



THE UNITED STATES
CORPORATION
COMPANY

N 98000005222

ACCOUNT NO. : 072100000032

REFERENCE : 952485 80749B

AUTHORIZATION : *Patricia Pigute*

COST LIMIT : \$ 122.50

ORDER DATE : September 4, 1998

ORDER TIME : 12:16 PM

ORDER NO. : 952485-005

CUSTOMER NO: 80749B

CUSTOMER: Michael Haymans, Esq
FARR FARR EMERICH SIFRIT
HACKETT AND CARR P A

115 West Olympia Avenue
Punta Gorda, FL 33950

300002632683-2

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP -4 AM 10:19

DOMESTIC FILING

NAME: HISTORIC CHARLOTTE COUNTY
COURT HOUSE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janice Vanderslice

EXAMINER'S INITIALS:

W98-20313

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED
98 SEP -4 PM 1:18



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP -4 AM 10:19

September 8, 1998

RESUBMIT

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

Please give original
submission date as file date.

SUBJECT: HISTORIC CHARLOTTE COUNTY COURT HOUSE, INC.
Ref. Number: W98000020313

We have received your document for HISTORIC CHARLOTTE COUNTY COURT HOUSE, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

Article VII states there will be 5 director(s), whereas NONE is/are listed.

Please return the original and one copy of 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 (850) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 698A00045521

DIVISION OF CORPORATION

98 SEP 14 AM 10:07

RECEIVED

**ARTICLES OF INCORPORATION
NON-PROFIT CORPORATION FOR
HISTORIC CHARLOTTE COUNTY COURT HOUSE, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP -4 AM 10:19

Articles of Incorporation of the undersigned subscriber, a citizen of the United States, and who, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of Florida, does hereby certify:

**ARTICLE I
NAME**

The name of the corporation shall be Historic Charlotte County Court House, Inc.

**ARTICLE II
OFFICES**

The place in this state where the principal office of the Corporation is to be located is 115 West Olympia Avenue, Punta Gorda, Florida 33950, County of Charlotte. The name of the initial Registered Agent of this corporation is Guy S. Emerich, 115 West Olympia Avenue, Punta Gorda, FL 33950.

**ARTICLE III
PURPOSE**

Said corporation is organized exclusively for charitable, religious, educational and scientific purposes including for such purposes the making of distributions to organizations that qualify as exempt organizations under 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

**ARTICLE IV
MEMBERSHIP**

The membership of this corporation shall consist of the initial directors of the Corporation and such other persons as may become members by being approved for membership by the Board of Directors in accordance with the By-laws.

**ARTICLE V
DURATION**

This corporation is to exist perpetually.

**ARTICLE VI
OFFICERS AND DIRECTORS**

Section 1. The names and addresses of the persons who are the initial directors of the corporation are as follows:

Name

Address

Jane S. Brenner

4 Ocean Drive, Punta Gorda, FL 33950

Randy Dunn P.O. Box 1073, Punta Gorda, FL 33951
Alfred M. Johns 26400 Seminole Lakes Blvd., Punta Gorda, FL 33955
Sankey E. Webb 1625 W. Marion Avenue, Punta Gorda, FL 33950
Lee Biel 741 Deauville Drive, Punta Gorda, FL 33950

Section 2. The officers of the corporation shall be President Vice-President, a Secretary, a Treasurer and such other officers as may be provided in the By-Laws.

Section 3. The officers of the corporation shall be established at the first meeting of the Board of Directors.

ARTICLE VII BOARD OF DIRECTORS - EXECUTIVE COMMITTEE

Section 1. The business affairs of this corporation shall be managed by a Board of Directors which shall also be known as the Steering Committee. The terms "Board of Directors" and "Steering Committee" and "Directors" shall be synonymous. This corporation shall have five (5) directors initially. The number of directors may be increased or decreased from time to time by the By-Laws but shall never be less than three (3). Elected directors shall be elected and shall hold office in accordance with the By-Laws.

Section 2. The Board of Directors shall be members of the corporation.

ARTICLE VIII BY-LAWS

Section 1. Members of this corporation may provide such By-Laws for the conduct of business and for carrying out the purposes of the corporation as may be necessary from time to time.

Section 2. The By-Laws may be amended, altered or rescinded by the members in the manner set forth in the By-Laws.

ARTICLE IX AMENDMENTS

Section 1. These Articles of Incorporation may be amended at a special meeting of the membership called for that purpose by a majority vote of those present either in person or by proxy. Notice of such special meeting shall be given at least fourteen (14) days prior to the meeting in the manner set forth in the By-Laws.

Section 2. Amendments may also be made at a regular meeting of the membership upon notice given, as provided for in By-Laws, of intention to submit such amendments, which notice shall be given at least fourteen (14) days prior to the meeting at which such amendment shall be considered.

ARTICLE X ACTIVITIES

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 these Articles. 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. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

Section 1. The corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code or corresponding section of any future federal tax code.

Section 2. The corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 3. The corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 4. The corporation will not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code or corresponding section of any future federal tax code.

Section 5. The corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE XI DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed 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 the 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.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 3RD day of SEPTEMBER, 1998.

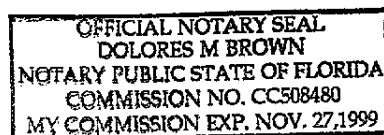
Guy S. Emerich (SEAL)
Guy S. Emerich, Subscriber

STATE OF FLORIDA
COUNTY OF CHARLOTTE

Before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Guy S. Emerich, to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed to these Articles of Incorporation

WITNESS my hand and official seal in the County of Charlotte and State of Florida, the day and year last aforesaid.

Dolores M. Brown
Notary Public
My commission expires: _____



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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP -4 AM 10:19

Pursuant to Florida law, the following is submitted, in compliance therewith:

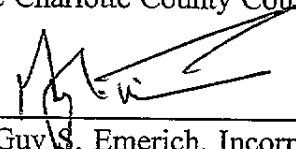
First: That, Historic Charlotte County Court House, Inc., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the articles of incorporation, at City of Punta Gorda, County of Charlotte, State of Florida, has named:

Guy S. Emerich

located at 115 West Olympia Avenue, Punta Gorda, County of Charlotte, State of Florida, as its agent to accept service of process within this State.

Historic Charlotte County Court House, Inc.

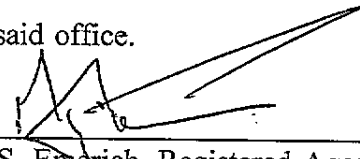
By:



Guy S. Emerich, Incorporator

ACCEPTANCE

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said law relative to keeping open said office.



Guy S. Emerich, Registered Agent