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TRANSMITTAL LETTER

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

000004763550-3
01/10/02-01007-005
*****87.75 *****87.50

SUBJECT: Children's Cultural Center of Central Florida, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☒ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Margarita Azbel
Name (Printed or typed)
924 Versailles Circle
Address
Maitland, FL 32751
City, State & Zip
407-310-6027
Daytime Telephone number

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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NOTE: Please provide the original and one copy of the articles.

F. CHESSER JAN 14 2001

**ARTICLES OF INCORPORATION
OF
CHILDREN'S CULTURAL CENTER OF CENTRAL FLORIDA, INC.**

The undersigned, for the purpose of forming a nonprofit corporation under the laws of the State of Florida in accordance with the provisions of Chapter 617, *Florida Statutes*, further adopts the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of the corporation is Children's Cultural Center of Central Florida, Inc.

**ARTICLE II
PRINCIPAL OFFICE**

The place in the State where the principal office of this Corporation is to be located is Maitland, but the Corporation may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors. The principal address is 924 Versailles Circle, Maitland, Florida 32751

**ARTICLE III
PURPOSE**

- A. The Corporation is organized as a non-for-profit under the laws of Florida to provide an entity responsible for the operation and administration of CHILDREN'S CULTURAL CENTER OF CENTRAL FLORIDA, INC. situated in Orange County, Florida and to perform the acts and duties incident to the operations and management of the Corporation in accordance with the provisions of these Articles of Incorporation and the Bylaws of the Corporation which will be adopted and to own, operate, encumber, lease, manage, sell, convey, exchange, and otherwise deal with the land, the improvements and such other property, real and personal, as may become part of the Corporation to the extent necessary or convenient for the administration of the Corporation. The Corporation shall be conducted as a nonprofit organization.
- B. Notwithstanding anything herein to the contrary, said Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes the making of distributions to organizations under section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code).

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- C. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, trustees, 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 section 501(c)(3) purposes. No substantial part of the activities of the Corporation shall be the carrying of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate, or intervene (including the publishing or distribution of statements), in any political campaign on behalf of all in opposition to any candidate for public office.

ARTICLE IV

TERMS OF EXISTENCE

This Corporation shall commence as of the date of filing of these articles with the Secretary of State and shall have perpetual existence. However, such existence shall not exceed any limitation required by Florida Statutes.

ARTICLE V

MEMBERSHIP

The membership of this Corporation shall be governed by the Bylaws of this Corporation.

ARTICLE VI

POWERS

The Corporation shall have all of the powers and privileges granted to corporations not-for-profit under the law pursuant to which this Corporation is chartered, and all of the powers reasonably necessary to implement and effectuate the purposes of the Corporation, including but not limited to the powers, authority and right to:

- A. Make and establish reasonable rules and regulations governing use of the property, common elements and limited common elements, in and of the Corporation, as such terms will be defined by the Bylaws.
- B. Levy and collect assessments against members of the Corporation to defray the common expenses of the Corporation, as will be provided in the Bylaws, including the right to levy and collect assessments for the purpose of acquiring, owning, holding, operating, leasing, encumbering, selling, conveying, exchanging, managing, and otherwise dealing with the Corporation property, including property, which may be necessary or convenient in the operation and management of the Corporation and in accomplishing the purposes set forth in these Articles and Bylaws.

- C. Maintain, repair, replace, operate and manage the Corporation property including the right to reconstruct improvements after casualty and to further improve and add to the Corporation property.
- D. Contract for the management of the Corporation and, in connection therewith to delegate any or all of the powers and duties of the Corporation to the extent and in the manner permitted by the Bylaws.
- E. Enforce the provisions of these Articles of Incorporation, the Bylaws and all rules and regulation governing use of the Corporation, which may hereafter be established.
- F. Exercise, undertake and accomplish all of the rights, duties and obligations, which may be granted to or imposed upon the Corporation.

ARTICLE VII **BOARD OF DIRECTORS AND OFFICERS**

The affairs of this Corporation shall be managed by a Board of Directors and the following officers: President, Secretary, and Treasurer, and such other officers as may be provided by the Bylaws. The directors shall be elected at the annual meeting of the membership for a term of one year and until their successor shall be elected and shall qualify, and the officers shall be elected at the annual meeting of the Board of the Directors. The Board of Directors of this Corporation shall consist of not less than three members nor more than the number specified in the ballots. The number and terms of directors and the provisions for their election, and the provisions respecting the removal, disqualification and resignation of directors and for filling vacancies on the Board of Directors shall be established by the Bylaws.

ARTICLE VIII **REGISTERED AGENT**

The initial registered agent of the Corporation shall be Margarita Azbel. The street address of the initial registered office of this Corporation is 924 Versailles Circle, Maitland, Florida, 32751

ARTICLE VIII **INDEMNIFICATION**

Every director and officer of the Corporation shall be indemnified by the Corporation to the full extent allowed by law, including, without limitation, indemnification against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him or her in connection with any proceeding or any settlement thereof to which the director or officer may be a party, or in which he or she may become involved by reason of being or having been a director or if the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his

duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approved such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE X **LIMITATIONS**

This Corporation shall issue no shares of stock of any kind or nature whatsoever. Membership in the corporation and the transfer thereof, as well as the number of members shall be upon such terms and conditions provided for in the Bylaws. There shall be no dividends paid to any of the members, nor shall any part of the income of the Corporation be distributed to its Board of Directors or Officers. In the event there are any excess receipts over disbursements as a result of performing service, such excess shall be applied in the manner provided for in the Bylaws. The Corporation may pay compensation in a reasonable amount to its members, directors and officers for service rendered, may confer benefits upon its members in conformity with its purpose, and upon dissolution or final liquidation may make distribution to its members as is permitted by the Court having jurisdiction thereof, and no such payments, benefit or distribution shall be deemed to be a dividend or distribution of income.

ARTICLE XI **BYLAWS**

The Bylaws of this Corporation shall be adopted by the first board of Directors. The power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors or the members of the Corporation at any duly called meeting of the members in the manner provided by the Bylaws.

ARTICLE XII **AMENDMENTS**

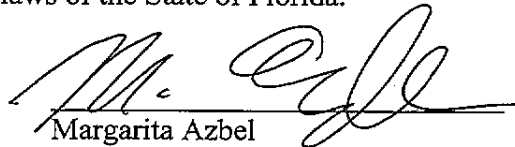
Proposals for the alteration, amendment or rescission of these Articles of Incorporation which do not conflict with the applicable law may be made by a majority of the Board of Directors or a majority of the voting members. Such proposals shall set forth the proposed alteration, amendment or rescission, shall be in writing, filed by the Board of Directors or a majority of the members and delivered to the President, who thereupon shall call a special meeting of the corporation not less than ten (10) days nor later than sixty (60) days from receipt of the proposed Amendment, the notice for which shall be given in the manner provided in the Bylaws. An affirmative vote of seventy-five (75%) of all qualified votes of the members of the corporation shall be required for the requested alteration, amendment or rescission.

ARTICLE XIII
DISSOLUTION

In the event of the dissolution of this Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, distribute all assets of the Corporation exclusively to such charitable, educational, religious, or scientific entities as shall at the time qualify as exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding section of any future United States Internal Revenue Law) and as shall be selected by the Board of Directors.

ARTICLE XIII
INCORPORATOR

IN WITNESS WHEREOF, the undersigned subscribing incorporator, has hereunto set his hand and seal this 8th day of January, 2002, for the purpose of forming this Corporation not-for-profit under the laws of the State of Florida.



Margarita Azbel
CHILDREN'S CULTURAL CENTER OF
CENTRAL FLORIDA, INC
924 Versailles Circle
Maitland, Florida 32751

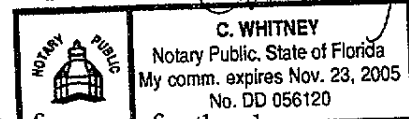
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
COUNTY OF ORANGE)

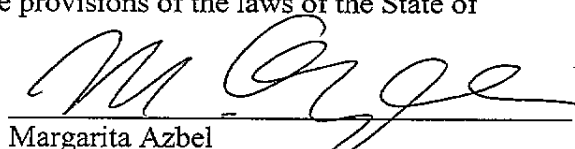
Before me personally appeared Margarita Azbel, who executed the foregoing instrument and is personally known to me and acknowledged to and before me that the foregoing is true and correct to the best of her knowledge and executed said instrument for the purposes herein expressed.

WITNESS my hand and official seal in the State and County last aforesaid, this 8th day of January, 2002. FL DL A214-540-70-883-0



ACCEPTANCE

Having been named as registered agent to accept service of process for the above stated Corporation at the place designated in these Articles of Incorporation, I am familiar with and hereby accept the appointment to act in the capacity of Registered Agent and Resident Agent and agree to comply with the provisions of the laws of the State of Florida relative to keeping said office open.


Margarita Azbel