

PINO AND DICKS

AN AFFILIATION OF PROFESSIONAL CORPORATIONS

ATTORNEYS AT LAW

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September 3, 1999

Secretary of State
Division of Corporations
409 E. Gaines Street
p. O. BOX 6327
Tallahassee, Florida 32314

RE: Articles of Incorporation

Gentlemen:

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

Enclosed please find Articles of Incorporation and the Designation and Acceptance of Registered Agent for a new not for profit company, MAINSTREETWEEK.COM FOUNDATION, INC., together with a check in the amount of \$78.75 to cover the filing fee, the certified copy charge, and designation of registered agent fee.

I have enclosed a separate copy of the Articles of Incorporation, to be certified and returned to me in the enclosed envelope.

Should you have any questions, please call me collect at extension 1-1114.

Sincerely,

PINO & DICKS

By: 

Patricia T. Wilson
Paralegal

PTW
Enclosures

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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

MAINSTREETWEEK.COM FOUNDATION, INC.

In compliance with the requirements of Florida Statutes, Chapter 617, the undersigned serves as incorporator, for the purpose of forming a corporation not-for-profit and does hereby certify:

ARTICLE I

NAME OF CORPORATION

The name of the corporation is MAINSTREETWEEK.COM FOUNDATION, INC.

ARTICLE II

PRINCIPAL OFFICE OF THE CORPORATION

The address of the principal office of the Corporation shall be 255 So. Orange Avenue, Suite 600, Orlando, FL 32801, and the mailing address shall be Post Office Box 1511, Orlando, FL 32802.

ARTICLE III

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Corporation is 255 So. Orange Avenue, Suite 600, Orlando, FL 32801. The name of the initial registered agent at that address is Laurence J. Pino.

ARTICLE IV

PURPOSES AND POWERS OF THE CORPORATION

This corporation does not contemplate pecuniary gain or profit to its member, and the specific purposes for which it is formed are:

(1) exclusively for charitable, educational, religious and/or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as

amended, or under any corresponding provisions of any subsequent federal tax laws governing the distributions to organizations qualified as tax-exempt;

(2) without in any way limiting the foregoing, to advance the education of adults by providing scholarships and other support for the education of adults; and

(3) except as limited by the Articles of Incorporation and the Bylaws, the corporation will have and exercise all rights and powers in furtherance of its purposes as are or may hereafter be conferred on not for profit corporations pursuant to Chapter 617, Florida Statutes, and in accordance with other applicable law.

Notwithstanding any other provision of these Articles of Incorporation, this corporation 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, as amended, or the corresponding provision of any future United States Internal Revenue law.

ARTICLE V

MEMBERSHIP

This corporation shall not have members.

ARTICLE VI

BOARD OF DIRECTORS

The affairs of the corporation shall be managed by its Board of Directors. The method of election or appointment of the Board of Directors shall be fixed and governed by the Bylaws of the Corporation.

ARTICLE VII

DISSOLUTION

A majority of the Board of Directors may authorize dissolution of the corporation. After dissolution is authorized, the corporation must file articles of dissolution, in compliance with Section 617.1403, Florida Statutes, with the Department of State.

Upon the dissolution of winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and

operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

ARTICLE VIII

DURATION

The corporation shall exist perpetually.

ARTICLE IX

AMENDMENTS

A majority vote of the Board of Directors may amend the Articles of Incorporation.

ARTICLE X

BYLAWS

The Bylaws of this corporation shall be adopted by the incorporator on behalf of the corporation and may be altered, amended, or rescinded by a majority vote of the Board of Directors.

ARTICLE XI

INCORPORATOR

The name and address of the incorporator is: Laurence J. Pino, Esquire, Pino & Dicks, 255 So. Orange Avenue, Suite 600, P. O. Box 1511, Orlando, FL 32802.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the incorporators of this Corporation, executed these Articles of Incorporation this 1st day of September, 1999.



Laurence J. Pino

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**DESIGNATION OF AND ACCEPTANCE
BY REGISTERED AGENT**

The following is submitted in compliance with the laws of the State of Florida.

MAINSTREETWEEK.COM FOUNDATION, INC., a corporation not for profit organizing under the laws of the State of Florida, with its principal office located at 255 South Orange Avenue, Sixth Floor, Orlando, Florida 32801, has named LAURENCE J. PINO, ESQUIRE, whose address is 255 South Orange Avenue, Sixth Floor, P. O. Box 1511, Orlando, Florida 32802, as its Agent to accept service of process within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:



LAURENCE J. PINO