



N97000006576

KEEP ORLANDO BEAUTIFUL, INC.

An Affiliate of Keep America Beautiful, Inc.

February 3, 2000

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Reference #N97000006576-Keep Orlando Beautiful, Inc.
and New Filing

700003138457--4
-02/17/00--01003--014
*****35.00 *****35.00

To Whom it May Concern:

Please find enclosed **two separate amendments** to Keep Orlando Beautiful Inc.'s Articles of Incorporation. The first one, which was passed at the July 22, 1999, meeting of Keep Orlando Beautiful, Inc., was previously returned to us by the Division of Corporations with instructions to add a statement indicating that the date the document was adopted had a sufficient number of votes cast for approval. We have previously submitted a \$35 check for the filing fee for that amendment.

Also enclosed, is another amendment to the Articles of Incorporation, which was passed at the January 27, 2000, Keep Orlando Beautiful, Inc. meeting, for filing. We are enclosing a check for the \$35 filing fee for this most recent amendment.

If you have any questions regarding these filings, please call our Registered Agent, Amy Iennaco at 407-246-3481.

Sincerely,

Sharon Dahlberg
Secretary/Treasurer

C: Amy T. Iennaco

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

*Amend City
5/28 amend
2-17-00*

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

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: The following Articles have been amended as shown. New language has been underlined and language which has been deleted is interlined.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 beautification, 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, parks 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)(3) 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.~~ 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.

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 Mayor of the City of Orlando. 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 appointed by the Mayor of the City of Orlando~~ 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.~~ as provided by the Bylaws.

e. ~~The officers~~ A Chairman and Vice-Chairman of the corporation shall be elected by a majority vote of the Board of Directors of the corporation. ~~and shall consist of a Chairman, a Vice-Chairman, City of Orlando employees shall serve as the a Secretary, a Treasurer, Secretary/Treasurer and Executive Keep Orlando Beautiful Coordinator, and The Chairman, Vice-Chairman, Secretary/Treasurer and Keep Orlando Beautiful Coordinator, together with the Chairman of each of the standing committees designated in the bylaws and three other City of Orlando staff members/directors shall serve as the Executive Committee.~~ 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 [RESERVED]

~~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 XII - DEDICATION OF ASSETS

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers of 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.~~

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) (3) 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 amendments must first be approved by the Mayor of the City of Orlando prior to their consideration by the directors; and 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) (3) 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 – AUDITS AND FINANCIAL ACCOUNTABILITY

~~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 subject to audit by the City of Orlando's ~~fiscal management~~ Internal Audit staff at any time.

The corporation shall file an annual financial report with the City of Orlando's Office of Management and Budget detailing its income and expenses. This report shall be prepared by the Secretary/Treasurer of the corporation and filed in accordance with the City of Orlando's budget cycle.

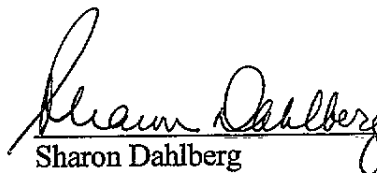
ARTICLE XVI – INDEMNIFICATION

Each director, officer, ~~ex-officio officer~~ director, incorporator, City of Orlando staff 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.

* * * *

SECOND: The date of adoption of the Amendments to the Articles of Incorporation was on January 27, 2000. The Amendments were adopted by a unanimous vote of the directors of Keep Orlando Beautiful, Inc., and the number of votes cast for the Amended Articles was sufficient for approval.

KEEP ORLANDO BEAUTIFUL, INC.



Sharon Dahlberg
Secretary / Treasurer
February 8, 2000