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Rogers, Dowling, Fleming & Coleman, P.A.

ATTORNEYS - AT - LAW

W. DAVID ROGERS, JR.\* ‡  
DUNCAN B. DOWLING III\* ‡  
JEFFREY M. FLEMING  
JAMES A. COLEMAN\*  
DAVID C. KNAPP

34 EAST PINE STREET  
POST OFFICE BOX 3427  
ORLANDO, FLORIDA 32802  
TELEPHONE (407) 849-6459  
FACSIMILE (407) 425-8536

LUZARDO PENDÁS  
DANIEL F. DILL  
JOHN E. BENGIER††  
TERESA ALBANESE SILVER†

BOARD CERTIFIED CIVIL TRIAL LAWYER\*  
CERTIFIED MEDIATOR‡

†ALSO ADMITTED TO THE NEW YORK BAR  
††ALSO ADMITTED TO THE GEORGIA,  
NORTH CAROLINA and WEST VIRGINIA BARS

January 13, 2000

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 322314

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-01/18/00--01123--009  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

**RE: Articles of Incorporation  
East Orlando Crime Prevention Coalition, Inc.**

To Whom It May Concern:

Enclosed herewith is an original and one copy of the Articles of Incorporation for the above-referenced corporation for filing. Also enclosed is a draft in the amount \$70.00 representing the filing fee of \$35.00 and Registered Agent fee of \$35.00.

Upon filing, please return the certified copy of the Articles of Incorporation to the undersigned.

Your prompt attention to this matter.

Very truly yours,

ROGERS, DOWLING, FLEMING & COLEMAN, P.A.

  
Annette Alaniz-Piedrahita, Paralegal

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Enclosures as noted  
CIVIC/EOCPC-LTR2-AAP  
aap/January 13, 2000

gk/25

**ARTICLES OF INCORPORATION**

**OF**

**EAST ORLANDO CRIME PREVENTION COALITION, INC.**

The undersigned, acting as Incorporator of a corporation under §617.1007, Florida Statutes, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I**

NAME: The name of the corporation is the **East Orlando Crime Prevention Coalition, Inc.**, hereafter referred to as the "Coalition."

**ARTICLE II**

PURPOSE AND POWERS: The purpose for which the Coalition is organized is as follows:

- 2.01 The Coalition is to promote the interests of residents in East Orlando with regard to crime prevention initiatives and improvements of the quality of life in East Orlando.
- 2.02 Said interests shall include, but not be limited to, the following:
  1. Preserving and enhancing the quality of life in and working with local law enforcement, government agencies and the community to find workable solutions to crime problems in East Orlando, and especially the area within boundaries as set forth within the Bylaws and may be changed and amended in accordance to said bylaws;
  2. Presenting to government, public, private, and other organizations, the views of its Membership;
  3. Carrying out charitable and educational activities consistent with other objectives of the Coalition as set forth herein;
  4. Engaging in any lawful activity and taking legal action to protect and advance purposes and goals of its members, as herein defined.

The Coalition is organized and shall exist upon a non-stock basis as a corporation not for profit under the laws of the State of Florida, and no portion of any earnings of the Coalition shall be distributed or inure to the private benefit of any member, Director or officer of the Coalition. For the accomplishment of its purposes,

the Coalition shall have all of the common law and statutory powers and duties of a corporation not for profit except as limited or modified by these Articles, Declarations, or Chapter 617, Florida Statutes, as it may hereafter be amended, including, but not limited to, the following:

- (A) To make and collect assessments against members of the Coalition to defray the costs, expenses and losses of the Coalition, and to use the proceeds of assessments in the exercise of its powers and duties.
- (B) To purchase insurance upon the Coalition for the protection of the Coalition and its members.
- (C) To make, amend and enforce reasonable rules and regulations governing the use of funds belonging to the Coalition, and the operation of the Coalition.
- (D) To enforce the provisions of the, these Articles, and the Bylaws and any Rules and Regulations of the Coalition.
- (E) To contract for the management and maintenance of any duties required by the Coalition and to delegate any powers and duties of the Coalition in connection therewith except such as are specifically required by the Articles, bylaws, or to be exercised by the Board of Directors or the membership of the Coalition.
- (F) To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Coalition.
- (G) To enter into agreements, or acquire leaseholds, memberships, and other possessory or use interests in lands or facilities such as administrative office facilities.
- (H) To borrow or raise money for any of the purposes of the Coalition, and from time to time without limit as to amount; to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable instruments and evidences of indebtedness; and to secure the payment of any thereof, and of the interest thereon, any mortgage, pledge, conveyance or assignment in trust, of the whole or any part of the rights or property of the Coalition, whether at the time owned or thereafter acquired.

All funds and the title to all property acquired by the Coalition shall be held for the

benefit of the members in accordance with the provisions of these Articles of Incorporation and the Bylaws.

### **ARTICLE III**

#### **MEMBERSHIP:**

- (A) The members of the Coalition shall be voluntary, as further provided in the Bylaws.
- (B) Each member shall be entitled to one vote in the Coalition matters as set forth in the Bylaws. The manner of exercising voting rights shall be as set forth in the Bylaws.

### **ARTICLE IV**

**TERM:** The term of the Coalition shall be perpetual.

### **ARTICLE V**

**BYLAWS:** The Bylaws of the Coalition may be altered, amended, or rescinded in the manner provided therein.

### **ARTICLE VI**

#### **DIRECTORS AND OFFICERS:**

- (A) The affairs of the Coalition will be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than three (3) Directors, and in the absence of such determination shall consist of three (3) Directors. Directors need not be members of the Coalition.
- (B) Directors of the Coalition shall be elected by the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.
- (C) The business of the Coalition shall be conducted by the officers designated in the Bylaws. The officers shall be elected each year by the Board of Directors at its first meeting after the annual meeting of the members of the Coalition, and they shall serve at the pleasure of the Board.

## **ARTICLE VII**

**AMENDMENTS:** Amendments to these Articles shall be proposed and adopted in the following manner:

- (A) **Proposal.** Amendments to these Articles may be proposed by a majority of the Board or by petition of one-fourth (1/4) of the members by instrument, in writing, signed by them.
- (B) **Procedure.** Upon any amendment or amendments to these Articles being proposed by said Board or members, such proposed amendment or amendments shall be submitted to a vote of the members not later than the next annual meeting for which proper notice can be given.
- (C) **Vote Required.** Except as otherwise required for by Florida law, these Articles of Incorporation may be amended by vote of a majority of the voting interests at any annual or special meeting, or by approval in writing of a majority of the voting interests without a meeting, provided that notice of any proposed amendment has been given to the members of the Coalition, and that the notice contains a fair statement of the proposed amendment.
- (D) **Effective Date.** An amendment shall become effective upon filing with the Secretary of State and recording a copy in the Public Records of Orange County, Florida.

## **ARTICLE VIII**

**REGISTERED AGENT:**

The registered office of the Coalition shall be at:

Rogers, Dowling, Fleming, and Coleman, P.A.  
34 E. Pine Street  
Orlando, FL 32801.

The registered agent at said address shall be:

Lou Pendas, Esq.  
Rogers, Dowling, Fleming, and Coleman, P.A.  
34 E. Pine Street

Orlando, FL 32801.

#### **ARTICLE IX**

**INDEMNIFICATION:** To the fullest extent permitted by Florida law, the Coalition shall indemnify and hold harmless every Director and every officer of the Coalition against all expenses and liabilities, including attorneys fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he may be a party because of his being or having been a Director or officer of the Coalition. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that his actions or omissions to act were material to the cause adjudicated and involved:

- (A) Willful misconduct or a conscious disregard for the best interests of the Coalition, in a proceeding by or in the right of the Coalition to procure a judgment in its favor.
- (B) A violation of criminal law, unless the Director or officer had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful.
- (C) A transaction from which the Director or officer derived an improper personal benefit.
- (D) Wrongful conduct by Directors or officers appointed by the others, in a proceeding brought by or on behalf of the Coalition.

In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves such settlement as being in the best interest of the Coalition. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a Director or officer may be entitled.

Wherefore, these Articles of Incorporation were duly adopted by the membership of the East Orlando Crime Prevention Coalition, Inc. by the method prescribed in the

Coalition's governing documents on the 13<sup>th</sup> day of January, 1999.

By: [Signature]  
Lou Pendas, Incorporator  
Dated: 1/13/00

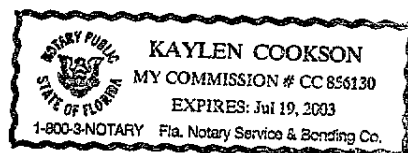
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TALLAHASSEE, FLORIDA

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FILED

STATE OF FLORIDA  
COUNTY OF ORANGE

THE FOREGOING instrument was acknowledged before me this 13<sup>th</sup> day of January, 2000 by Lou Pendas, who is personally known to me or produced identification (type of identification produced) \_\_\_\_\_



Kaylen Cookson  
Printed Name: KAYLEN COOKSON  
Notary Public - State of Florida  
My Commission Expires: 7-19-03  
Commission No.: CC 856130

Having been named to accept service of process for the above stated Corporation, at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 617.0505 Florida Statutes.

[Signature]  
Lou Pendas

REGISTERED AGENT