

NO1000002475

ROBERT N. LERNER, ESQUIRE
P.O BOX 150176
ALTAMONTE SPRINGS, FL 32715
(407) 767-0099
e-mail: lawyerb@magicnet.net
URL: www.attorney-boblerner.com

TRANSMITTAL LETTER

April 3, 2001

FILED
01 APR -4 PM 12:24
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RE: THE ALTAMONTE ORGANIZING COMMITTEE, INC.

TO: Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

DOCUMENTS ENCLOSED:

Articles of Incorporation
Check for \$ 70.00


300003959773--4
-04/05/01--01011--002
*****70.00 *****70.00

INSTRUCTIONS:

Please file, a certified copy of articles is not necessary.
Thank you.

Respectfully submitted,

NO COPY


Robert N. Lerner, Esquire
RNL/cbhb

T. Burch APR 9 2001

ARTICLES OF INCORPORATION
OF
THE ALTAMONTE ORGANIZING COMMITTEE, INC.
(A Florida Not for Profit Corporation)

FILED
01 APR -4 PM 12:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, desiring to associate for the purpose of incorporating as a Corporation Not For Profit under the provisions of Sec. 617 of the Florida Statutes, do hereby agree to adopt and organize under these Articles of Incorporation.

ARTICLE I - CORPORATE NAME, PRINCIPAL OFFICE
AND MAILING ADDRESS

The name of the corporation is **THE ALTAMONTE ORGANIZING COMMITTEE, INC.**, and the principal office and mailing address of this corporation is:

THE ALTAMONTE ORGANIZING COMMITTEE, INC.
c/o Richard Handwerk, Westmonte Park
624 Bills Lane
Altamonte Springs, FL 32714

ARTICLE II - CORPORATE NATURE

This is a nonprofit corporation, organized solely for educational purposes pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.

ARTICLE III - DURATION

The term of existence of the corporation is perpetual.

ARTICLE IV - GENERAL AND SPECIFIC PURPOSES

The specific and primary purposes for which this corporation is formed are:

- (a) To encourage, promote and maintain a non-profit organization which will promote and support fund raising efforts by the City of Altamonte Springs for the benefit of high school athletic programs and service organizations.

- (b) To provide financial and logistical assistance for the fund raising efforts by the City of Altamonte Springs for the benefit of high school athletic programs and service organizations.
- (c) To assist activities relative to the above.
- (d) Other purposes of this club may, from time to time, be adopted by amendment to the By-laws.

ARTICLE V - MEMBERSHIP

This corporation is organized upon a non-stock basis as defined in Section 617.011 of the Florida Statutes. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, voting, and other rights and privileges of members, shall be regulated by the By-laws.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is:

670 N. Orlando Ave., Ste. 1004A, Maitland, FL 32751

The name of the initial registered agent at such address is:

Gerald Rutberg

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a Board of Directors. The number of Directors constituting the initial Board of Directors of the corporation is three, which number shall never be fewer than three (3) or greater than nine (9); provided, however, that such number may be changed by an amendment adopted pursuant to the By-laws of this corporation.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members, to be held on the day chosen by the Directors, at the place designated by the Directors, at which time an election of Directors may be held.

The names and residential addresses of the persons who are to serve as initial Directors until the first election thereof are as follows:

Gerald Rutberg: 670 N. Orlando Ave., Ste. 1004A
Maitland, FL 32751

The business affairs of the corporation shall be conducted by the Board of Directors who are active members of this corporation, one of whom shall be elected President of the corporation, one the Vice President, one the Secretary/Treasurer, all of whom shall be elected annually by a majority vote of the members of corporation present and voting at the regular annual meeting of the corporation to be held on the 15th of April each year or as soon thereafter as convenient. The following persons shall serve as the initial corporate officers:

Gerald Rutberg: 670 N. Orlando Ave., Ste. 1004A
Maitland, FL 32751

ARTICLE IX
EARNINGS AND ACTIVITIES OF CORPORATION

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that 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 Article IV hereof.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Notwithstanding any other provision of these Articles, this corporation shall not, except to any insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE X - MEMBERSHIP

The qualification for members and the manner of their admission shall be regulated by the By-laws for this corporation.

ARTICLE XI - SUBSCRIBERS

The names and residence address of the Subscriber of this corporation is as follows:
(a minimum of one (1) only is required):

Stephen W. Wolfram: 499 N. State Rd. 434, Ste. 2125, Altamonte Springs, FL 32714

ARTICLE XII - AMENDMENT OF BY-LAWS

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporation Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefor in the By-Laws.

ARTICLE XIII - DISSOLUTION

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue code of 1986, or corresponding provisions of an subsequent federal tax laws.

IN WITNESS WHEREOF, the undersigned subscribing incorporator has executed these Articles of Incorporation this 2 day of April, 2001, for the purpose of forming this Corporation Not for Profit under the laws of the State of Florida.

WITNESSED BY:

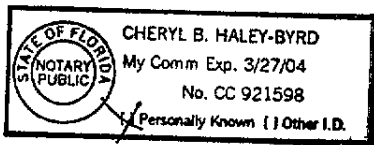
PL

Stephen W. Wolfram
Stephen W. Wolfram, Subscriber

Cheryl B. Bailey Byrd

STATE OF FLORIDA
COUNTY OF SEMINOLE

The foregoing Articles of Incorporation of **THE ALTAMONTE ORGANIZING COMMITTEE, INC.** were acknowledged before me this 2nd day of April, 2001 by Stephen W. Wolfram as Subscriber.



Cheryl B. Haley-Byrd
Notary Public-State of Florida
Name: Cheryl B. Haley-Byrd
Address: 620 Jasmine Rd.
Altamonte Springs, FL 32701
My Commission expires:

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for **THE ALTAMONTE ORGANIZING COMMITTEE, INC.** at the place designated in the Articles of Incorporation, Gerald Rutberg agrees to act in this capacity and agrees to comply with the provisions of Section 48.091 relative to keeping such office.

Date: 4/2/01

Gerald Rutberg
Gerald Rutberg