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Division of Corporations  
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FLORIDA NON-PROFIT CORPORATION

The Orlando Forum, Inc.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION  
FOR  
THE ORLANDO FORUM, INC.  
(Not-For-Profit)**

**ARTICLE I  
NAME**

The name of the corporation shall be The Orlando Forum, Inc.

**ARTICLE II  
PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be 135 W. Central Boulevard, Suite 1100, Orlando, Florida 32801.

**ARTICLE III  
DURATION**

The term of existence of the Corporation shall be perpetual.

**ARTICLE IV  
CORPORATE NATURE**

This is a non-profit corporation, organized solely for general charitable purposes pursuant to the Florida Corporations Not-For-Profit Law set forth in Section 617 of the Florida Statutes.

**ARTICLE V  
CORPORATE PURPOSES**

The purpose of this Corporation is to serve as a business and education forum allowing business professionals to meet and exchange ideas on how to facilitate the future economic growth of Florida and the businesses operating therein. In addition, the Corporation may exercise any, all and every power for which a not-for-profit organization organized under the Florida Not-For-Profit Corporation Act can be authorized to exercise.

**ARTICLE VI  
MEMBERS**

This Corporation shall have no Members.

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## ARTICLE VII MANNER OF ELECTION

The method of election of the Board of Directors as well as any qualifications for being a Member of the Board of Directors; the power to call the meetings of Directors; the location of additional offices; the method for filling a vacancy on the Board of Directors, and the authority of the Corporation to enter into obligations with its Directors shall be provided from time to time by the By-Laws of the Corporation.

In furtherance, and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors is expressly authorized to make, alter, amend and rescind the By-Laws of the Corporation, to fix the amount to be reserved as working capital, and to authorize and cause to be executed mortgages and leases upon the real or personal property of the Corporation.

## ARTICLE VIII MANAGEMENT OF CORPORATE AFFAIRS

a. Board of Directors. The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. The initial number of Directors of the Corporation shall be three (3).

Directors elected at the first annual meeting, and that all times thereafter, shall serve for a term of one (1) year until the annual meeting of Directors following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at such place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by one of the Board of Directors under any provision of law may be taken without a meeting, if all Directors of the Board shall individually or collectively consent in writing to such action. Such written consent shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any Certificate or document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this Corporation authorized the Directors to so act.

The names and addresses of such initial Directors of the Board of Directors are as follows:

Michael E. Marder  
135 W. Central Boulevard, #1100  
Orlando FL 32801

Barry Epstein  
135 W. Central Boulevard, #1100  
Orlando FL 32801

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Gerald Greenspoon  
100 W. Cypress Creek Road, #700  
Fort Lauderdale FL 33309

b. Corporate Officers. The Board of Directors shall elect the following Officers: President, Vice President, Secretary and Treasurer, and such other Officers as the By-Laws of this Corporation may authorize the Directors to elect from time to time. Initially, such Officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as Corporate Officers:

President	Michael E. Marder
Vice President	Barry Epstein
Secretary	Michael E. Marder
Treasurer	Barry Epstein

c. No Director or Officer of the Corporation shall be personally liable to the Corporation for monetary damages for breach of his or her duty of care or other duty as a Director or Officer; provided, that this provision shall eliminate or limit liability of a Director or Officer only to the extent permitted from time to time by the Florida Corporations Not-For-Profit Law set forth in Section 617 of the Florida Statutes.

d. The Corporation shall indemnify any Director or Officer of the Corporation and may, at the discretion of the Board of Directors, indemnify any employee or agent of the Corporation who was or is a party, or is threatened to be a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact he or she is or was a Director, Officer, employee, or agent of the Corporation, against any expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful; provided, that this provision shall provide for indemnification only pursuant to the procedures provided and to the extent permitted from time to time by the Florida Corporations Not-For-Profit Law set forth in Section 617 of the Florida Statutes.

e. Expenses (including attorneys' fees) incurred by a Director, Officer, employee or agent in defending any civil, criminal, administrative or investigative action, suit or proceeding shall be paid by the Corporation in the case of a Director or Officer and may, in the discretion of the Board of Directors, be paid by the Corporation in the case of an employee or agent in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such Director, Officer, employee or agent to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation pursuant to the Florida Corporations Not-For-Profit Law set forth in Section 617 of the Florida Statutes. Such expenses may be so paid upon the terms and conditions, if any, as the Board of Directors may deem appropriate.

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## ARTICLE IX EARNINGS AND ACTIVITIES OF CORPORATION

a. No part of the net earnings of the Corporation shall inure to the benefit or, be distributable to its 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 V hereof.

b. 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 any political campaign on behalf of any candidate for public office.

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

d. Notwithstanding any other provision in these Articles of Incorporation, in the event this Corporation is ever determined to be a private foundation within the meaning of Section 509(a) of the Internal Revenue Code of 1986, as amended, or any corresponding provisions of any subsequent federal tax laws, then the following shall apply:

i. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax laws.

ii. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax laws.

iii. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax laws.

iv. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax laws.

v. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax laws.

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## **ARTICLE X DISTRIBUTION OF ASSETS**

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable purposes as shall at the time qualify as an exempt organization or organizations under the Internal Revenue Code of 1986, as amended, (or future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE XI DEDICATION OF ASSETS**

The property of this Corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of this Corporation shall ever inure to the benefit of any Director or Officer thereof, or to the benefit of any private individual.

## **ARTICLE XII AMENDMENT OF ARTICLES**

Amendments to these Articles of Incorporation may be affected by a resolution adopted by the Board of Directors as provided by the By-Laws of this Corporation.

## **ARTICLE XIII INCORPORATOR**

The name and street address of the incorporator is:

Gregory M. Nordt, Esq.  
Greenspoon, Marder, Hirschfeld, Rafkin, Ross & Berger, P.A.  
100 W. Cypress Creek Road, Suite 700  
Fort Lauderdale FL 33309

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ARTICLE XIV  
INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and street address of the registered agent is:

Gregory M. Nordt, Esq.  
Greenspoon, Marder, Hirschfeld, Rafkin, Ross & Berger, P.A.  
100 W. Cypress Creek Road, Suite 700  
Fort Lauderdale FL 33309

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with the appointment as registered agent and agree to act in this capacity.

  
\_\_\_\_\_  
Signature of Registered Agent/Incorporator

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