



N97000006576
CITY OF ORLANDO

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 19 PM 2:16

17 November, 1997

7000023514476
-11/19/97--01021--007
****122.50 ****122.50

Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

To Whom It May Concern:

Enclosed please find the original and one (1) copy of Articles of Incorporation for **Keep Orlando Beautiful, Inc.** Also enclosed is a check of \$122.50 for the filing fees.

If you have any questions, please feel free to contact me.

Sincerely,

Karen Oporto
Paralegal

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 19 PM 2:46

**ARTICLES OF INCORPORATION OF
KEEP ORLANDO BEAUTIFUL, INC.**

ARTICLE I - NAME

The name of this corporation is Keep Orlando Beautiful, Inc..

ARTICLE II - STATEMENT OF CORPORATE NATURE

This is a nonprofit corporation organized solely for general charitable purposes pursuant to Florida Not For Profit Corporation Act as set forth in Chapter 617 of the Florida Statutes.

ARTICLE III - PURPOSES

The purposes for which this corporation is formed are:

1. to encourage, educate and promote public interest in the general improvement of the environment of the City of Orlando.
2. to support solid waste management programs for litter control/prevention in conjunction with and in cooperation with citizens, government, businesses and industries within the city limits of Orlando.
3. to implement and maintain the Keep America Beautiful System.
4. to develop plans for improving the health, sanitation, safety and cleanliness of the City of Orlando by targeting streets, rights-of-way, highways, parking lots, vacant lots, loading docks, refuse storage areas, lakes, canals and other similar places on both public and private property in the City of Orlando.
5. to exercise all powers permitted non-profit incorporation under Chapter 617 of the Florida Statutes.

ARTICLE IV - POWERS

The corporation shall have all the powers granted to not-for-profit corporations under the laws of the State of Florida which are necessary or convenient to affect any and all purposes for which the corporation is organized. In no event, however, shall the corporation have or exercise any power which would cause it not to qualify as a tax-exempt organization under Section 501(c) of the Internal Revenue Code, as it now exists, or as it may be amended from time to time; or to be ineligible to receive a charitable contribution under Section 170 of the Internal Revenue Code as it may be amended from time to time; nor shall the corporation engage directly or indirectly in any activity which would cause the loss

of such qualification. No part of the assets or the net earnings, current or accumulated, of the corporation shall inure to the benefit of any private individual.

ARTICLE V - TERM

This corporation shall have a perpetual existence.

ARTICLE VI - NON STOCK

This corporation is organized under a non-stock basis.

ARTICLE VII- LOCATION OF PRINCIPAL OFFICE AND IDENTIFICATION OF REGISTERED AGENT

(a) The office and principal place of business for Keep Orlando Beautiful, Inc., shall be at 1010 S. Woods Avenue, Orlando, Florida, 32805.

(b) The name and address of the initial registered agent is Amy T. Iennaco, Esq., whose address is 400 S. Orange Avenue, Orlando, Florida, 32801.

(c) The office or resident agent may be changed by the Board of Directors.

ARTICLE VIII - INCORPORATION

The name and residence address of the incorporators for the corporation are as follows:

Anne Lynaugh
2000 N. Forsyth Road
Orlando, Florida 32807

Roger M. Cox
1010 S. Woods Avenue
Orlando, Florida 32805

ARTICLE IX - OFFICERS AND DIRECTORS

a. The affairs of this corporation shall be managed by a Board of Directors composed of not less than three (3) and not more than thirty-eight (38) individuals.

b. Directors shall be appointed by majority vote of the three initial directors of Keep Orlando Beautiful, Inc.. The majority of the directors shall be employed or reside in Orange County, Florida and shall serve for the term provided in the bylaws.

c. The names and addresses of the three initial directors are:

Anne Lynaugh
2000 N. Forsyth Road
Orlando, Florida 32807

Roger M. Cox
1010 S. Woods Avenue
Orlando, Florida 32805

Richard Howard
400 S. Orange Avenue
Orlando, Florida 32801

d. In the event of a vacancy on the Board of Directors for any reason, additional directors shall be elected by a majority vote of the directors entitled to vote and then in office subject to the residency or occupational requirements contained in this Article. Any director may be removed with or without cause by majority vote of the Board of Directors.

e. The officers of the corporation shall be elected by the Board of Directors of the corporation and shall consist of a Chairman, a Vice-Chairman, a Secretary, a Treasurer, an Executive Coordinator and the Chairman of each of the standing committees designated in the bylaws. The Chairman and Vice-Chairman shall serve for a term of two (2) years beginning the 1st of October, immediately following their election by a majority of the Board of Directors present at a meeting to be held during July. In the event of a vacancy in any office for any reason, the Board of Directors shall be authorized to fill such vacancy for the unexpired term.

ARTICLE X - MEMBERSHIP

The corporation shall have a membership distinct from the board of directors. Any person meeting the requirements as provided for in the bylaws and agreeing to be bound by the articles of incorporation of this corporation, by its bylaws, and by such rules and regulations as the directors may from time to time adopt, is eligible for membership in the corporation. The directors shall from time to time prescribe the form and manner in which application may be made for membership. In no event shall a member be entitled to a vote.

ARTICLE XI - BYLAWS

The bylaws of the corporation shall be adopted and approved by the directors of Keep Orlando Beautiful, Inc.. The bylaws may be amended, altered or rescinded by action of the majority vote of the directors of Keep Orlando Beautiful, Inc. present at any meeting of the directors; provided, however, that notice of the proposed amendment, alteration or rescission of the bylaws shall have been given to the directors at least seven (7) days prior to the date of such meeting.

ARTICLE XII - DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

ARTICLE XIII - DISTRIBUTION OF ASSETS

Upon the liquidation or dissolution of this corporation, its assets if any, remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to either (1) a nonprofit 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) of the Internal Revenue Code of 1954, or corresponding provisions of subsequent federal tax laws, or (2) the Board of County Commissioners of Orange County, Florida and/or the City Council of the City of Orlando, Florida, in the proportion in which each said legislative body made payments to this corporation during its existence, such remitted funds to be appropriated and used by each said legislative body for its particular local government and devoted to the purposes set forth herein.

ARTICLE XIV - AMENDMENTS TO THE ARTICLES OF INCORPORATION

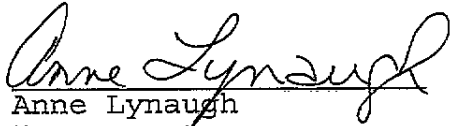
Amendments to the Articles of Incorporation may be proposed by the Board of Directors and shall be adopted by action of the majority vote of the directors of Keep Orlando Beautiful, Inc. present at any meeting of the directors; provided, however, that written notice of the proposed amendment shall be given to the directors at least seven (7) days prior to the date of such meeting and provided that no amendment shall authorize Keep Orlando Beautiful, Inc. or its directors to conduct the affairs of Keep Orlando Beautiful, Inc. in any manner or for any purpose contrary to the provisions of Section 501(c) of the Internal Revenue Code and any regulations promulgated thereunder. Any such amendment to these Articles of Incorporation shall be made only in accordance with the laws of the State of Florida.

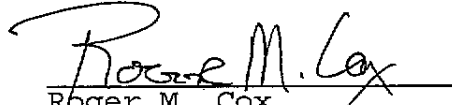
ARTICLE XV - AUDIT

An audit of the financial records of the corporation shall be conducted annually at the close of the fiscal year by a firm of certified public accountants engaged by the Board of Directors or by the City of Orlando's fiscal management staff.

* * * *

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation under the laws of the State of Florida, this 29 day of October, 1997.


Anne Lynaugh
Incorporator


Roger M. Cox
Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 29th day of October, 1997, by Anne Lynaugh and Roger M. Cox, who personally appeared before me and who are (✓) personally known to me or (✓) have produced FLORIDA DRIVERS' LICENSE as identification.


Notary Public MADÉLINE M. ROMEO

My Commission Expires:



MADÉLINE M. ROMEO
My Comm Exp. 4/18/99
Bonded By Service Ins
No. CC453725

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, the undersigned, am familiar with and do hereby accept the position of registered agent for Keep Orlando Beautiful, Inc. and the obligations incurred by said position.


Amy T. Iennaco

A:articles/10/21/97ra

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 19 PM 2:46