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☐ PICK-UP    ☐ WAIT    ☐ MAIL

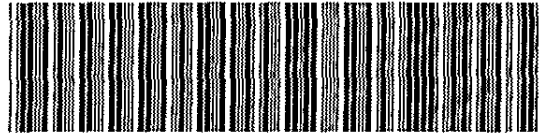
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(Business Entity Name)

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(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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## TRANSMITTAL LETTER

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

**SUBJECT:** Orange County Sheriff's Citizens Advisory Council, 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: D. ANNE UNDERWOOD  
Name (Printed or typed)

4000 WESTCHASE BLVD., SUITE 410  
Address

RALEIGH, NC 27607  
City, State & Zip

(919) 664-8803 / 800-686-1615  
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

*Please call if  
there are any  
problems.  
Thank you,  
Anne*

**ARTICLES OF INCORPORATION**  
**OF**  
**ORANGE COUNTY SHERIFFS CITIZENS ADVISORY COUNSEL, INC.**  
**A Not-for-Profit Corporation**

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The undersigned incorporator, a citizen of the United States, desiring to form a corporation not for profit under Chapter 617, Florida Statutes, hereby adopts the following Articles of Incorporation:

**ARTICLE I**  
**NAME**

The name of the corporation shall be **ORANGE COUNTY SHERIFF'S CITIZENS ADVISORY COUNSEL, INC.**, which shall be hereinafter referred to as "the Corporation".

**ARTICLE II**  
**DURATION**

The term of existence of the corporation is perpetual.

**ARTICLE III**  
**PURPOSE**

The purposes for which the corporation is organized are as follows:

3.1 To provide the Sheriff's office with insight into law enforcement Concerns and issues of the constituency of Orange County, Florida and the impact of these issues on the residents of Orange County; to educate the residents of Orange County, Florida about the functions of the constitutional office of the Sheriff as relates to law enforcement; to identify and recognize law enforcement issues in Orange County and to facilitate community involvement in the addressing of these issues by County government.

3.2 To perform any other lawful function not otherwise inconsistent with other provisions herein.

3.3 The corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of

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CLERK OF COUNTY  
JANUARY 11 2011

distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

3.4 No part of the net earnings of the corporation shall inure to the benefit or, or be distributable to its members, trustees, 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 Third 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 or in opposition to 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### **ARTICLE IV** **MEMBERSHIP**

The Members of the Corporation shall be citizens of the United States, residents of, or have a business address in Orange County, Florida, and agree to approval based on a background check. The organization will have a standing membership of 100 active members and after achieving the first 100 active members, membership will be open only when a vacancy occurs. Admission to membership is conditional on approval by the Board of Directors.

#### **ARTICLE V** **PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be

7575 Dr. Phillips Blvd., Suite 335  
Orlando, Florida 32819

**ARTICLE VI**  
**BOARD OF DIRECTORS**

6.1 Management by Directors. The business and affairs of the Corporation shall be managed and conducted by its Board of Directors and shall be elected pursuant to the Bylaws of the Corporation. The Board of Directors of this Corporation shall consist of no less than three and no more than nine members, unless a larger number is allowed in the Bylaws. The Board of Directors shall be elected by the membership at the annual membership meeting. Any vacancy occurring in the Board of Directors prior to the first annual meeting of the membership shall be filled by the remaining directors, and any vacancies occurring after the first annual meeting shall be filled in accordance with the Bylaws.

6.2 Initial Directors. The names and addresses of the initial Board of Directors of the corporation who shall hold office until the first annual meeting of Members and thereafter until qualified successors are duly elected and have taken office, shall be as follows:

Lee Barrett  
18 Wall Street  
Orlando, FL 32801

Carol Conwell  
7575 Dr. Phillips Blvd.  
Orlando, FL 32819

Bud Eubanks  
105 E. Robinson St.  
Suite 201  
Orlando, FL 32801

Johnny Jallad  
400 South Park Avenue  
Suite 320/PO Box 2067  
Winter Park, FL 32790

Frank Page  
6068 S. Apopka-Vineland Rd  
Orlando, FL 32819

Ivan Lawyer  
P.O. Box 793  
Goldenrod, FL 32733

Lawrence Umstadter  
7575 Dr. Phillips Blvd. Suite 335  
Orlando, FL 32819

Charlene Hotaling  
450 South Orange Avenue  
Orlando, FL 32802

**ARTICLE VII**  
**OFFICERS**

7.1 Officers Provided For. The Corporation shall have a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time elect.

7.2 Election and Appointment of Officers. The officers of the Corporation shall be elected by the Board of Directors in the manner set forth in the Bylaws of the Corporation.

7.3 First Officers. The names and addresses of the initial Officers of the Corporation who shall hold office until qualified successors are duly elected by the Board of Directors and have taken office, shall be as follows:

President	Lawrence Umstadter 7575 Dr. Phillips Blvd., Suite 335 Orlando, FL 32819
Vice President	Johnny Jallad 400 South Park Avenue Suite 320/PO Box 2067 Winter Park, FL 32790
Secretary	Charlene Hotaling 450 South Orange Avenue Orlando, FL 32802
Treasurer	Carol Conwell 7575 Dr. Phillips Blvd. Orlando, FL 32819

#### **ARTICLE VIII**

#### **INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the registered agent is:

Robert L. Underwood  
5728 Major Boulevard, Suite 550  
Orlando, FL 32819

#### **ARTICLE IX**

#### **MEMBER MATTERS**

9.1 Members. The members of the Corporation shall consist of all of the members admitted to membership in the Corporation from time to time, and after any termination of the Corporation, shall also consist of those who were members at the time of such termination, and their successors and assigns.

9.2 Voting. On all matters upon which the membership shall be entitled to vote, there shall be only one (1) vote for each member, which vote shall be exercised or cast in the manner provided by the Bylaws.

9.3 Meetings. The Bylaws shall provide for an annual meeting of members, and may make provisions for regular and special meetings of members other than the annual meeting.

## **ARTICLE X BYLAWS**

The Board of Directors shall adopt Bylaws consistent with these Articles of Incorporation. Such Bylaws may be altered, amended or repealed by the membership in the manner set forth in the Bylaws.

## **ARTICLE XI AMENDMENTS**

11.1 Approval. Amendments to these Articles of Incorporation may be proposed by a majority of the Board of Directors of the Corporation and approved in the manner provided in Chapter 617, Florida Statutes.

11.2 Notice. Notice of a proposed amendment shall be included in the notice of the meeting at which such amendment is to be considered and shall otherwise be given in the time and manner provided in Chapter 617, Florida Statutes.

11.3 Articles to control. In case of any conflict between these Articles of Incorporation and the Bylaws, these Articles shall control.

## **ARTICLE XII INCORPORATOR**

The name and address of the Incorporator is:

Robert L. Underwood  
5728 Major Boulevard, Suite 550  
Orlando, FL 32819

### **ARTICLE XIII** **INDEMNIFICATION**

13.1 The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a director, employee, officer or agent of the Corporation, against expenses (including attorney fees and appellate attorney fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding unless (a) it is determined by a court of competent jurisdiction, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or in a manner he reasonably believed to be not in, or opposed to, the best interest of the Corporation, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court further determines specifically that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith or did act in a manner which he believed to be not in or opposed to the best interest of the corporation, and with respect to any criminal action or proceeding, that he had reasonable cause to believe that his conduct was unlawful.

13.2 To the extent that a director, officer, employee or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 11.1 above or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorney fees and appellate attorney fees) actually incurred by him in connection therewith.

13.3 Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding through all available appeals upon receipt of an undertaking by or on behalf of the directors, officers, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in this Article.

13.4 The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any Bylaw, agreement, vote of Members or otherwise, both as to action in his official capacity while holding such office or otherwise, and shall continue as to a person who has ceased to be director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.



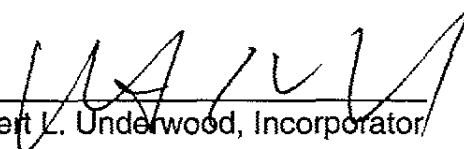
13.5 The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the requires of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this Article.

13.6 The provisions of this Article XIII shall not be amended.

#### **ARTICLE XIV** **DISSOLUTION EVENTS**

Upon the dissolution of the corporation, asset shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of Competent Jurisdiction 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.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 17<sup>th</sup> day of June, 2003.

  
Robert L. Underwood, Incorporator

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 and accept the appointment as registered agent and agree to act in this capacity.

  
\_\_\_\_\_  
Signature/Registered Agent

6/17/03  
Date

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CALIFORNIA