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November 23, 1999

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

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-12/01/99--01077--009  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: St. Cloud Main Street, Inc.

Please find enclosed 1 original and 1 copy of the Articles of Incorporation for the above referenced corporation and our check in the amount of \$78.75.

Signed:

Debra L. Jowers, President  
St. Cloud Main Street, Inc.

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1999 DEC -1 AM 9:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Articles of Incorporation of  
St. Cloud Main Street, Inc.  
a Florida Not for Profit Corporation

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned person, acting as incorporator or 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: St. Cloud Main Street, Inc.

*ARTICLE II - Effective Date*

Corporation 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 St. Cloud'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 St. Cloud's traditional downtown area and thereby promote St. Cloud's historic preservation, contribute to its community betterment while lessening the burdens of St. Cloud's government;
- (c) to disseminate information of and promote interest in the preservation, history, culture, architecture and public use of St. Cloud'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 St. Cloud'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 St. Cloud engaged in similar purposes;
- (f) to solicit and receive and administer funds for educational purposes and to that end to take and hold by bequest, devise, gift, grant, purpose, 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 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 1200 New York Ave., St. Cloud, FL 34769 and the initial mailing address of the corporation shall be P.O. Box 702417 St. Cloud, FL 34770-2417

#### *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 and Agent*

The street address of the initial registered office of the corporation is 1801 West New Nolte Road, St. Cloud, FL 34772. The name of its initial registered agent at such address is Debra L. Jowers, PA Registered Agent.

#### *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 of required by state law and, initially, shall be three (3). The term of office and manner of selecting and removing Directors shall be set forth in the bylaws. The initial Directors shall be:

Debra L. Jowers - 1801 W. New Nolte Road, St. Cloud, FL 34772  
Paula Stark - 12 Orange Ave., St. Cloud, FL 34769  
Chuck Hodgins - 12 Wyoming Ave., St. Cloud, FL 34769  
Mike Johnson - 6891 Old Melbourne Highway, St. Cloud, FL 34769  
Les Murdock - 500 Grape Ave., St. Cloud, FL 34769  
Sara Lewis - 4501 Neptune Road, St. Cloud, FL 34769  
Mark Rosenbauer - 1128 Anne Elisa Circle, St. Cloud, FL 34771

#### *ARTICLE IX - Meetings*

Regular Board of Directors meetings shall be held at a time and place specified by the President, or at such a 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 provisions of law may be taken without a meeting, if all of 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 of other document filed under any provision of law that relates to action so taken shall state 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:

Name	Address
Debra L. Jowers, PA	1801 West New Nolte Road St. Cloud, FL 34772

#### *ARTICLE XII - Officers*

The Corporation shall have the following officers: 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 as 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.

#### *ARTICLE XIV - Amendments*

These articles of incorporation may be amended by affirmation 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 purposes of formation this not for profit corporation under the Laws of Florida, have executed these articles of incorporation on October 1, 1999.

Debra L. Jowers, PA  
Registered Agent

#### *Acceptance of Registered Agent Designated in Articles of Incorporation*

Debra L. Jowers, PA has been designated as the Registered Agent in the above and foregoing Articles, and is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

Debra L. Jowers, PA

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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