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July 28, 1999

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

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RE: CLERMONT MAIN STREET, INC.

Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-captioned corporation, together with a check in the amount of \$70.00 representing the filing fee and registered agent fee.

If you have any questions regarding this matter, please contact our office.

Very truly yours,

HOVIS & BOYETTE, P.A.


Wade Boyette

KWB/jcg

Enclosures

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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
CLERMONT MAIN STREET, INC.
(A Corporation Not-for-Profit)**

The undersigned natural person of legal age, acting as incorporator for the purpose of creating a corporation not-for-profit under the laws of the State of Florida as provided in Chapter 617, Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I
Name and Address

The name and address of this corporation shall be: CLERMONT MAIN STREET, INC.,
1380 Grand Highway, Suite 200, Clermont, FL 34711.

ARTICLE II
Duration

The corporation shall have perpetual existence.

ARTICLE III
Purposes

Said corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) and more specifically:

- (a) to promote the historic preservation, protection and use of Clermont's traditional downtown area, including that area's commercial, civic and religious enterprises and residences;
- (b) to take remedial actions to eliminate the physical, economic and social deterioration of Clermont's traditional downtown area and thereby promote Clermont's historic preservation, contribute to its community betterment while lessening the burdens on Clermont's government;
- (c) to disseminate information of and promote interest in the preservation, history, culture, architecture and public use of Clermont'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 Clermont'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 Clermont engaged in similar purposes;
- (f) to solicit, receive and administer funds for educational purposes and to that end, to take and hold by bequest, 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.

ARTICLE IV

Powers

This corporation shall have all powers granted by law to not-for-profit corporations subject to the following limitations and restrictions:

- (a) 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. 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 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 (a) by a corporation 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) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding

provision of any future United States Internal Revenue law).

- (b) No member, director, officer, or private individual, shall be entitled to share in the distribution of any corporate assets upon dissolution of the corporation. 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 the residual assets of the corporation to one or more organizations which themselves qualify as exempt organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or to a Federal, State or local government for exclusive public purpose, as the Board of Directors shall determine.
- (c) The corporation shall not engage in any prohibited activity as defined in Florida Statute Section 617.0835, or as subsequently amended.

ARTICLE V **Membership**

The corporation shall have no capital stock, and shall be composed of Members rather than stockholders. Qualifications for membership shall be set forth in the By-Laws.

ARTICLE VI **Incorporator**

The name and address of the original incorporator is:

K. Wade Boyette, Jr.
1380 Grand Highway, Suite 200
Clermont, FL 34711

ARTICLE VII **Officers**

The officers of the corporation shall consist of a President, Vice President, a Secretary and a Treasurer and such other officers and assistant officers as the Board of Directors shall provide for in the Bylaws of the corporation. The qualifications, duties, method of selection, and term of office for each officer shall be as set forth in the By-Laws. The names and addresses of the first officers who shall manage the affairs of the corporation until their successors are elected or appointed and are duly qualified are:

President: Robert Porter – 8501 Pine Island Road, Clermont, FL 34711
Vice President: Jeff Biddle – 658 West Avenue, Clermont, FL 34711
Secretary: Donna Covert – 11216 Rose Hill Drive, Clermont, FL 34711
Treasurer: Sandy Lawson – 21467 CR 455, Clermont, FL 34711

ARTICLE VIII

Board of Directors

The powers of the 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 composed of four (4) directors. The term of office and manner of selecting and removing Directors shall be set forth in the By-Laws. The names of the first members of the Board of Directors who shall serve until their successors are duly elected and qualified are:

Robert Porter
Jeff Biddle
Sandy Lawson
Donna Covert

ARTICLE IX

Informal Action

To the extent permitted by law, any action required to be taken at any annual or special meeting of the Board of Directors, or any action which may be taken at any annual or special meeting of such Board, may be taken without a meeting, without prior notice and without a vote, if consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

ARTICLE X

Amendment of Bylaws and Articles of Incorporation

The Articles of Incorporation may be amended or repealed by the Board of Directors by a two-thirds (2/3) vote of the members of the Board of Directors at any regular or special meeting of the Board of Directors, or alternatively, as provided by law. The By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, in accordance with the procedures set forth in the By-Laws. Until By-Laws shall be adopted providing for an alternative procedure, such action may be taken by a resolution of the Board of Directors.

ARTICLE XI
Registered Office and Agent

The registered office of the corporation shall be 1380 Grand Highway, Suite 200, Clermont, FL 34711.

The registered agent shall be K. Wade Boyette, Jr. at the address of the registered office.

The registered office and registered agent provided for herein may be changed from time to time in the manner provided by law.

IN WITNESS WHEREOF, the undersigned, being the incorporator certifies to the truth of the facts herein stated, this 26th day of July, 1999.


K. WADE BOYETTE, JR.

ACCEPTANCE

I hereby accept appointment as Registered Agent of CLERMONT MAIN STREET, INC.
Dated: July 26, 1999.


K. WADE BOYETTE, JR.

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