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FIRST AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FOUNDATION FOR BUILDING COMMUNITY, INC.
(A Corporation Not For Profit)

Pursuant to the requirements of the Florida Not For Profit Corporation Act (the "Act"), the undersigned does hereby make, swear to, adopt and file these First Amended and Restated Articles of Incorporation of Foundation For Building Community, Inc. (the "Corporation"), which Corporation was incorporated under the laws of the State of Florida on August 2, 2000.

ARTICLE I

Name and Duration

The name of the Corporation is Foundation For Building Community, Inc. The term of duration of this Corporation shall be perpetual.

ARTICLE II

Principal Office

The principal office address of the Corporation is 75 South Ivanhoe Boulevard, Orlando, Florida 32804.

ARTICLE III

Registered Office and Agent

The ~~street~~ address of the registered office of this Corporation is at 75 South Ivanhoe Boulevard, in the City of Orlando, County of Orange, State of Florida, 32804 and the name of the registered agent at the address is Scott P. Fagan.

ARTICLE IV

Corporate Purposes, Powers and Rights

Section 1. The Corporation is organized and shall be operated exclusively for charitable, educational, religious, or scientific purposes, including as limited by such purposes, that it shall

at all times be operated as an organization that is organized, and at all times operated exclusively for the benefit of, to perform the functions of, or to carry out the charitable, educational, religious, or scientific purposes of the Beneficiary Organizations, defined in Article VIII below (provided a Beneficiary Organization is a "qualified organization" by being (i) an organization described in Section 501(c)(3) and Sections 509(a)(1) or (2) of the Code or (ii) an organization described in Section 501(c)(6) of the Code that would be described in Section 509(a)(2) of the Code if it were an organization described in Section 501(c)(3) of the Code, at the time of any given distribution to or on behalf thereof), including providing contributions and other necessary resources to the Beneficiary Organizations for the promotion of educational and vocational training opportunities.

Solely for the above purposes, the Corporation is empowered to exercise all rights and powers conferred by the laws of the State of Florida upon corporations not-for-profit.

Section 2. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Directors, officers or private individuals, but the Corporation 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 Section 1 of this Article. It is intended that this Corporation shall have and continue to have the status of a corporation which is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code and which is other than a private foundation by reason of being described in Section 509(a)(3) of the Code. These First Amended and Restated Articles of Incorporation shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in the loss of its exemption from federal income tax under Section 501(c)(3) of the Code. No activity of the

Corporation shall consist of participating in or intervening in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE V

Members

The Corporation shall have no members. The Board of Directors shall have the sole voting power.

ARTICLE VI

Directors

Directors shall be elected, appointed and removed as provided in the First Amended and Restated Bylaws of the Corporation, as the same may be amended, restated or otherwise modified from time to time.

ARTICLE VII

Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
Scott P. Fagan	75 South Ivanhoe Boulevard Orlando, Florida 32804

ARTICLE VIII

Beneficiary Organizations

The Beneficiary Organizations are the Greater Orlando Chamber of Commerce, Inc. and the Central Florida Partnership, Inc. If a Beneficiary Organization ceases to be a "qualified organization" (as defined in Article IV), the Corporation shall be operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of the other Beneficiary

Organization. If both Beneficiary Organizations cease to be a "qualified organization," the Corporation shall be operated exclusively for the benefit of, to perform the functions of, 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 a "qualified organization"). The Board of Directors shall amend this Article VIII to reflect any changes to the named Beneficiary Organizations.

ARTICLE IX

Distribution of Assets Upon Dissolution

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation exclusively for charitable, educational, religious, or scientific purposes to such "qualified" organization or organizations as the Board of Directors shall determine. An organization shall be deemed to be a "qualified" organization for purposes of this Article IX only if at the time of the distribution of such assets it is organized and operated exclusively for the purposes described in Section 170(c)(2)(B) of the Code and is described in Section 509(a)(1), (2) or (3) of the Code. Any of such assets not so distributed shall be distributed by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for the aforesaid purposes of the Corporation or to such qualified organization or organizations as said court shall determine.

ARTICLE X

Amendments

These First Amended and Restated Articles of Incorporation may be amended by the affirmative vote of a majority of the Directors present at a meeting of the Board of Directors at

which a quorum is present; provided that the notice of the meeting includes the proposed amendment or a summary of the changes.

ARTICLE XI

Code References

All references in these Articles to sections of the "Code" shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

ARTICLE XII

Indemnification

The Corporation shall fully indemnify any officer, director, employee or agent or any former officer, director, employee or agent to the full extent permitted by law.


CERTIFICATE

The foregoing First Amended and Restated Articles of Incorporation was adopted by the unanimous written consent of the Board of Directors of the Corporation on the 13th day of September, 2012 and the number of votes cast for the amendment was sufficient for approval. There are no members entitled to vote on the foregoing First Amended and Restated Articles of Incorporation.


Scott P. Fagan, Incorporator

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in the above-stated Corporation's First Amended and Restated Articles of Incorporation, the undersigned, hereby states that the undersigned is familiar with and accepts the obligations to act in this capacity, and agrees to comply with the provision of said statute relative to keeping open said office.


Scott P. Fagan

DATED: November 2, 2012

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