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TO: DIVISION OF CORPORATIONS

FAX #: (850)487-6013

FROM: FILINGS, INC.

ACCT#: 072720000101

CONTACT: TERESA ROMAN PHONE: (850)385-6735
(850)561-1025

FAX #:

NAME: HISTORIC OLD TOWN RENOVATION PROJECT, INC. AUDIT
NUMBER.....H98000019329 DOC TYPE.....FLORIDA NON-PROFIT CORPORATION CERT.
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

Historic Old Town Renovation Project, Inc.

A corporation not for profit

The name of this corporation is Historic Old Town Renovation Project, Inc., a corporation not for profit.

ARTICLE II - PRINCIPAL OFFICE

The mailing address of this corporation shall be:

110 S.W. 3rd Ave _____

Ft. Lauderdale, FL 33301 _____

ARTICLE III - PURPOSE

The purpose of the corporation shall be to renovate the streets and sidewalks around the Old Town Historic District of Ft. Lauderdale, FL and to promote the general interest and awareness in said district.

ARTICLE IV - QUALIFICATION OF MEMBERS

The qualifications of the members shall be determined by the by laws to be filed at a later time.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2122 Hollywood Blvd., Hollywood, FL 33020 _____

and the name of the initial registered agent of this corporation at that address is James D. Haley, P.A. a Florida corporation.

Prepared by:

James D. Haley, FLBar #928569

2122 Hollywood Blvd.

Hollywood, FL 33020

954-922-7002, fax 954-925-0094

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ARTICLE VI - INCORPORATOR

The name and address of the Incorporator signing these articles is:

James D. Haley

President, James D. Haley, P.A., a Florida corporation,

2122 Hollywood Blvd., Hollywood, FL 33020

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) Directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the Bylaws but in no event shall be less than three (3). Names and address of the initial Board of Directors of this corporation are:

- 1) Brian Smith
109 S.W. 2nd Ave.
Ft. Lauderdale, FL 33301
- 2) Bob Pignone
110 S.W. 3rd Ave.
Ft. Lauderdale, FL 33301
- 3) Kandace Kaylor
40 Hendricks Isle, #7
Ft. Lauderdale, FL 33301

ARTICLE VIII - BOARD OF DIRECTORS ELECTIONS

The Board of Directors shall be elected by the membership at each annual meeting of the members.

ARTICLE IX - OFFICERS

The legal affairs of the corporation shall be managed by the officers who shall be elected at the annual meeting each year to serve for the ensuing year. The officers of the corporation

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shall serve until their respective successors in office shall be elected and duly qualified.

ARTICLE X - REVENUE

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. The corporation shall not in any way, directly or indirectly, carry on propaganda or otherwise attempt to influence legislation, or participate or intervene in any political campaign on behalf of any candidate for public office, by publishing or distributing statements or otherwise. Notwithstanding any other provisions 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 1954 (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(e)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE XI - DISSOLUTION

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 the assets to 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 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed 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

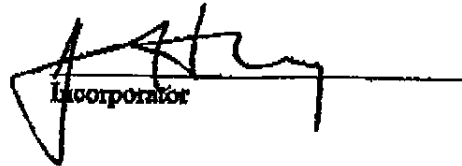
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are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of
Incorporation of the date of signing.

DATED: October 14, 1998

James D. Haley, P.A.
2122 Hollywood Blvd.
Hollywood, FL 33020
By James D. Haley, President


Incorporator

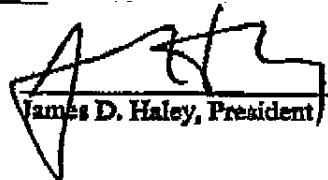
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Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

In compliance with Section 617.0501, Florida Statutes, the following is submitted:

First that Historic Old Town Renovation Project, Inc., desiring to organize or qualify under the laws of the State of Florida, has named James D. Halcy, P.A., a Florida corporation, located at 2122 Hollywood Blvd., Hollywood, Florida 33020 its agent to accept service of process within Florida.

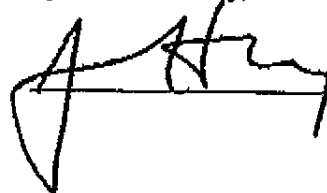
DATED: October 14, 1998 _____


James D. Halcy, President

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all Statutes relative to the proper performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED: October 14, 1998 _____

James D. Halcy, P.A.
by James D. Halcy, President



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