

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Plantation Main Street, Inc.

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Signature _____

Requested by: _____

Name CEJ

Date 4/29/98

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☒ Art of Inc. File cert

____ LTD Partnership File _____

____ Foreign Corp. File _____

____ L.C. File _____

____ Fictitious Name File _____

____ Trade/Service Mark _____

____ Merger File _____

____ Art. of Amend. File _____

____ RA Resignation _____

____ Dissolution / Withdrawal _____

____ Annual Report / Reinstatement _____

☒ Cert. Copy _____

____ Photo Copy _____

____ Certificate of Good Standing _____

____ Certificate of Status _____

____ Certificate of Fictitious Name _____

____ Corp Record Search _____

____ Officer Search _____

____ Fictitious Search _____

____ Fictitious Owner Search _____

____ Vehicle Search _____

____ Driving Record _____

____ UCC 1 or 3 File _____

____ UCC 11 Search _____

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ARTICLES OF INCORPORATION OF

PLANTATION MAIN STREET, INC.

A FLORIDA NOT FOR PROFIT CORPORATION

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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 Incorporation for such corporation:

Article I - Name

The name of the corporation is Plantation 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 perpetual duration.

Article IV - Purposes

The corporation is organized to operate exclusively for educational purposes within the meaning of Sections 501(c)(6) 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 the City of Plantation, Florida's traditional areas, including commercial, civic and religious enterprises and residences;
- (b) to take remedial actions to eliminate the physical, economic and social deterioration of the traditional areas of the City of Plantation, Florida and to avoid physical, economic and social deterioration elsewhere in the City and thereby promote preservation and contribute to its community betterment while lessening the burdens of government;
- (c) to disseminate information of and promote interest in the preservation, history, culture, architecture and public use of traditional areas.
- (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 traditional areas, 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 the City of Plantation, Florida engaged in similar purposes;
- (f) 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 status under Section 501(c)(6) of the 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)(6) 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 (e).

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 therein. 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 has also 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)(6) 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 830 S. State Road 7, Plantation, Florida 33317, and the initial mailing address of the corporation shall be 830 State Road 7, Plantation, Florida 33317.

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 830 S. State Road 7, Plantation, Florida 33317. The name of its initial registered agent at such address is Richard Allison.

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 bylaws 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:

Director: Richard Allison
 830 S. State Road 7
 Plantation, Florida 33317

Director: Dr. Helen Ackerman
 1020 S. State Road 7
 Plantation, Fl 33317

Director: Art Rosen
 820 S. State Road 7
 Plantation, Florida 33317

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 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:

Name: Richard Allison

Address: 830 S. State Road 7
Plantation, Florida 33317

Article XII - Officers

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

Article XIII - Bylaws

The bylaws 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 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 this not for profit

corporation under the Laws of Florida, have executed these articles of incorporation on [date].

Article XV - Dissolution

In the event of dissolution, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) and Section 170(c)(2) of the Internal Revenue Code of 1986 Code, or to the federal, state, or local government for exclusive public purposes.

Article XVI - Indemnification

The Corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Florida General Corporation Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he (i) is or was a director of the Corporation; (ii) is or was serving at the request of the Corporation as a director of another corporation; (iii) is or was an officer of the Corporation, provided that he is or was at the time a director of the Corporation; or (iv) is or was serving at the request of the Corporation as an officer of another corporation, provided that he is or was at the time a director of the Corporation or a director of such other corporation, serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida General Corporation Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he is or was an officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. No person falling within the purview of the foregoing sentence may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

Acceptance of Registered Agent Designated in Articles of Incorporation

Richard Allison, having a business office identical with the registered office of the corporation named above, 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.

Richard Allison

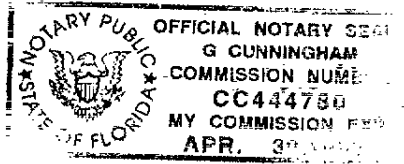
RICHARD ALLISON, Director
Plantation Main Street, Inc.

STATE OF Florida)
COUNTY OF Broward) ss:

The foregoing instrument was acknowledged before me this 24 day
of April, 1998, by Richard Allison, as
Director of PLANTATION MAIN STREET, INC., on
behalf of the corporation and the limited partnerships. He/she is
personally known to me or has produced a Florida license
driver's license as identification.

Gillian Cunningham
Print Name:
Notary Public, State of Florida

[NOTARIAL SEAL]



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