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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
FOUNDATION FOR BUILDING COMMUNITY, INC.**

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**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FOUNDATION FOR BUILDING COMMUNITY, INC.,
A FLORIDA NOT FOR PROFIT CORPORATION**

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In accordance with the Articles of Incorporation of Foundation for Building Community, Inc., a Florida not-for-profit corporation (the "Corporation"), and the provisions of Sections 617.1002 and 617.1007 of the Florida Not for Profit Corporation Act, the board of directors of the Corporation, at a meeting of such board held on March 6, 2019, cast a number of votes sufficient for approval of the amendment and restatement of the Corporation's articles of incorporation. Accordingly, the articles of incorporation of the Corporation are hereby amended and restated in their entirety to read as follows:

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

The name of the Corporation is **Foundation for Orlando's Future, Inc.** The mailing address of the Corporation is 301 East Pine Street, Suite 900, Orlando, Florida 32801, and the Corporation's principal office is located at 301 East Pine Street, Suite 900, Orlando, Florida 32801.

**ARTICLE II
REGISTERED OFFICE AND AGENT**

The street address of the registered office of the Corporation is 301 East Pine Street, Suite 900, Orlando, Florida 32801, and the name of the registered agent for the Corporation is Scott P. Fagan.

**ARTICLE III
PURPOSES**

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 Orlando Economic Partnership, Inc., a Florida not for profit corporation (the "Beneficiary Organization"). (provided that the 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 Organization for the promotion of educational and vocational training opportunities. Solely for the foregoing purposes, the Corporation is empowered to exercise all rights and powers conferred by the laws of the State of Florida upon not-for-profit corporations.

Section 2. No part of the net earnings or assets of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers or any 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 III. 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 Second 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 IV POWERS

The Corporation shall be authorized to exercise the powers permitted not-for-profit corporations under Chapter 617, Florida Statutes; provided, however, that the 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)(3) of the Code.

ARTICLE V NO MEMBERS

The Corporation shall have no members. The board of directors of the Corporation (the "Board") shall have the sole voting power.

ARTICLE VI BOARD OF DIRECTORS

Section 1. The Board will consist of not fewer than three (3) members. Except as otherwise provided in the bylaws of the Corporation (the "Bylaws"), all corporate powers must be exercised by or under the authority of, and the affairs of the Corporation managed under the direction of, the Board.

Section 2. Members of the Board will be elected or appointed in accordance with the applicable provisions of the Bylaws.

ARTICLE VII BENEFICIARY ORGANIZATIONS

The Beneficiary Organization is Orlando Economic Partnership, Inc., a Florida not-for-profit corporation, the successor by merger to the Central Florida Partnership, Inc., a Florida not-for-profit corporation. If the Beneficiary Organization ceases to be a "qualified organization" (as defined in Article III hereof), then 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 (provided any such organization is a "qualified organization"). The Board shall amend this Article VII to reflect any changes to the named beneficiary organization.

ARTICLE VIII
DEDICATION OF ASSETS AND DISSOLUTION

The property of the Corporation is irrevocably dedicated to the purposes set forth herein. Upon the dissolution of the Corporation, the Board 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 shall determine. An organization shall be deemed to be a "qualified" organization for purposes of this Article VIII 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 Florida 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 IX
AMENDMENT OF ARTICLES

These Second Amended and Restated Articles of Incorporation may be amended by the affirmative vote of a majority of all of the directors then in office.

ARTICLE X
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 XI
INDEMNIFICATION

The Corporation shall indemnify any officer, director, employee or agent of the Corporation or any former officer, director, employee or agent of the Corporation in accordance with the applicable provisions of the Bylaws.

IN WITNESS WHEREOF, the undersigned duly authorized officer of the Corporation has executed these Second Amended and Restated Articles of Incorporation this ____ day of March, 2019.



Timothy G. Gail, President

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as registered agent of Foundation for Orlando's Future, Inc., and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of such duties, and is familiar with and accepts the obligations of the position as registered agent.



Scott P. Fagan