

# N13000006057

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

95209-98907

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H13000149627 3)))



H130001496273ABCD

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations  
Fax Number : (850)617-6381

From: Account Name : BAKER & HOSTETLER LLP  
Account Number : T19990000077  
Phone : (407)649-4043  
Fax Number : (407)841-0168

\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*

Email Address: Lbergstesser@bakerlaw.com

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
13 JUL -2 PM 2:18

FLORIDA PROFIT/NON PROFIT CORPORATION  
THE ORLANDO PHILHARMONIC PLAZA FOUNDATION, INC.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

7/3

Electronic Filing Menu Corporate Filing Menu

Help

RECEIVED  
13 JUL -2 PM 2:47  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**THE ORLANDO PHILHARMONIC PLAZA FOUNDATION, INC.**  
**(A Corporation Not For Profit)**

Pursuant to the requirements of the Florida Not For Profit Corporation Act (the "Act"), the undersigned does hereby make, swear to, adopt and file these Articles of Incorporation of the Orlando Philharmonic Plaza Foundation, Inc. (the "Corporation").

**ARTICLE I**  
**Name and Duration**

The name of the Corporation is the Orlando Philharmonic Plaza Foundation, Inc. The term of duration of this Corporation shall be perpetual.

**ARTICLE II**  
**Principal Office and Mailing Address**

The address of the principal office and the mailing address of the Corporation is 812 East Rollins Street, Suite 300, Orlando, Florida 32803.

**ARTICLE III**  
**Registered Office and Agent**

The street address of the registered office of this Corporation is at 812 East Rollins Street, Suite 300, Orlando, Florida 32803, and the name of the registered agent at the address is David Schillhammer.

**ARTICLE IV**  
**Corporate Purposes, Powers and Rights**

Section 1. The Corporation is organized and shall be operated exclusively for charitable and educational purposes, including, as limited by such purposes, that it shall at all times be operated as an organization that is organized, and at all times operated exclusively for the benefit

FILED  
 SECRETARY OF STATE  
 DIVISION OF CORPORATIONS  
 13 JUL -2 PM 2:10

of, to perform the functions of, or to carry out the charitable and educational purposes of one or more "qualified organizations" engaged in the performing arts in the Orlando, Florida area, including, without limitation, providing contributions and other necessary resources to such organizations to promote the growth and appreciation of music and other performing arts. An organization is a "qualified organization" for purposes of this Article IV only if it is an organization described in Section 501(c)(3) and Sections 509(a)(1) or (2) of the Code.

Solely for the above purposes, the Corporation is empowered to exercise all rights and powers conferred by the laws of the State of Florida upon corporations not for profit.

Section 2. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Directors, officers or private individuals, but 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 Section 1 of this Article. It is intended that this Corporation shall have and continue to have the status of a corporation which is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code and which is other than a private foundation by reason of being described in Section 509(a)(3) of the Code. These Articles of Incorporation shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in the loss of its exemption from federal income tax under Section 501(c)(3) of the Code. No activity of the Corporation shall consist of participating in or intervening in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

13 JUL -2 PM 2:18  
 SECRETARY OF STATE  
 DIVISION OF CORPORATIONS

**ARTICLE V**  
**Members**

The Corporation shall have no members. The Board of Directors shall have the sole voting power.

**ARTICLE VI**  
**Directors**

Directors shall be elected, appointed and removed as provided in the Bylaws of the Corporation, as the same may be amended, restated or otherwise modified from time to time.

**ARTICLE VII**  
**Incorporator**

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
David Schillhammer	812 East Rollins Street Suite 300 Orlando, Florida 32803

**ARTICLE VIII**  
**Distribution of Assets Upon Dissolution**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation exclusively for charitable or educational purposes to such "qualified" organization or organizations as the Board of Directors shall determine. An organization shall be deemed to be a "qualified" organization for purposes of this Article VIII only if at the time of the distribution of such assets it is organized and operated exclusively for the purposes described in Section 170(c)(2)(B) of the Code and is described in Section 509(a)(1), (2) or (3) of the Code. Any of such assets not so distributed shall be distributed by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for the aforesaid

13 JUL -2 PM 2:18

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

purposes of the Corporation or to such qualified organization or organizations as said court shall determine.

**ARTICLE IX**  
**Amendments**

These Articles of Incorporation may be amended only as provided in the Bylaws of the Corporation.


**ARTICLE X**  
**Code References**

All references in these Articles to sections of the "Code" shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

**ARTICLE XI**  
**Indemnification**

The Corporation shall fully indemnify any officer, director, employee or agent or any former officer, director, employee or agent to the fullest extent permitted by law.

IN WITNESS WHEREOF, I, the undersigned incorporator, have hereunto set my hand on this day, July 1, 2013, for purpose of forming this Corporation not for profit under the laws of the State of Florida.

  
\_\_\_\_\_  
David Schillhanmer, Incorporator

13 JUL -2 PM 2:18  
SECURE PART OF STATE  
DIVISION OF CORPORATIONS

**REGISTERED AGENT CERTIFICATE**

In pursuance of the Act, the following is submitted in compliance with said statute:

That the Orlando Philharmonic Plaza Foundation, Inc., desires to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Orlando, County of Orange, State of Florida, has named David Schillhammer, located at 812 East Rollins Street, Suite 300, Orlando, Florida 32803, as its registered agent to accept service of process and perform such other duties as are required in the State of Florida.

**ACKNOWLEDGEMENT**

Having been named to accept service of process and serve as registered agent for the above-named corporation, at the place designated in the articles of incorporation of such corporation, the undersigned hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative to keeping open said office, and further states that it is familiar with §617.0501 et seq., Florida Statutes.



\_\_\_\_\_  
David Schillhammer

Dated: July 1, 2013

095209.098907 602265621.7

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
13 JUL -2 PM 2:19