

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

NO1000008820

Onic-Palm Grove, Inc.

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

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- ☒ Art of Inc. File
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☐ L.C. File
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☐ Merger File
- ☐ Art. of Amend. File
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
- ☐ Annual Report / Reinstatement
- ☒ Cert. Copy
- ☐ Photo Copy
- ☐ Certificate of Good Standing
- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record **J. BRYAN DEC 18 2001**
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval

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DIVISION OF CORPORATION**

Signature

Requested by

Name

Date

Time

ONIC-PALM GROVE, INC.
(A Corporation Not For Profit)

ARTICLES OF INCORPORATION

ARTICLE I: NAME

The name of the Corporation is ONIC-PALM GROVE, INC., hereinafter referred to as Corporation, a corporation not-for-profit created pursuant to Chapter 617, Florida Statutes, "Corporations Not For Profit".

ARTICLE II: CORPORATE PURPOSE

This Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under 26 USC §501(c)(3) or corresponding section of any future federal tax code.

General Purpose. The general purpose for which this Corporation is formed and the powers which it may exercise are set forth in the Articles of Incorporation. More specific, the Corporation is formed for the purposes of:

- a. benefitting the communities and residents in the Orlando Florida Metropolitan Statistical Area (OSMA) by fostering increased affordable housing opportunities for the citizens of the OSMA;
- b. provision of decent housing that is affordable to low-and moderate-income people;
- c. preservation and revitalization of neighborhoods;
- d. enhancement of commercial services;
- e. creation of jobs;

This Corporation is intended to be an "exempt organization" as defined in 26 USC §501(c)(3) and organized and operated exclusively for the aforesaid charitable purposes, and further, the Corporation shall hold title to the property described in attached Exhibit A, operate and maintain such property, collect rents, issue and profits from such property, pay the costs and expenses associated with the ownership of such property and periodically turn over the rents, issues and profits from the property, less expenses, to Orlando Neighborhood Improvement Corporation, Inc., as long

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as it is an organization which is exempt under 26 USC §501(c)(3) or corresponding section of any future tax code, and, if such corporation is not so exempt, then to any organization or organization that qualifies as exempt under 26 USC §501(c)(3) or corresponding section of any future federal tax code. This Corporation is intended to be an affiliated organization of Orlando Neighborhood Improvement Corporation, Inc., which shall be a central organization, both as more particularly described in the Regulations promulgated in connection with 26 USC §501(c).

This Corporation has been incorporated at the direction of and is sponsored by Orlando Neighborhood Improvement Corporation, a Florida not for profit corporation. This Corporation shall not be controlled by nor be subject to the direction of individuals or entities which primarily seek to profit from the operation and assets of this Corporation, except that its sponsor may receive distributions as provided in the preceding paragraph.

ARTICLE III: SUBSCRIBER/INCORPORATOR AND DURATION

- A. The Subscriber to and Incorporator of these Articles of Incorporation and his address is: John C. Reber, 109 East Church Street, 5th Floor, Orlando, Florida 32801
- B. The Corporation shall commence existence at 12:01 a.m. on December 18, 2001 and shall continue in perpetuity.

ARTICLE IV: PLACE OF BUSINESS, REGISTERED AGENT, TERRITORY

Section 1. Place of Business. The Corporation shall have its principal place of business in the Metcalf Building, 100 South Orange Avenue, 7th Floor, Orlando, Orange County, Florida. The post office address of the Corporation shall be 100 South Orange Avenue, 7th Floor, Orlando, FL. 32801. The Office may be moved to any other location by the Board of Directors.

Section 2. Registered Agent. The name and address of the Registered Agent of the Corporation, upon whom service of process may be made:

John C. Reber
109 East Church Street, Fifth Floor
Orlando, Florida 32801

Section 3. Territory. The territory in which the operations of the corporation are to be principally conducted shall be set forth in the Bylaws.

ARTICLE V: OFFICERS

Section 1. Officers. The day-to-day affairs of the Corporation shall be managed by a President, Vice-President, Secretary, and Treasurer. The officers shall be elected and shall hold office in accordance with the procedures set forth in the Bylaws.

Section 2. Current Officers. The names of the current officers who are to serve until the next election or appointment are:

President	Robert E. Ansley, Jr.
Vice President	Robert B. Frincke, Jr.
Secretary	Daniel G. Finnegan
Treasurer	Victoria Scott

ARTICLE VI: MEMBERSHIP

Section 1. Qualification, Number, Termination, and Vacancies. Qualification, Number, Termination, and Vacancies shall be as provided by the Bylaws of the Corporation.

Section 2. Members. The Members of this Corporation following the adoption of these Articles of Incorporation shall be those individuals who are then serving as Directors of Orlando Neighborhood Improvement Corporation, Inc., who are also named below.

ARTICLE VII: BOARD OF DIRECTORS

Section 1. Board of Directors. The overall affairs of the Corporation shall be managed by a Board of Directors. The Board shall consist of not less than five (5) or more than fifteen (15) persons and the number of Directors of this Corporation shall equal the same number of Directors there are for Orlando Neighborhood Improvement Corporation, Inc. Directors shall be elected or removed in accordance with the procedures set forth in the Bylaws of the Corporation, provided however, that the person who is elected as director of Orlando Neighborhood Improvement Corporation, Inc. or who has resigned as a Director of Orlando Neighborhood Improvement Corporation, Inc. or who is removed as a Director of Orlando Neighborhood Improvement Corporation, Inc. shall be deemed elected, resigned or removed as a Director of this Corporation.

Section 2. Membership. At least one-third of the members of the Board of Directors shall be (a) residents of low-income neighborhoods in the OSMA, (b) other low-income community residents in the OSMA, or (c) elected representatives of low-income neighborhood organizations.

Section 3. Current Directors. The names and addresses of the current Board of Directors who are to serve through the "Term Expires" date shown, annual election are:

Directors	Term Expires
Mr. Ralph Armstead 1036 West Amelia Street Orlando, Florida 32805	1/2002
Mr. Derek Burke 201 N. Magnolia Avenue Orlando, Florida 32801	1/2003
Mrs. Mercerdese Clark 730 Woods Avenue Orlando, Florida 32805	1/2003
Mr. Daniel G. Finnegan 750 South Orlando Avenue, Suite101 Winter Park, Florida 32789	1/2002
Ms. Sydney Green 325 Valera Court Winter Park, Florida 32789	1/2002
Ms. Van Jackson 3074 C.R. Smith Street, Apt. 807 Orlando, Florida 32805	1/2003
Ms. Sarah Kelly 100 South Orange Avenue, 7th Orlando, Florida 32801	1/2002
Mr. Steve Markowski PO Box 4999 Orlando, Florida 32802	1/2003
Ms. Aida Martin 508 W. Central Blvd. Orlando, Florida 32801	1/2003

Mr. Robert Mellen 255 South Orange Avenue, 17th Floor Orlando, Florida 32802-0231	1/2003
Mrs. Thelma Montgomery 912 South Goldwyn Avenue Orlando, Florida 32805	1/2002
Mr. Steven Patterson 1950 Summit Park Drive, Suite 300 Orlando, Florida 32810	1/2003
Ms. Nancy Sharifi 255 South Orange Avenue, Suite 1590 Orlando, Florida	1/2002
Mr. Cliff Thomas PO Box 809 Intercession City, Florida 33848	1/2003
Mr. John Woodworth 1743 Park Center Drive, Suite 350 Orlando, Florida 32835	1/2002

ARTICLE VIII: BYLAWS AND AMENDMENTS TO THE ARTICLE OF INCORPORATION

- Section 1. Bylaws. The Bylaws of the Corporation shall regulate the conduct of affairs of the Corporation. The Bylaws shall be made, altered, or rescinded by a majority vote of the entire Board of Directors; provided that notice thereof, which shall include the text of any proposed Bylaw change, has been furnished in writing to each Director of the Corporation in the manner set forth in the Bylaws prior to the meeting at which such alteration to the Bylaws is to be voted upon, provided however, that nothing in the Bylaws or an amendment thereto, shall conflict with any provision of the Articles of Incorporation or Bylaws of Orlando Neighborhood Improvement Corporation, Inc., as from time to time amended.
- Section 2. Articles of Incorporation. The Articles of Incorporation of this Corporation may be altered or amended at a regular or special meeting of the Directors of the Corporation called for that purpose, provided however, that nothing in the amendment to these Articles of Incorporation, shall conflict with any provision of the Articles of Incorporation or Bylaws of Orlando Neighborhood Improvement Corporation, Inc.,

as from time to time amended. Any amendment shall be approved by a majority vote of the entire Board of Directors. Notice of the proposed amendment shall be provided to all Directors in accordance with the Bylaws and include the written text of the proposed changes. Upon the adoption of any amendment to these Articles, the Corporation shall comply with Florida Statutes regarding amendments to articles of incorporation for corporation not for profit.

ARTICLE IX: POWERS AND RESTRICTIONS

Section 1. Powers. The Corporation is authorized and empowered to do all things necessary to carry on and accomplish the purposes for which it is organized and chartered, including authority and power:

- a. To enter into, make, and perform contracts of every kind and description;
- b. To borrow or raise monies for any of the purposes of the Corporation and, from time to time without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or non-negotiable instruments, and evidence of indebtedness, and to secure payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or part of the property of the Corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the Corporation for its corporate purposes.
- c. To lend to any person, firm, or corporation any of its funds.
- d. To have one or more offices and to purchase or otherwise acquire, hold, own mortgage, sell, convey, or otherwise dispose of real and personal property.
- e. To acquire, construct, convert, or expand plant facilities for lease or sale.
- f. To exercise all powers permitted under Florida law and Federal legislation, and all powers given to corporations not for profit under Florida law which are to inconsistent with federal law.

ARTICLE X: GENERAL

Section 1. Income and Assets. All income and assets of the Corporation, above necessary expenses, shall be administered solely and exclusively for the corporate purpose.

Section 2. Capital Stock and Income. This Corporation shall have no capital stock and shall pay no dividends to its Incorporators, Directors, Officers, or Members. In addition, no part of the income of the Corporation shall inure to the benefit of or be distributed to its Members or Directors; or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation or consideration for services rendered and to make payments and distributions in furtherance of the purposes of the Corporation, including persons selling real or personal property or services to the Corporation.

Section 3. Limitations. The Corporation shall not:

Attempt to influence legislation as substantial part of its activities;

Allow any part of its net income to inure to the benefit of Officers, Directors, or Members of the Corporation, or to any other individuals, except in the furtherance of its expressed purposes and by approval of the Board of Directors.

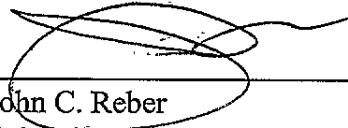
Participate to any extent in any political campaign for or against any candidate for public office;

Conduct any activities not permitted to be carried on by organizations exempt under Section 501 (c)(3) of the Internal Revenue Code of 1954, as amended, and its regulations as they now exist or as they may hereafter be amended, or by any organization, contributions to which are deductible under Section 170(c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.

Section 4. Dissolution. Upon dissolution of the Corporation, all of its assets remaining after payment of all liabilities, costs, and expenses of such dissolution shall be distributed first to Orlando Neighborhood Improvement Corporation, Inc., if it exists at the time of the dissolution of the Corporation and qualifies as an exempt organization under 26 USC §501(c)(3) or corresponding section of any future federal tax code, and, if not then existing and qualifying as an exempt organization, then to one or more organizations which are then qualified as exempt under 26 USC §501(c)(3) or any future federal tax code, or to the Federal government, or to a state or local government, for a public purpose. Any such remaining assets not disposed of as provided above shall be disposed of by a court of competent jurisdiction located in

Orange County, Florida, exclusively for one or more exempt purposes within the meaning of 26 USC §501(c)(3) or corresponding section of any future federal tax code, or to any organization or organizations which are organized and operated exclusively for such purposes. None of the assets shall be distributed to any Member, Director, or Officer of this Corporation or to any private individual.

IN WITNESS WHEREOF, the undersigned subscriber and incorporator has executed these Articles of Incorporation this ____ day of December 2001.

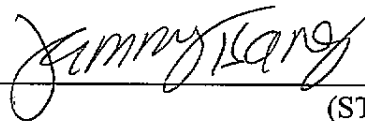


John C. Reber
Subscriber and Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared John C. Reber to be well known and well known to me to be the person described in and who subscribed his name to the foregoing Articles of Incorporation, and who acknowledged before me that he executed such Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal in the aforesaid County and State, this 17 day of December 2001.



(STAMP)



Tammy Tsang
MY COMMISSION # CC975503 EXPIRES
October 16, 2004
BONDED THRU TROY FAIR INSURANCE, INC.

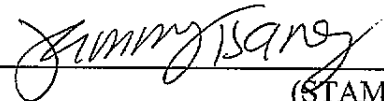
CERTIFICATE AND ACCEPTANCE BY REGISTERED AGENT

I, JOHN C. REBER, hereby certify that I am a resident of the State of Florida and maintain my business office at 109 East Church Street, Fifth Floor, Orlando, Florida 32801, and I hereby accept appointment as the initial Registered Agent of ONIC-PALM GROVE APARTMENTS, Inc.


John C. Reber

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing Certificate and Acceptance by Registered Agent was acknowledged before me this 11 day of December 2001, by John C. Reber, who is personally known to me and who did not take an oath.


(STAMP)



Tammy Tsang
MY COMMISSION # CC975503 EXPIRES
October 16, 2004
BONDED THRU TROY FAIN INSURANCE, INC.

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