the benefit of any member of the corporation or other private individual except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered herein. None of the property of the corporation shall be distributed directly or indirectly to any member of the corporation except in fulfillment of its charitable and educational purposes

enumerated herein.

The Corporation also has such powers as are now or may hereafter be granted under the laws of the State of Florida that are furtherance of the corporation's exempt purposes within the meaning of Sections 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any future federal tax codes.

Article V - Corporate Address

The initial street address of the principal office of the Corporation shall be: Jensen Beach Town Hall at 1920 NE Jensen Beach Boulevard, Jensen Beach, FL 34957; and the initial mailing address of the corporation shall be Post Office Box 1594, Jensen Beach, FL 34958.

Article VI - Membership

The Corporation is organized upon a nonstock basis as defined in Section 617.011 of the Florida Statutes. Qualifications for membership shall be set forth in the bylaws.

Article VIII - Registered Office and Agent.

The street address of the initial registered office of the Corporation is: Judge David Girlinghouse, 1930 N.E. JENSEN BEACH BOULEVARD JENSEN BEACH, FL 34957.

Article VIII - Board of Directors

The powers of this 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 By Laws but shall not be less than the minimum number required by state law and, initially, shall be three (3). The term of office and manner of selecting and removing Directors shall be set forth in the bylaws. The initial Directors shall be:

1. KEN DE ANGELIS, 3180 NORTHEAST MAPLE AVE., JENSEN BEACH, FLORIDA 34957;
2. JUDGE DAVID GIRLINGHOUSE, 1930 NORTHEAST JENSEN BEACH BOULEVARD, JENSEN BEACH, FL 34957; and
3. ROBERT RAYMOND TRUDEL, 1897 NORTHEAST JENSEN BEACH BLVD, JENSEN BEACH, FLORIDA 34957.

Article IX - Meetings

Regular Board of Directors meetings shall be held at a time and place specified by the President, or at such place or places as the Board of Directors may designate from time to time by resolution.

Article X - Action Without Meeting

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all the members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent

shall have the same force and effect as it if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law that relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation of this Corporation authorize the Directors to so act. Such a statement shall be *prima facie* evidence of such authority.

Article XI - Incorporator

The name and address of the Incorporator is: KEN DE ANGELIS, at 3180 NORTHEAST MAPLE AVENUE, JENSEN BEACH, FLORIDA 34957.

Article XII - Officers

The Corporation shall have the following officers: President, Treasurer, Secretary, and such other officers as the By Laws of this Corporation may authorize. The qualifications, duties, method of selection and term of office for each officer shall be as set forth in the By Laws.

Article XIII - By Laws

The By Laws of this Corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, in accordance with the procedures set forth in the bylaws. Until the bylaws shall be adopted providing for an alternative procedure, such action may be by a resolution of the Board of Directors.

Article XIV - Amendments

These Articles of Incorporation may be amended by affirmative vote of two thirds of the total membership of the Board of Directors or alternatively, as provided by law.

The undersigned natural person, being the Incorporator of this Corporation for the purpose of formation of this not for profit corporation under the Laws of Florida, have executed these articles of incorporation on this 12 day of January, 1995.

✓ Ken De Angelis, Incorporator

Acceptance of Registered Agent Designated
in Articles of Incorporation

I, JUDGE DAVID GIRLINGHOUSE, having a business office at: 1930 NORTHEAST JENSEN BEACH BLVD, JENSEN BEACH, FL 34957, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

Judge David Girlinghouse, as
Registered Agent

State of Florida }
County of Martin } SS:

Before Me, the undersigned Notary Public, personally appeared, KEN DE ANGELIS, who produced a valid Florida Drivers License # D524-510-36-176-0, and who took an oath and acknowledged that he executed the foregoing Articles of Incorporation of Jensen Beach Main Street, Inc., a Florida Not For Profit Corporation, for the purposes stated herein, on this 30th day of April, 1995.

My Commission Expires:

Christine Moreno
Notary Public:
Commission No.:

OFFICIAL NOTARY SEAL
CHRISTINE MORENO
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC261228
MY COMMISSION EXP. MAR. 30, 1997

State of Florida }
County of Martin } SS:

Before Me, the undersigned Notary Public, personally appeared, JUDGE DAVID GIRLINGHOUSE, who produced a valid Florida Drivers License # G645-424-45-294-0, and who took an oath and acknowledged that he executed the foregoing Articles of Incorporation of Jensen Beach Main Street, Inc., a Florida Not For Profit Corporation, for the purposes stated herein, on this 30th day of April, 1995.

My Commission Expires:

Christine Moreno
Notary Public:
Commission No.:

OFFICIAL NOTARY SEAL
CHRISTINE MORENO
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC261228
MY COMMISSION EXP. MAR. 30, 1997