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**FLORIDA NON-PROFIT CORPORATION**

**BCA Orlando, Inc.**

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Baker & Hostetler LLP  
200 S. Orange Ave., Ste. 2300  
Orlando, Florida 32801  
(407) 649-4287

**ARTICLES OF INCORPORATION**

**OF**

**BCA ORLANDO, INC.**  
**(Not For Profit Corporation)**

**ARTICLE I**

**Name and Duration**

The name of the Corporation is BCA Orlando, Inc. (the "Corporation"). The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

**ARTICLE II**

**Principal Office**

The address of the principal office of the Corporation is 75 South Ivanhoe Boulevard, Orlando, Florida 32804.

**ARTICLE III**

**Registered Office and Agent**

The address of the registered office in the State of Florida is 200 South Orange Avenue, Suite 2300, in the City of Orlando, County of Orange, Florida 32801. The name of the registered agent at such address is A.G.C. Co.

**ARTICLE IV**

**Corporate Purpose, Powers and Rights**

This Corporation is organized and shall be operated for purposes for which a corporation not for profit may be formed under the laws of the State of Florida and not for pecuniary profit or financial gain. Notwithstanding anything herein to the contrary, this Corporation may exercise any and all, but not other, powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c)(6) of the Internal Revenue Code of 1986 and its Regulations as the same now exist or as they may be hereafter amended from time to time.

Specifically, the Corporation will operate a club to promote and foster business development for its members in an environment with a series of systematic forums for members to share information about their businesses and to engage in a meal or social function featuring high profile motivational speakers.

The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable, or proper for the furtherance,

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accomplishment, fostering, or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster, or attain any of such purposes.

#### ARTICLE V

##### Tax Exempt Status

No part of the net earnings of this Corporation shall inure to the benefit of or be distributed to any member, director, or officer of the Corporation or any other private individual in such a fashion as to constitute an application of funds not within the purpose of exempt organizations described in Section 501(c)(6) of the Internal Revenue Code of 1986. However, reimbursement for expenditures or the payment of reasonable compensation for services rendered shall be permitted.

#### ARTICLE VI

##### Activities Not Permitted

Notwithstanding any other provision of these articles, this Corporation will not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law.

#### ARTICLE VII

##### Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
A.G.C. Co.	200 South Orange Avenue, Suite 2300 Orlando, Florida 32801

#### ARTICLE VIII

##### Members

Members of this Corporation shall be those persons or entities as, from time to time, may become members in the manner provided in the Bylaws and by the Board of Directors. The members of this Corporation shall have no right, title or interest whatsoever in the Corporation's income, property or assets, nor shall any portion of such income, property or assets be distributed to any member on the dissolution or winding up of this Corporation. Members shall not be entitled to vote except as provided in the Bylaws. Members of this Corporation shall not be personally liable for the debts, liabilities or obligations of this Corporation, and shall not be subject to any assessments. Directors and Officers of this Corporation shall be indemnified as provided in Article XII.

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ARTICLE IXBoard of Directors

The affairs of the Corporation shall be governed by a Board of Directors, which shall consist of three (3) Directors. The names and addresses of the initial Directors are as follows:

<u>Name</u>	<u>Address</u>
Jacob V. Stuart	75 South Ivanhoe Boulevard, Orlando, Florida 32804
Robert H. Recker	75 South Ivanhoe Boulevard, Orlando, Florida 32804
Scott P. Fagan	75 South Ivanhoe Boulevard, Orlando, Florida 32804

Directors shall hereafter be elected and hold office in accordance with the Bylaws. The number of Directors may be increased or diminished from time to time in accordance with the provisions of the Bylaws, but shall never be fewer than three (3).

ARTICLE XAmendment

These Articles of Incorporation may be amended at a meeting of the Board of Directors by a majority vote of the directors then in office.

ARTICLE XIBylaws

The power to adopt, amend or repeal Bylaws for the management of this Corporation shall be vested in the Board of Directors, provided that the Bylaws shall not be inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Florida or the United States.

ARTICLE XIIIndemnification

Every Director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a Director or officer of the Corporation, whether or not he is a Director or officer at the time such expenses are incurred, except when 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 shall apply only when the Board of Directors approves such settlement and reimbursement as being for 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 under the laws of the State of Florida and otherwise.

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ARTICLE XIII

Dissolution

The Corporation may be dissolved with the approval of a majority of the Directors then in office. Upon dissolution of the Corporation, the Board of Directors shall adopt a plan of distribution, in accordance with the provisions of Section 617.1406 of the Florida Statutes, providing for the payment of all liabilities of the Corporation and the distribution the Corporation's assets to such nonprofit corporations, associations, trusts or other organizations to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Corporation; provided, however, that such assets shall be turned over only to one or more organizations which themselves are exempt as organizations described in Section 501(c)(6) of the Internal Revenue Code of 1986 or corresponding sections of any future law, or to the Federal, State, or local government for exclusive public purpose.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Orlando, Orange County, Florida, this 15<sup>th</sup> day of July, 2004.

A.G.C. CO.

By: 

Name: Kenneth C. Wright

As its: Vice President

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REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Not For Profit Corporation Act, the following is submitted, in compliance with said statute:

That BCA Orlando, Inc. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Orlando, County of Orange, State of Florida, has named A.G.C. Co. located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states that it is familiar with §617.0501, Florida Statutes.

A.G.C. CO.

By: 

Name: Kenneth C. Wright

As its: Vice President

DATED: July 15, 2004.