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Division of Corporations

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ORANGEWOOD CHRISTIAN SCHOOL /
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Florida Department of State
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FLORIDA NON-PROFIT CORPORATION

ORANGEWOOD CHRISTIAN SCHOOL FOUNDATION, INC.

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$70.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
ORANGEWOOD CHRISTIAN SCHOOL FOUNDATION, INC.**

The undersigned, being of legal age and competent to contract, for the purpose of organizing a not for profit corporation under the Florida Not For Profit Corporation Act, Florida Statutes, Chapter 617, hereby adopts the following Articles of Incorporation:

ARTICLE I
NAME AND PRINCIPAL ADDRESS

The name of this Corporation shall be **ORANGEWOOD CHRISTIAN SCHOOL FOUNDATION, INC.**, with its principal office located at 1221 Trinity Woods Lane, Maitland Florida 32751 and its mailing address being the same as its office address.

ARTICLE II
COMMENCEMENT OF CORPORATE EXISTENCE

This Corporation shall commence corporate existence on the date these Articles are filed with the Florida Secretary of State and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III
PURPOSES AND GENERAL POWERS

The general purpose of this Corporation shall be the transaction of any and all lawful business. This Corporation shall be organized exclusively for charitable, religious, educational and scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code. The Corporation may also make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). This Corporation shall have all of the powers enumerated in the Florida Not For Profit Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law, including, without limitation and only by illustration, the following:

- a. To have succession by its corporate name for the duration of its existence.
- b. To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner

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reproduced; provided, however, such seal shall always contain the words "corporation not for profit."

- c. To purchase, take, receive, lease, take by gift, devise or bequest or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- d. To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida Not For Profit Corporation Act or by other applicable law within or without the State of Florida.
- e. To elect or appoint officers and agents and define their duties and allow them reasonable compensation.
- f. To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of its affairs.
- g. To promote, by all proper and legitimate agencies and means, education and educational institutions generally, and any and all charitable, religious, scientific and educational movements, purposes or causes; to make gifts and donations for the public welfare or for charitable, religious, scientific, educational purposes or other similar purposes.
- h. To have and exercise all powers necessary or convenient to effect its general purpose.

ARTICLE IV MEMBERSHIP

The Corporation shall not have members and shall not issue membership certificates. The Corporation shall not issue shares of stock.

ARTICLE V INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be located at 315 East Robinson Street, Suite 600, Orlando, Florida 32801, and the initial registered agent of the Corporation at such address shall be STEPHEN B. HATCHER, ESQ. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

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ARTICLE VI
INITIAL BOARD OF DIRECTORS

The Board of Directors shall be elected and their number either increased or diminished from time to time as provided in the Bylaws, provided that there should not be less than three (3) Directors. Directors may be removed with or without cause.

ARTICLE VII
INCORPORATOR

The name and street address of the person signing these Articles as incorporator is:

Stephen B. Hatcher
315 E. Robinson St., Ste. 600
Orlando, FL 32801

ARTICLE VIII
BYLAWS

Except as otherwise provided by law, the power to adopt, alter, amend or repeal the Bylaws shall be as set forth therein.

ARTICLE IX
INDEMNIFICATION

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such except for willful misconduct or gross negligence.

ARTICLE X
AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto.

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ARTICLE XI
TAX EXEMPT STATUS

It is intended that the Corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation under Section 501(a) of the code as an organization described in Section 501(c)(3) of the Code. Therefore, 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 1986 (or the corresponding provision 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 1986 (or the corresponding provision of any future United States Internal Revenue Law).

The Corporation is not organized for profit and the property of this Corporation is irrevocably dedicated to the purposes of this Corporation as set forth in Article III above. No part of the net income or assets of this Corporation shall ever inure to the benefit of any director or officer, or to the benefit of any private individual, person, firm or corporation. The Corporation shall, however, be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

ARTICLE XII
DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the 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, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any 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 the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

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ARTICLE XIII
HEADINGS AND CAPTIONS

The headings or captions of these various Articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various Articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a not for profit corporation pursuant to the laws of the State of Florida to do business both within and without the State of Florida, hereby makes and files these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets her hand and seal this 22nd day of May, 2003.


STEPHEN B. HATCHER

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 617.0501, Florida Statutes, the following is submitted:

The ORANGEWOOD CHRISTIAN SCHOOL FOUNDATION, INC., desiring to organize as a not for profit corporation pursuant to the laws of the State of Florida with its registered office and principal place of business at 1221 Trinity Woods Lane, Maitland Florida 32751, has named and designated STEPHEN B. HATCHER, ESQ. as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above named not for profit corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

Dated this 2nd day of May, 2003.



Stephen B. Hatcher
Registered Agent

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TALLAHASSEE, FLORIDA

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