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HISTORIC VILLAGE AT GOLDENROD
A MAIN STREET PROGRAM
P.O. BOX 61
GOLDENROD, FL 32733
(407)677-5980 FAX (407) 677-4928

June 29, 1999

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*****78.75 *****78.75

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

Dear Sirs:

I am enclosing Corporate Papers for a 501C3 corporation along with a check in the amount of \$78.75 as requested to become a corporation.

We will be applying for Main Street designation on July 25, 1999.

Please advise if additional information is necessary.

Sincerely,



Bob Tindell
Secretary

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION OF
THE HISTORICAL VILLAGE AT GOLDENROD, INC.
A FLORIDA MAINSTREET PROGRAM
A FLORIDA NOT FOR PROFIT CORPORATION**

May 19, 1999

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 The Historical Village at Goldenrod, Inc., a Florida Mainstreet Program.

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 charitable and educational purposes within the meaning of Sections 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 the Goldenrod Area's community areas including commercial, civic and religious enterprises and residences.
- (b) To take remedial actions to eliminate the physical, economic and social deterioration of the Goldenrod Area community and thereby promote historic preservation and contribute to the betterment of the community as a whole.
- (c) To disseminate information of and promote interest in the preservation, history, culture, architecture and public use of the Goldenrod Area community facilities and resources.
- (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 the Goldenrod Area's traditional community corridor, 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 of the Goldenrod Area engaged in similar purposes.

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TAMM HASSLER
TALLAHASSEE, FLORIDA

- (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 tax-exempt status under Section 501(c)(3) 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) (3) 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 (f).

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.

The corporation also has 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) (3) 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;

4755 Palmetto Rd.

Winter Park, FL 32792

The initial mailing address of the corporation shall be;

PO Box 61

Goldenrod, FL 32733

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 VII – REGISTERED OFFICE & AGENT

The street address of the initial registered office of the corporation is:

2519 Native Court
Maitland, FL 32751

The name of its initial registered agent at such address is:

Bob P. Tindell

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 four (4). The term of office and manner of selecting and removing Directors shall be set forth in the bylaws. The initial Directors shall be:

Scott McAbee, President
William Carlson, Vice President
Geoff Goetz, Treasurer
Bob Tindell, Secretary

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 such 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:

Bob P. Tindell
2519 Native Court
Maitland, FL 32751

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 selection and term of office for each officer shall be set forth in the bylaws.

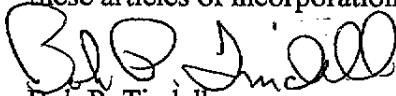
ARTICLE XIII – BYLAWS

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.

ARTICLES XIV – AMENDMENTS

These article 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 of this not for profit corporation under the Laws of Florida, have executed these articles of incorporation on May 14, 1999.

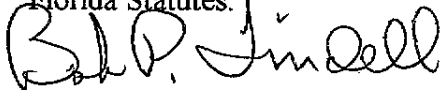


Bob P. Tindell

Incorporator/Registered Agent

ACCEPTANC OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Bob P. Tindell, a registered agent of ATW CUSTOM COMPUTER SERVICES, Inc., a Florida corporation authorized to transact business in Florida and having an 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.



Bob P. Tindell

Registered Agent