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FLORIDA NON-PROFIT CORPORATION

THE EDC FOUNDATION FOR EDUCATION, INC.

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**ARTICLES OF INCORPORATION
OF
THE EDC FOUNDATION FOR EDUCATION, INC.**

(A Florida not-for-profit corporation)

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not-For-Profit Corporation Act (the "Act"), Chapter 617, Florida Statutes (1999), as amended, hereby adopts the following Articles of Incorporation.

ARTICLE I

Name

The name of the Corporation is The EDC Foundation for Education, Inc.

ARTICLE II

Initial Principal Office and Mailing Address

The initial principal office and mailing address of the Corporation is as follows: 301 East Pine Street, Suite 900, Orlando, FL 32801-2705.

ARTICLE III

Purposes, Powers and Rights

The Corporation is organized exclusively for educational purposes within the meaning of sections 170(c)(2)(B), 501(c)(3), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code, as amended (the "Code"). The Corporation shall operate as an organization that is organized, and at all times operated exclusively for the benefit of, to perform the functions of, to support, or to carry out the educational purposes of the Beneficiary Organization as defined in Article VII below

(provided such organization is an organization described in section 501(c)(3) or (6) and section 509(a)(1) or (2) of the Code at the time of any given distribution to or on behalf thereof).

Solely for the above purposes, the Corporation is empowered to exercise all rights and powers conferred upon corporations not-for-profit under the Act, including, but without limitation thereon, to soliciting funds from public, to organizing fund-raising activities, to receiving gifts, devises, bequests and contributions in any form, holding and investing the receipts, and to use or apply the income therefrom or distribute the same for the above purposes. No part of the net earnings or property of the Corporation shall inure to the benefit of, or be distributed to any director, officer, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions and furtherance of the purposes set forth herein. The Corporation shall not have the power to declare dividends.

Notwithstanding any other provisions herein, the Corporation shall not carry on any activities not permitted to be carried on:

- (1) by an organization exempt from federal income tax under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, and/or
- (2) by an organization, contributions to which are deductible under sections 170(c)(2), 2055(a) or 2522(a)(2) of the Code.

No substantial part of the Corporation shall be 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.

ARTICLE IV

Directors

Number. The number of directors of the Corporation shall be 3, which number may be increased from time to time by the Bylaws, but shall never be less than 3. The names and street addresses of the individuals who will serve as the initial directors of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Thomas Hunt	301 East Pine Street, Suite 900 Orlando, FL 32801-2705
Howell Melton	301 East Pine Street, Suite 900 Orlando, FL 32801-2705
John Rigsby	301 East Pine Street, Suite 900 Orlando, FL 32801-2705

Thereafter, and as provided in the Bylaws, the Directors shall be compromised of two (2) classes: A and B. Class A Directors shall be comprised of up to eight (8) officers or directors of the Beneficiary Organization, appointed by the Beneficiary Organization. Class B Directors shall be comprised of up to seven (7) directors, elected by the then-serving Class A Directors of the Corporation. No members of the Class B Directors shall be officers or directors of the Beneficiary Organization.

Term. The terms of Directors of the Corporation are set forth in the Bylaws.

Qualifications. The qualifications and method of election and removal of the directors of the Corporation are set forth in the Bylaws.

ARTICLE V

Initial Registered Agent and Street Address

As set forth in the registered agent's written acceptance of its appointment, which is delivered to the Department of State together with these Articles of Incorporation, the name and street address of the initial registered agent for the Corporation is as follows: Michael L. Bobroff, 301 East Pine Street, Suite 900, Orlando, FL 32801-2705.

ARTICLE VI

Incorporator

The name and street address of the incorporator is as follows: Michael L. Bobroff, 301 East Pine Street, Suite 900, Orlando, FL 32801-2705.

ARTICLE VII

Beneficiary Organization

The Beneficiary Organization is the Economic Development Commission of Mid-Florida, Incorporated. If the Beneficiary Organization ceases to be so qualified, the Corporation shall be operated exclusively for the benefit of, to perform the functions of, to support, or to carry out the purposes of one or more successor Beneficiary Organizations as shall be selected by the Board of Directors of the Corporation (provided any such organization is an organization described in section

501(c)(3) or (6) and section 509(a)(1) or (2) of the Code.) The Board of Directors shall amend this Article VII to reflect any changes to the named Beneficiary Organization.

ARTICLE VIII

Distribution of Assets upon Dissolution

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 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 of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII

Amendments

These Articles of Incorporation may be amended by a majority of the members of the Board of Directors.

ARTICLE IX

Immunity and Indemnification

To the fullest extent permitted by the Not-For-Profit Corporation Law of the State of Florida, as the same exists or may hereafter be amended, a Director of the Corporation shall not be liable to the Corporation or its members, if any, for monetary damages in connection with the

exercise of their duties as Directors of the Corporation, and the Corporation's bylaws may provide for indemnification of Directors. Any repeal or modification of the Article shall not adversely affect any right or protection of any Director of the Corporation existing at the time of such repeal or amendment.

The undersigned, for purposes of forming a corporation under the laws of the state of Florida, does make, file and record these Articles of Incorporation, by and through its duly authorized officer, this 8th day of SEPTEMBER, 2000.

"INCORPORATOR"


Michael L. Bobroff

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

Pursuant to the provisions of Section 617.0501 of the Florida Not-For-Profit Corporation Act, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating its registered office and registered agent, in the State of Florida.

1. The name of the Corporation is The EDC Foundation for Education, Inc.
2. The name and address of the registered agent and office of the Corporation is:

Michael L. Bobroff
301 East Pine Street, Suite 900
Orlando, FL 32801-2705

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED, BY AND THROUGH ITS DULY ELECTED OFFICER, HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO ACT IN THIS CAPACITY. THE UNDERSIGNED, BY AND THROUGH ITS DULY ELECTED OFFICER, FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES, AND IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF ITS POSITION AS REGISTERED AGENT.

"REGISTERED AGENT"

Michael L. Bobroff
Michael L. Bobroff

DATE: SEPTEMBER 8, 2000

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