

**N95000002709**

**STRAUGHN, STRAUGHN & TURNER, P.A.**

ATTORNEYS AND COUNSELORS AT LAW

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WINTER HAVEN, FLORIDA

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May 30, 1995

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

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\*\*\*122.50 \*\*\*122.50

RE: MAIN STREET WINTER HAVEN, INC.

Dear Sir:

Enclosed for filing, please find the Articles of Incorporation, the Registered Agent form and my firm's check in the amount of \$122.50 to cover the cost of your fee.

Please forward a certified copy to this office.

Should you have any questions, please do not hesitate to contact me.

Sincerely yours,

STRAUGHN, STRAUGHN & TURNER, P.A.

*Mark G. Turner*

MARK G. TURNER

MGT/uih  
enclosures

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION  
OF

MAIN STREET WINTER HAVEN, INC.

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation not for profit under Chapter 617 of the Florida Statutes, providing for the formation, liability, rights, privileges and immunities of a corporation not for profit and do hereby make, subscribe to, acknowledge and file the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation shall be MAIN STREET WINTER HAVEN, INC.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation, until otherwise fixed by the Bylaws, shall be at 421 2nd Street, N.W., Winter Haven, County of Polk, State of Florida, 33881, but said corporation shall have the power and authority to establish branch offices at such place or places as may be designated by the Board of Directors.

ARTICLE III - PURPOSES AND POWERS

The purposes for which this corporation is formed are:

1. The purposes for which this corporation is organized are the historic preservation and the physical, aesthetic and cultural improvement of the downtown area of Winter Haven, Florida.
2. The general powers are:
  - a. To purchase, lease, or otherwise acquire, improve, construct, own, hold, use, maintain, operate, exchange, encumber,

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sell, convey, or otherwise dispose of, real and personal property of every kind, nature, or description, as may be necessary or desirable to promote the primary purpose of this corporation.

b. To make and perform contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association, corporation, municipality, state, government, or municipal or political subdivision.

c. To have and exercise all the rights and powers conferred on nonprofit corporations under the Florida law, as such law is now in effect or may at any time hereafter be amended.

d. To do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of this corporation.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and the purposes and powers stated in each clause shall, except where otherwise expressed, be in no way limited or restricted by any reference to or inference from the terms or provisions of any other clause, but shall be regarded as independent purposes and powers.

3. Notwithstanding any of the foregoing statements of purposes and powers, this corporation shall not, except to any insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation as set forth in Paragraph 1 of this Article III and nothing contained in the foregoing statement of purposes shall be

construed to authorize this corporation to carry on any activity for the profit of its members, or to distribute any gains, profits, or dividends to its members as such, except for distribution of assets on dissolution and winding up.

4. Notwithstanding any other provision of these articles, the purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary, and educational 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.

5. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the corporation or any member of the corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no Director or Officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be the carrying on of the propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

6. The corporation shall distribute its income for each taxable year at such time and in such manner as not to become

subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

7. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

8. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

9. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

10. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

11. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section

170(c)(2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

12. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court 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.

The corporation shall have all powers authorized under Chapter 617, Florida Statutes.

#### ARTICLE IV - CORPORATE POWERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the directors of this corporation. This article may be amended from time to time in

the Bylaws of the corporation by a majority vote of the stockholders of the corporation.

ARTICLE V - TERM OF EXISTENCE

This Corporation shall have perpetual existence unless dissolved in a manner provided by law.

ARTICLE VI - SUBSCRIBER

The subscriber to these Articles of Incorporation is:

MARK G. TURNER                      255 Magnolia Avenue, S.W.  
Winter Haven, Florida 33880

ARTICLE VII - BOARD OF DIRECTORS

The number of directors of the corporation shall be no fewer than thirteen (13) but may be more than thirteen (13) as provided by the Bylaws of the corporation.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The names and addresses of each of the Directors, subject to the Bylaws, who shall hold office until their successors are elected and have qualified, are as follows:

BEN ADAMS  
P.O. Box 9087  
Winter Haven, FL 33883

DENNIS BECK  
11 5th Street, S.W.  
Winter Haven, FL 33880

JOYCE DAVIS  
P.O. Box 1420  
Winter Haven, FL 33882

BILL DOTY  
299 6th Street, S.W.  
Winter Haven, FL 33880

TOM FREIJO  
421 2nd Street, N.W.  
Winter Haven, FL 33881

BOB GERNERT, JR.  
P.O. Drawer 7511  
Winter Haven, FL 33883

JUDY KAHLER  
P.O. Box 7325  
Winter Haven, FL 33883

BRUCE PARKER  
101 Parker Lane  
Winter Haven, FL 33881

DEANNA RHODES-TANNER  
311 3rd Street, N.W.  
Winter Haven, FL 33881

CHARLES RICHARDSON  
999 Avenue H, N.E.  
Winter Haven, FL 33881

BOB STICKLER  
P.O. Box 7379  
Winter Haven, FL 33883

MARK G. TURNER  
P.O. Box 2295  
Winter Haven, FL 33883

GENE WEST  
P.O. Box 271  
Winter Haven, FL 33882

#### ARTICLE IX - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office is 255 Magnolia Avenue, S.W., Winter Haven, Florida 33880, and the name of the initial registered agent at that office is MARK G. TURNER.

#### ARTICLE X - BYLAWS

The Board of Directors of this corporation may provide such Bylaws for the conduct of the business and the carrying out of its purposes as they may deem necessary from time to time, including, but not limited to, the Bylaw provisions described in Chapter 617 of the Florida Statutes. The Board of Directors shall have the authority to make, alter or rescind the Bylaws in the manner provided in such Bylaws.

#### ARTICLE XI - AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation by a simple majority vote of all voting rights of all members of the corporation and all rights conferred upon the members herein are granted subject to this reservation.



ARTICLE XII - MISCELLANEOUS

This corporation shall comply with Section 1244 of the Internal Revenue Code of 1954 to the fullest extent possible under the current law and regulation allowed thereunder.

IN WITNESS WHEREOF, the subscriber has herunto set his hand and seal and acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 30th day of MAY, 1995.

Mark G. Turner  
MARK G. TURNER

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In Pursuant of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST--- MAIN STREET WINTER HAVEN, INC., desiring to organize under the Laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, in the City of WINTER HAVEN, State of FLORIDA, has named, MARK G. TURNER, located at 255 Magnolia Avenue, S.W., Winter Haven, Florida 33880 as its Agent to accept Service of Process within this State.

ACKNOWLEDGEMENT: (Must be signed by Registered Agent).

Having been named to accept service of process for the above state Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

  
\_\_\_\_\_  
MARK G. TURNER  
REGISTERED AGENT

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