

N98000007299

DOWNTOWN LARGO MAIN STREET ASSOCIATION, INC.

151 3rd Street NW

Largo, FL 33770

(727) 518-8442

largomainstreet@gtemail.net

December 8, 1999

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

100003067841--0
-12/13/99-01097-012
*****43.75 *****43.75

Attention: Amendment Section

Gentlemen:

Enclosed please find Amended Articles of Incorporation for Downtown Largo Main Street Association, Inc., along with a check for \$43.75 -- the required filing fee of \$35 and an additional \$8.75 for a certified copy.

Please also note our new address: 151 3rd Street NW, Largo, FL 33770.

Sincerely,

Maj-Charlotte (Lotta) Baumann

Maj-Charlotte (Lotta) Baumann
Main Street Manager

FILED
00 JAN 21 PM 2:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures

Amend

V. SHEPARD JAN 25 2000



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 23, 1999

MAJ-CHARLOTTE (LOTTA) BAUMANN
DOWNTOWN LARGO MAIN ST. ASSOCIATION, INC
151 3RD STREET NW
LARGO, FL 33770

SUBJECT: DOWNTOWN LARGO MAIN STREET ASSOCIATION INC.
Ref. Number: N98000007299

We have received your document for DOWNTOWN LARGO MAIN STREET ASSOCIATION INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must state that there are no members or members entitled to vote.

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 (850) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 199A00060034

Rec'd 1/21



DOWNTOWN LARGO MAIN STREET ASSOCIATION, INC.

151 3rd Street NW
Largo, FL 33770
(727) 518-8442 Phone
(727) 518-9562 Fax
largomainstreet@gtmail.net

January 18, 2000

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Attention: Velma Shepard, Corporate Specialist

Gentlemen:

Re: Downtown Largo Main Street Association, Inc.
Ref. Number: N98000007299

In response to your letter dated December 23, 1999, we are enclosing an amended document for filing, along with a copy of your letter. Please handle the filing of our document at your earliest convenience.

Sincerely,

Maj-Charlotte (Lotta) Baumann
Main Street Manager

Enclosures

principal or the income thereof in such manner as, in the judgment of the corporation's directors, will best promote the purpose of the corporation without limitation, except such limitations, 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 in any manner or to any extent participate in, or intervene in (including the publishing or distributing 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. 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.

Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States internal revenue law.

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

SECOND: Article VII, The Disposition of Corporate Assets Upon Dissolution is hereby added to read as follows:

ARTICLE VIII – THE DISPOSITION OF CORPORATE ASSETS UPON DISSOLUTION

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 Article III – Purposes, subparagraphs (a) through (e). Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction, in the county in which the principal office of the organization is then located, exclusively for such purposes.

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
DOWNTOWN LARGO MAIN STREET ASSOCIATION, INC.**

FILED
00 JAN 21 PM 2:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following amendments to its Articles of Incorporation:

FIRST: Article III – PURPOSE is hereby amended and shall hereafter read as follows:

ARTICLE III – PURPOSES

The corporation is organized to operate exclusively for charitable and educational purposes within the meaning of Section 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 Largo's traditional downtown area, including that area's commercial enterprises and residences;
- (b) To take remedial actions to eliminate the physical, economic, and social deterioration of Largo's traditional downtown area and thereby promote Largo's historic preservation, contribute to its community betterment and enhance the social welfare while lessening the burdens of Largo's government;
- (c) To disseminate information of and promote interest in the preservation, history, culture, architecture and public use of Largo'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 Largo'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 Largo engaged in similar purposes;
- (f) To solicit and receive and administer funds for educational and charitable purposes and to that end to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise, either absolutely or jointly with any other person or corporation, any property, real, personal, tangible, or intangible, or an 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

THIRD: Article IX, Amendments, is hereby added to read as follows:

ARTICLE IX – 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.

FOURTH: The date of adoption of these amendments is October 25, 1999.

FIFTH: Adoption of the Amendment. These amendments were adopted by the Board of Directors and the number of votes cast for the amendments was sufficient for approval. The members are not entitled to vote on a proposed amendment.

DOWNTOWN LARGO MAIN STREET ASSOCIATION, INC.

Date: 1/17/2000

By: Mary McManus, President
Mary McManus, President

Alan Raun
Alan Raun, Secretary