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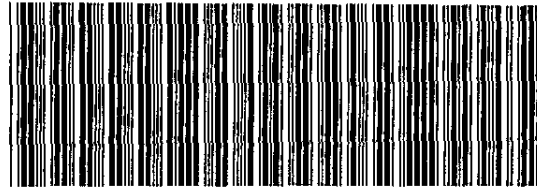
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TALLAHASSEE, FL 32310-0001

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**ADVENTIST**  
HEALTH SYSTEM

*Federal Express*

December 14, 2004

Secretary of State  
Corporations Division  
409 East Gaines Street  
Tallahassee, Florida 32399

RE: Uptown Arts & Business District, Inc.

Dear Sir/Madam:

Enclosed is our check in the amount of \$78.75, which we understand represents the fee to file the Articles of Incorporation for Uptown Arts & Business District, Inc., and receive a certified copy of the recorded document.

We are enclosing a Federal Express air bill that we would appreciate your using when returning the recorded document to our attention.

Thank you.

Sincerely,



T. L. Trimble, Vice President  
Legal Services

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Enclosures (2)

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**ARTICLES OF INCORPORATION  
OF  
UPTOWN ARTS & BUSINESS DISTRICT, INC.**

Pursuant to the provisions of Chapter 617, Florida Statutes, the undersigned natural person competent to contract, acting as the incorporator of a corporation not for profit, hereby adopts the following Articles of Incorporation:

**ARTICLE I  
NAME**

The name of the corporation is UpTown Arts & Business District, Inc. (hereinafter referred to as the "Corporation").

**ARTICLE II  
PRINCIPAL OFFICE**

The Principal Office of the Corporation shall be located at 2400 Bedford Road, Orange County, Orlando, Florida 32803.

**ARTICLE III  
REGISTERED AGENT AND OFFICE**

The Corporation's registered office and the registered agent thereat shall be 111 North Orlando Avenue, Winter Park, Florida 32789, and Chris Morrison, respectively.

**ARTICLE IV  
PURPOSE OF THE CORPORATION**

- 4.1 The specific and primary purpose for which the Corporation is organized is to foster the development of the Uptown District (as hereinafter defined) through the strengthening of relationships between and among Members; establishing community alliances between businesses and their surrounding neighborhoods; providing a voice as to matters controlled and/or regulated by city and county governmental agencies that affect the character and

functions of the Uptown District, and enhance the arts and cultural venues located within the Uptown District.

The term Uptown District shall mean those individuals (sole proprietorship) and organizations that maintain an office open to the public physically situated on the Borders (as hereinafter defined) and/or within the geographic area lying within the Borders defined as: Colonial Drive (South Border), Par Avenue (North Border), Mills Avenue (East Border), and Interstate 4 (West Border).

- 4.2 The Corporation is formed and shall be operated exclusively for nonprofit purposes. No part of any net earnings shall inure to the benefit of any Member, trustee, or officer of the Corporation, except as provided by law.
- 4.3 The Corporation shall have and exercise all powers conferred on not for profit corporations under the laws of the State of Florida generally and specifically as provided in the Florida Not for Profit Corporation Act, provided, however, that the Corporation has no power to engage in any activity that in itself is not in furtherance of its purposes as set forth in paragraph 4.1 of this Article IV.

#### **ARTICLE V QUALIFICATIONS AND ADMISSION OF MEMBERS**

The authorized number, qualifications, and manner of admission of Members of this Corporation, the property, voting, and other rights and privileges of Members, the liability of Members for dues and/or assessments, and the method of collection, and the termination and transfer of Membership shall be as set forth in the Bylaws of the Corporation.

#### **ARTICLE VI MANAGEMENT OF CORPORATE AFFAIRS**

- 6.1 **Board of Directors.** The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The

number of Directors shall be specified in the Bylaws, and shall not be less than three.

- 6.2 **Election of Directors.** The method of electing Directors shall be as set forth in the Bylaws.
- 6.3 **Election of Officers.** The Officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer. Other offices and officers may be established or appointed by the Board of Directors. The qualifications, the time and manner of electing or appointing, the duties of, the terms of office, and the manner of removing officers shall be as set forth in the Bylaws.
- 6.4 **Standing Committees.** The Corporation may have one or more committees. The Board of Directors may elect annually, from its Members, an Executive Committee of not less than three persons, and an admission committee of not less than three persons. The powers and duties of these committees shall be as specified in the Bylaws or by resolution of the Board of Directors. Additional committees, and their powers and duties, may be specified in the Bylaws, or may be appointed by the Board of Directors by resolution.

#### **ARTICLE VII AMENDMENTS**

Proposals for the alteration, amendment or rescission of these Articles of Incorporation may be made by a resolution adopted by a majority of the Board of Directors or by a petition signed by not less than twenty-five percent (25%) of the Members. Adoption of amendments to these Articles of Incorporation shall require the affirmative assent of not less than sixty-five percent (65%) of the Members attending the meeting at which a quorum is present, or if the action is presented by mail ballot, than by an affirmative vote of not less than sixty-five percent (65%) of the Members entitled to vote.

The Corporation may be dissolved with the asset given in writing and signed by seventy-five percent (75%) of the Members entitled to vote. Upon dissolution of the Corporation, the assets of the Corporation shall be

dedicated to an appropriate public agency or other non-profit corporation to be used for purposes similar to those for which the Corporation was created.

**ARTICLE VIII  
EXISTENCE AND DURATION**

Existence of the Corporation shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Corporation shall exist in perpetuity.

**ARTICLE IX  
INCORPORATOR**

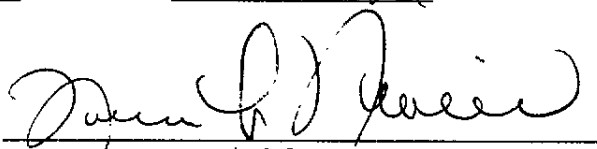
The name and business address of the Incorporator is as follows:

Name:	Address:
T. L. Trimble	111 North Orlando Avenue Winter Park, Florida 32789

**ARTICLE X  
BYLAWS**

Bylaws will be adopted by the Board of Directors. The Bylaws may be amended, repealed, in whole or in part by the Directors in a manner provide in the Bylaws. Any amendments to the Bylaws shall be binding on all Members of the Corporation.

The undersigned, constituting the incorporator of the Corporation, has executed these Articles of Incorporation this 16<sup>th</sup> day of December, 2004.

By:   
Name: Tamara L. Trimble, Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS FOR THIS STATE NAMING THE AGENT  
UPON WHOM PROCESS MAY BE SERVED.**

Pursuant to chapter 48.09, *Florida Statutes*, the following  
is submitted in compliance with said act:

That UpTown Arts & Business District, Inc. desiring to  
organize under the laws of the State of Florida, with its  
registered office as indicated in the Articles of  
Incorporation at 111 North Orlando Avenue, the City of  
Winter Park, County of Orange, State of Florida, has  
named:

Chris Morrison, whose address is 111 North Orlando Avenue,  
Winter Park, Florida 32789, as its registered agent to  
accept service of process within the State.

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the  
above stated Corporation, at a place designated in this  
certificate, I hereby accept to act in this capacity and  
agree to comply with the provisions of said act relative  
to keeping open said office.

By: Chris Morrison  
Name: Chris Morrison

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TALLAHASSEE, FLORIDA