

Division of Corporations

Page 1 of 1

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Division of Corporations  
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From: GAIL ANDRE'

Account Name : LOWMEES, DROSDICK, DOSTER, KANTOR & REED, P.A.  
Account Number : 072720000036  
Phone : (407) 843-4600  
Fax Number : (407) 843-4444

PLEASE ARRANGE FILING OF THE ARTICLES OF INCORPORATION WITH AN EFFECTIVE DATE OF TODAY, JULY 5, 2000, AND RETURN TO ME A CERTIFICATE AS SOON AS POSSIBLE. THANK YOU FOR YOUR COOPERATION IN THIS MATTER. GAIL S. ANDRE'

## FLORIDA NON-PROFIT CORPORATION

DOWNTOWN ORLANDO 2000, INC.

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H00000035278 1

**ARTICLES OF INCORPORATION  
OF  
DOWNTOWN ORLANDO 2000, INC.**

The undersigned incorporator hereby desires and agrees to form a not-for-profit corporation under the provisions of Chapter 617 Florida Statutes and says:

**ARTICLE I**

**NAME OF CORPORATION, MAILING ADDRESS AND PRINCIPAL OFFICE**

The name of this Corporation shall be **DOWNTOWN ORLANDO 2000, INC.** The mailing and street address of the initial principal office of the Corporation shall be located at 720 Rugby Street, Suite 200, Orlando, Florida 32802-4920.

**ARTICLE II**

**REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation shall 215 N. Eola Drive, Orlando, Florida 32801 and the name of the initial registered agent for the Corporation shall be Timothy J. Manor.

**ARTICLE III**

**POWERS, OBJECTS AND PURPOSES**

The Corporation is a civic league or organization that is not organized for profit. The Corporation is operated exclusively for the promotion of social welfare, primarily engaged in promoting in some way the common good and general welfare of the community or to bring

H00000035278 1

about civic and local improvements by mobilizing a coalition of downtown Orlando leaders of non-profit and for-profit organizations to work together to promote and encourage public policies and development that will help make the downtown Orlando area a healthy place to live, play and work. The Corporation will work in cooperation with elected officials in advancing opportunities for quality education, housing, places of worship, parks and recreation, hospitality, arts and culture throughout the Orlando's downtown area.

No part of the Corporation's net earnings shall inure to the benefit of any private shareholder or individual. No substantial part of the Corporation's activities shall consist of providing commercial-type insurance.

The Corporation shall be authorized to exercise the powers permitted nonprofit corporations under Chapter 617 of the Florida Statutes; provided, however, that this Corporation, in exercising any one or more of such powers, shall do so in furtherance of the exempt purposes for which it has been organized within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, and provided further that this Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(4) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

#### ARTICLE IV

##### TERM

This Corporation shall have perpetual existence unless sooner dissolved according to the law.

H00000035278 1

ARTICLE V

NAME: ADDRESS OF INCORPORATOR

The name and address of the incorporator is: Timothy J. Manor, 215 N. Eola Drive,  
Orlando, Florida 32801.

ARTICLE VI

BOARD OF DIRECTORS

Section 1. The number of directors constituting the initial Board of Directors shall be three (3). Thereafter, the number of directors constituting the Board of Directors and the manner of election of directors shall be as provided in the Bylaws of the Corporation; provided, however, that there shall never be less than three (3) directors.

Section 2. The names and addresses of the initial Board of Directors are as follows:

**James M. Seneff, Jr.**

CNL Center at City Commons  
450 S. Orange Ave.  
Orlando, Florida 32801-3336

**Ralph Veerman**

CNL Center at City Commons  
450 S. Orange Ave.  
Orlando, Florida 32801-3336

**Roy B. Dalton, Jr.**

720 Rugby Street, Suite 200  
Orlando, Florida 32804

Section 3. The initial Board of Directors shall hold an organizational meeting, at the call of a majority of the directors, to complete the organization of the Corporation by appointing officers, adopting bylaws, and carrying on any other business brought before the meeting. The directors calling this meeting shall give at least three (3) days notice to each of the initial

H00000035278 1

H00000035278 1

directors, stating the time and place of the organizational meeting. Nothing herein shall prohibit the directors from taking such action without a meeting if the action taken is evidenced by one or more written consents describing the action taken and signed by each of the initial directors.

ARTICLE VII  
NON-PROFIT STATUS AND DISSOLUTION

Section 1. No part of the net earnings of the Corporation shall inure to the benefit of any individual or member. When appropriate, the Board of Directors may determine to reasonably compensate any member of the Corporation in accordance with and commensurate with the labor, service or other endeavor performed by such person.

Section 2. In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c) of the Internal Revenue Code of 1986, or corresponding sections of any future law, or to the Federal, State, or local government for exclusive public purpose.

IN WITNESS WHEREOF, the undersigned incorporator has hereto set his hand and seal this 5<sup>TH</sup> day of July, 2000, for the purpose of forming this Corporation not for profit under the laws of the State of Florida.

  
\_\_\_\_\_  
Timothy S. Manor, Incorporator

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ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of **DOWNTOWN  
ORLANDO 2000, INC.**

  
TIMOTHY J. MANOR

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