

N97000006576

Requester's Name

KEEP ORLANDO BEAUTIFUL, INC.

CITY OF ORLANDO

1010 S. WOODS AVE.

City/S ORLANDO, FL 32805

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1. _____ (Corporation Name) _____ (Document #)
- 2. _____ (Corporation Name) _____ (Document #)
- 3. _____ (Corporation Name) _____ (Document #)
- 4. _____ (Corporation Name) _____ (Document #)

FILED
00 FEB 17 PM 2:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- Walk in Pick up time Certified Copy
- Mail out Will wait Photocopy Certificate of Status

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

OTHER FILINGS

- Annual Report
- Fictitious Name

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

1.00003062261--6
-12/07/99--01005--010
*****35.00 *****35.00

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

Amend N97000006576
5/17/00

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 16, 1999

KEEP ORLANDO BEAUTIFUL, INC.
1010 S. WOODS AVENUE
ORLANDO, FL 32805

SUBJECT: KEEP ORLANDO BEAUTIFUL, INC.
Ref. Number: N97000006576

We have received your document for KEEP ORLANDO BEAUTIFUL, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 399A00059241

RECEIVED

00 FEB 15 1999

DIVISION OF CORPORATIONS

STREETS & DRAINAGE

DEC 20 1999

**FIRST AMENDMENT
TO ARTICLES OF INCORPORATION OF
KEEP ORLANDO BEAUTIFUL, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Articles of Incorporation of Keep Orlando Beautiful, Inc. are amended as follows.

1. Except for the title, the currently existing language of Article II "Statement of Corporate Nature" is deleted and the following language is added:

The organization is organized exclusively for charitable, educational and/or scientific purposes under section 501(c)(3) of the Internal Revenue Code and is a nonprofit corporation organized pursuant to the Florida Not For Profit Corporation Act as set forth in Chapter 617 of the Florida Statutes.

2. The references to "Section 501 (c) of the Internal Revenue Code" in Articles IV, XIII and XIV of the original Articles of Incorporation are hereby amended to read "Section 501 (c)(3) of the Internal Revenue Code."

3. Except for the title, the currently existing language of Article XII "Dedication of Assets" is deleted and the following language is added:

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers or any other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are tax deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

* See Ex. A

4. The original Articles of Incorporation are amended by the addition of a new article as follows:

ARTICLE XVI - INDEMNIFICATION

Each director, officer, ex-officio officer, incorporator, and registered agent shall be indemnified to the fullest extent permitted by law against any fine, liability, cost or expense, including attorney's fees and attorney's fees on appeal asserted against or incurred by them as a result of their Keep Orlando Beautiful, Inc. membership or activities. The corporation can agree

to grant the same right of indemnification to other agents or employees of the corporation and to persons serving at the request of the corporation as its agent. The right of indemnification shall extend to the heirs, personal representatives, and estate of each person granted the right pursuant to the preceding sentences. The right of indemnification shall not be exclusive of other rights to which those seeking an indemnification may be entitled.

IN WITNESS WHEREOF, this First Amendment to Articles of Incorporation of Keep Orlando Beautiful, Inc. were duly passed in accordance with Article XIV of the Articles of Incorporation and executed this 22nd day of July, 1999.

Roger M. Cox
Chairman, Board of Directors

ATTEST:
Sharon L. Dahlberg
Secretary

State of Florida
County of Orange

The foregoing instrument was acknowledged before me this 23rd day of July, 1999, by ROGER M. COX, Chairman, and SHARON L. DAHLBERG, Secretary, of the Board of Directors of Keep Orlando Beautiful, Inc. who personally appeared before me and who are (X) personally known to me or (X) who have produced FLORIDA DRIVERS LICENSES as identification.

Madeline M. Romo
Notary Public

My commission expires:

These Amended Articles of Incorporation were adopted on July 22, 1999 by a unanimous vote of the directors of Keep Orlando Beautiful, Inc. The number of votes cast for the Amended Articles was sufficient for approval.

KEEP ORLANDO BEAUTIFUL, INC.
Sharon Dahlberg
Sharon Dahlberg
Secretary / Treasurer
February 8, 2000

Ex A

AGREEMENT TO AMEND

As a part of our application for recognition of exemption from federal income tax, we agree to make the following amendment to our organizing document. Since we are incorporated, the amendment will be filed with and approved by the appropriate state official.

Keep Orlando Beautiful, Inc.

Name of Organization

Marion L. Dahlberg

Signature of Officer or Person Holding Power of Attorney

December 30, 1998

Date

- a.) The organization is organized exclusively for charitable, religious, educational, and/or scientific purposes under section 501(c)(3) of the Internal Revenue Code.
- b.) No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- c.) Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or 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.