

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

NO10000004072

Winter Park Quality
Group Inc

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TALLAHASSEE, FLORIDA
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LTD Partnership File _____
Foreign Corp. File _____
L.C. File _____
Fictitious Name File _____
Trade/Service Mark _____
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Art. of Amend. File _____
RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
Cert. Copy _____
Photo Copy _____
Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
Fictitious Search _____
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Vehicle Search _____
Driving Record _____
UCC 1 or 3 File _____
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Courier _____
- 01 JUN 12 PM 12:10
DIVISION OF CORPORATE REGISTRATION
J. BRYAN JUN 12 2001

Signature _____

Requested by: CW 6/12 11:48
Name _____ Date _____ Time _____

Walk-In _____ Will Pick Up _____

**ARTICLES OF INCORPORATION
OF
WINTER PARK QUALITY GROUP, INC.
A NONPROFIT CORPORATION**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I: The name of the corporation shall be:

WINTER PARK QUALITY GROUP, INC.

Article II. The principal place of business and mailing address of this Corporation shall be: 1002 Temple Grove, Winter Park, Florida 32789.

Article III. Said Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code. The specific purpose of the Corporation is to establish a historic house museum for the specific preservation of historic buildings and also to offer educational facilities pertaining to the history and culture of Central Florida.

Article IV. The Corporation shall have three directors. The initial directors' names and addresses are: John H. Rogers, 1002 Temple Grove, Winter Park, Florida 32789; James W. Markel, 213 W. Comstock Avenue, Winter Park, Florida 32789; Robert S. Green, Gurney and Handley, P.A., 225 East Robinson Street, Orlando, Florida 32801. The election of the Directors of this Corporation is as set forth in the bylaws.

Article V. The Corporate powers of this Corporation are as provided in Section 617.0302, Florida Statutes; however, those powers are limited as follows:

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, trustees, 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 3 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Corporation.

Article VI. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed shall be disposed of by a Court of Competent

Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, as said Court shall determine, which are operated exclusively for such purposes.

Article VII. The name and street address of the initial registered agent is: Marvin E. Rooks, 213 West Comstock Avenue, Winter Park, Florida 32789.

Article VIII. The Corporation shall not have members.

Article IX. The names and street addresses of the Incorporators for these Articles of Incorporation are: John H. Rogers, 1002 Temple Grove, Winter Park, Florida 32789; James W. Markel, 213 W. Comstock Avenue, Winter Park, Florida 32789; Robert S. Green, Gurney and Handley, P.A., 225 East Robinson Street, Orlando, Florida 32801.

The undersigned Incorporator has executed these Article of Incorporation this 11TH day of June, 2001.

Witness:

Marvin E. Rooks

Signature of Incorporator

JOHN H. ROGERS

John H. Rogers

JOHN H. ROGERS
1002 Temple Grove
Winter Park, Florida 32789

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Corporation is:

Winter Park Quality Group, Inc.

2. The name and address of the registered agent and office is:

Marvin E. Rooks
213 West Comstock Avenue
Winter Park, Florida 32789.

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Marvin E. Rooks
Registered Agent

June 11, 2001
Date

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TALLAHASSEE, FLORIDA