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FLORIDA NON-PROFIT CORPORATION

Hands On Orlando, Inc.

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**ARTICLES OF INCORPORATION
OF
HANDS ON ORLANDO, INC.**

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The undersigned incorporator for purposes of forming a corporation under Chapter 617 of the Florida Statutes hereby states as follows:

**ARTICLE I
NAME**

The name of the corporation (which is hereafter called the "Corporation") is:

HANDS ON ORLANDO, INC.

**ARTICLE II
PRINCIPAL OFFICE**

The principal place of business and mailing address of the Corporation shall be: 199 E. Welborne Avenue, Winter Park, Florida 32789.

**ARTICLE III
PURPOSE**

The Corporation is formed exclusively for charitable purposes. Those purposes, and the Corporation's powers, include the following:

- (1) to operate as a volunteer service organization in Central Florida which organizes and provides volunteers to local community and charitable organizations; and
- (2) to do anything permitted under Chapter 617 of the Florida Statutes as amended from time to time.

The powers of the Corporation, with reference to both the organization and the operation of the Corporation, shall be construed as limited in order to comply with the requirements of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time (the "Code"). Specifically, the following provisions shall govern the organization and the operation of the Corporation:

- (a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, any member, director, or officer of the Corporation, or any private person, except that reasonable compensation may be paid by the Corporation for services actually rendered to or for the Corporation, and payments and distributions

may be made by the Corporation in furtherance of the purposes set forth in this Article III. No member, director, or officer of the Corporation, or any private person, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation. No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise permitted under Section 501(h) of the Code), and the Corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

- (b) Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct nor carry on any activities not permitted to be conducted or carried on (i) by an organization exempt under Section 501(c)(3) of the Code, or (ii) by an organization, contributions to which are deductible under Section 170(c)(2) of the Code.
- (c) Upon the liquidation, dissolution, or winding up of the Corporation in any manner or for any reason whatsoever, the assets of the Corporation then remaining in the hands of the Corporation shall be distributed, transferred, conveyed, delivered, and paid over to any other charitable organization (as hereinafter defined) of this or any other state and exempt under Section 501(c)(3) of the Code, having a purpose consistent with the purpose set forth in this Article III, or to the Federal Government, or to a State or local government, for a public purpose.
- (d) References to "charitable organizations" or "charitable organization" mean corporations, trusts, funds, foundations, or community chests created or organized in the United States or in any of its possessions, whether under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation (except as otherwise permitted in Section 501(h) of the Code), and which do not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of (or in opposition to) any candidates for public office. It is intended that the organizations described in this Article III shall be entitled to exemption from federal income tax under Section 501(c)(3) of the Code as now in force or afterwards amended.

- (c) The term "charitable purposes" shall be limited to and shall include only charitable purposes within the meaning of Section 501(c)(3) of the Code (or the corresponding provisions of any future United States Internal Revenue Law), but only such purposes as also constitute public charitable purposes under the laws of the United States, any state or territory, the District of Columbia, or any possessions of the United States.

ARTICLE IV
DIRECTORS

The affairs and property of the Corporation shall be managed and governed by a Board of Directors. The number, qualifications and manner of election or appointment of the Directors and their terms of office shall be as provided in the By-Laws of the Corporation.

ARTICLE V
REGISTERED AGENT AND STREET ADDRESS

The registered office of the corporation is located at 199 E. Welborne Avenue, Winter Park, Florida 32789, and the registered agent at such address is Chris Allen.

ARTICLE VI
INCORPORATOR

The name and address of the Incorporator of the Corporation is set forth below:

Chris Allen
2035 Howell Branch Road
Maitland, Florida 32751

ARTICLE VII
MEMBERS

The Corporation shall not have members.

ARTICLE VIII
BYLAWS

The Bylaws of the Corporation shall initially be adopted by the Board of Directors, which Bylaws may be altered, amended or rescinded in accordance with the Bylaws at any duly called meeting of the Board of Directors of the Corporation at which a quorum is present by majority vote of those Directors in attendance at such meeting.

ARTICLE IX
AMENDMENTS TO ARTICLES

An amendment of these Articles of Incorporation shall require adoption by the majority vote of all of the members of the Board of Directors.

ARTICLE X
INDEMNIFICATION

(1) No director, or officer who also serves as a director, of the Corporation shall be liable to the Corporation for money damages except under the circumstances, as provided by Florida law, in which this limitation on liability shall not apply.

(2) To the maximum extent permitted by Florida law, the Corporation shall indemnify its current acting and its former directors against any and all liabilities and expense incurred in connection with their services as either a director, an officer, or an employee and may indemnify, to the same extent, persons who serve and have served, at its request as a director, officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, or other enterprise. The Corporation may advance expenses to such directors and other persons referred to above to the extent permitted by Florida law.

(3) To the maximum extent permitted by Florida law, the Corporation may indemnify its current acting and its former officers, employees, and agents, who are not also directors, against any and all liabilities and expenses incurred in connection with their services in such capacities. The Corporation may advance expenses to such officers, employees, and agents referred to in this paragraph to the extent permitted by Florida law.

(4) Reference to Florida law shall include, but are not limited to, the Florida (General Corporate Law) as from time to time amended. Neither the repeal or amendment of this Article X, nor any other amendment to these Articles of Incorporation, shall eliminate or reduce the protection afforded to any person by the foregoing provisions of this Article X with respect to any act or omission which shall have occurred prior to such repeal or amendment.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on these Articles of Incorporation this 13th day of July, 2000.



Chris Allen, Incorporator

ACCEPTANCE OF APPOINTMENT

BY INITIAL REGISTERED AGENT

THE UNDERSIGNED, having been named in Article V of the foregoing Articles of Incorporation as Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and accepts, the obligations set forth in Section 617.0501, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as Registered Agent of the Corporation.

DATED, this 13th day of July, 2000.

REGISTERED AGENT:



Chris Allen

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