

N00000006592

Central Florida Economic Development Corporation

5235 Hoffner Road ♦ Orlando, Florida 32812

(407) 826-4777 ♦ Fax (407) 826-5125

FILED
00 OCT -9 PM 1:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

August 28, 2000

Florida Department of State
Division of Corporations
P O Box 6327
Tallahassee, Florida 32314

100003418741--8

-10/09/00--01052--009

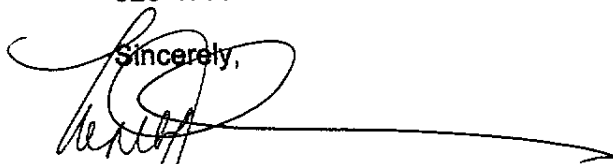
*****78.75 *****78.75

Dear Sir or Madam:

Please find enclosed two original copies of the Articles of Incorporation and Certificate of Designation of Registered Agent/Office of Central Florida Economic Development Corporation, along with our check for \$78.75 for the State Filing Fee.

Should you have any questions please feel free to contact me at my office (407) 826-4777.

Sincerely,



Dr. Mark Chironna
President

Enc.2

10-9
WZ

**ARTICLES OF INCORPORATION
OF
CENTRAL FLORIDA ECONOMIC DEVELOPMENT CORPORATION**

FILED
00 OCT -9 PM 1:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned natural person over the age of eighteen (18), being desirous of forming a Corporation for charitable, economic development, and philanthropic purposes, under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

ARTICLE I. NAME

The name of this corporation is Central Florida Economic Development Corporation.

ARTICLE II. PURPOSES

The general nature of the objectives and purposes of this Corporation shall be: to operate a charitable, economic development program in the Greater Orange County, Florida area and beyond and, through it, to provide various outreach and community and economic development programs as is necessary to accomplish its expanding mission; and to encourage, promote and support worthy community-based causes as may be determined by the Board of Directors from time to time.

ARTICLE III. QUALIFICATIONS OF MEMBERS

The Corporation is a service corporation and shall have no members.

ARTICLE IV. TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE V. SUBSCRIBER

The name and residence of the subscriber to these Articles is:

Name

Residence

- | | | |
|----|---------------|--|
| 1. | Mark Chironna | 8707 Scenic Oak Court
Orlando, FL 32836 |
|----|---------------|--|

ARTICLE VI. OFFICERS

Section 1. The officers of the Corporation shall be a President, Vice President, Secretary/Treasurer.

Section 2. The names of the persons who are to serve as officers of the Corporation until the first meeting of the Board of Directors are:

- | | OFFICE | NAME |
|----|---------------------|-------------------|
| 1. | President | Mark Chironna |
| 2. | Vice President | Richard Brunson |
| 3. | Secretary/Treasurer | Gloria Hartsfield |

Section 3. The officers shall be elected at the annual meeting of the Board of Directors or as provided in the by-laws.

ARTICLE VII. BOARD OF DIRECTORS

Section 1. The business affairs of this Corporation shall be managed by the Board of Directors. This Corporation shall have three (3) directors initially. The number of the directors may be increased from time to time, by the by-laws, but shall never be less than three (3) nor more than, nine (9), unless the by-laws are subsequently amended. A director may be removed as outlined in the by-laws.

Section 2. Members of the Board of Directors shall be elected and hold office in accordance with the by-laws.

Section 3. The names and addresses of the persons who are to serve as directors for the ensuing year, or until the first annual meeting of the corporation, are:

	NAME	ADDRESS
1.	Mark Chironna	8707 Scenic Oak Court Orlando, FL 32836
2.	Richard Brunson	3818 Gatlin Woods Drive Orlando, FL 32812
3.	Gloria Hartsfield	14376 Colonial Grand Blvd. Unit 2310 Orlando, FL 32837

ARTICLE VIII. BY-LAWS

Section 1. The Board of Directors of this Corporation may provide such by-laws for the conduct of its business and the carrying out of its purpose as they may deem necessary from time to time.

Section 2. Upon proper notice the by-laws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

ARTICLE IX. AMENDMENTS

Section 1. Amendments to the articles of incorporation may be adopted at a regular meeting of the Board of Directors, or a special meeting duly noticed for that purpose, by a majority vote of the directors then in office.

Section 2. The Board of Directors may submit, consider and vote upon any number of amendments at any one meeting.

ARTICLE X. PRINCIPAL PLACE OF BUSINESS

The principal place of business and mailing address of the Corporation shall be at 5235 Hoffner Road in the City of Orlando, County of Orange, State of Florida 32812.

ARTICLE XI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 5235 Hoffner Road, Orlando, Florida 32812. The name of the registered agent at this office is John DeStefano.

ARTICLE XII. NON-PROFIT STATUS

Section 1. No part of the net earnings of the Corporation shall inure to the benefit of any individual director or officer. This Corporation is founded for the purpose of qualifying fully as a tax-exempt Corporation under the laws of the United States and the State of Florida.

Section 2. No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this Corporation and upon dissolution of this organization all of its assets remaining after payment of all cost and expenses of such dissolution shall be distributed to organizations which have qualified for exemption under Section 501(c) (3) of the Internal Revenue Code, or the federal government, or to a state or local government for a public purpose, and none of the assets will be distributed to any director, officer or trustee of this Corporation.

ARTICLE XIII. POWERS

Section 1. In order to promote the purposes of this Corporation, it may acquire property by grant, gift, purchase, devise or lease, or bequest, and hold dispose of such property as the Corporation shall require for the benefit of the Corporation and to further its purpose and mission, and not for pecuniary profit.

Section 2. The Corporation shall have all powers necessary to complete its mission and purposes provided such powers are not inconsistent with Florida Statute Chapter 617, as amended from time to time, the Internal Revenue Code of the United States of America; and the corporate by-laws.

ARTICLE XIV. MEETINGS

Section 1. The annual meeting for the election of members of the Board of Directors shall be as provided in the by-laws.

Section 2. The Corporation may provide in its by-laws for the holding of additional regular meetings and any special meetings, but shall hold meetings at least quarterly.

ARTICLE XV. LIMITATION ON LIABILITY OF DIRECTORS

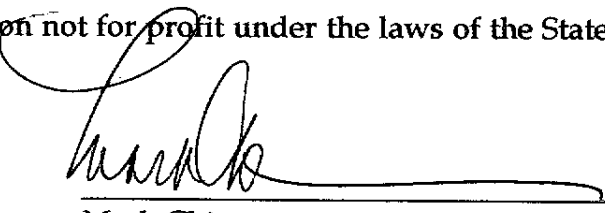
A director is not liable to the Corporation for monetary damages for an act or omission in the director's capacity as a director except to the extent otherwise provided by a statute of the State of Florida or the United States of America.

ARTICLE XVI. INDEMNIFICATION

The Corporation may, at the direction of the Board of Directors, indemnify a person who was, is, or is threatened to be named defendant or respondent in litigation or other proceedings because the person is or was a director or other person related to the Corporation as provided by the provisions in the Statutes governing indemnification. As provided in the bylaws, the Board

of Directors shall have the power to define the requirements and limitations for the Corporation to indemnify directors, officers, or others related to the Corporation.

IN WITNESS WHEREOF, I, the undersigned subscribing incorporate, have hereunto set my hand and seal this 28 day of August, 2000, for the purpose of forming this Corporation not for profit under the laws of the State of Florida.

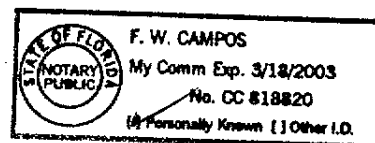

Mark Chironna
Subscriber

STATE OF FLORIDA
COUNTY OF ORANGE

Before me, a Notary Public duly authorized in the state and county named above to take acknowledgments, personally appeared Mark Chironna, who is personally known to me or who produced a valid Florida Driver's License as identification, and is to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed and subscribes to these Articles of Incorporation.

Witness my hand and seal in the county and state named above this 28th day of August, 2000.


Notary Public



00 OCT -9 PM 1:38
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Certificate of Designation
Registered Agent/Registered Office

Pursuant to the provisions of Chapter 617 of the Florida Statutes, the mentioned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Central Florida Economic Development Corporation.
2. The name and street address of the registered agent and office is:

5235 Hoffner Road
Orlando, FL 32812

Having been named as registered agent and to accept the service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



John DeStefano



Date