

**No 4000012011**

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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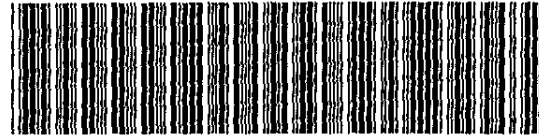
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

12-27-04  
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## TRANSMITTAL LETTER

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

SUBJECT: COOL SCHOOL 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: DIETER CARLTON  
Name (Printed or typed)

2441 BENJAMIN DRIVE  
Address

KISSIMMEE, FLORIDA 34744  
City, State & Zip

(407) 933-0959  
Daytime Telephone number

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

**ARTICLES OF INCORPORATION**  
In Compliance with Chapter 617, F.S., (Not for Profit)

**ARTICLE I**  
**CORPORATE NAME**

The name of the corporation shall be **Cool School of Central Florida, Inc.**, a non-profit, community-based service organization.

**ARTICLE II**  
**INITIAL PRINCIPAL OFFICE**

The initial principal place of business and mailing address of the corporation is

**2221 Partin Settlement Road**  
**Kissimmee, Florida 34744-4958**

**ARTICLE III**  
**PURPOSE OF THE CORPORATION**

This corporation shall be a charitable community service organization whose purpose shall be to provide education, support, guidance and organized recreational activities to disenfranchised, underprivileged and/or impoverished adolescents, the goal of which shall be to improve academic performance, personal attitude and confidence, foster leadership and group cooperation and to provide a safe and exemplary, after-school environment for such adolescents.

**ARTICLE IV**  
**MANNER OF ELECTION**

**Section 1. Number of Directors.** The corporation shall be administered by an Executive Director, whose authority shall be vested by a Board consisting of a minimum of 5, but no more than 9 director(s), the initial slate of whom will be appointed by the Registered Agent. All subsequent directors will be appointed on the recommendations of a Membership Development Committee and majority vote of existing members.

**Section 2. Appointment and Term of Office.** Each director shall serve a term of 2 year(s), or until a successor has been appointed and qualified. Appointment of all directors shall be by the recommendations of a Membership Development Committee consisting of at least three (3) directors.

**Section 3. Quorum.** A majority of directors shall constitute a quorum.

**Section 4. Adverse Interest.** In the determination of a quorum of the directors, or in voting, the adverse interest of a director shall disqualify the director from any and all discussion and/or

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**ARTICLE VI**  
**REGISTERED AGENT AND INCORPORATOR**

The authorized registered agent of the corporation shall be **Dieter Carlton**, who resides at **2441 Benjamin Drive Kissimmee, Florida 34744**.

**ARTICLE VII**  
**INCORPORATOR**

The incorporator of the corporation shall be **Dieter Carlton**, who resides at the above-stated address.

**ARTICLE VIII**  
**CORPORATE SEAL, EXECUTION OF INSTRUMENTS**

The corporation shall not have a corporate seal. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or any Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the Board of Directors.

**ARTICLE IX**  
**AMENDMENT TO ARTICLES**

These articles shall become the bylaws of the corporation and may be amended, altered, or repealed by the Board of Directors by a majority of a quorum vote at any regular or special meeting; provided however, that the shareholders may from time to time specify particular provisions of the bylaws which shall not be amended or repealed by the Board of Directors.

**ARTICLE X**  
**INDEMNIFICATION**

Any director or officer who is involved in litigation by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent authorized by law as it now exists or may subsequently be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights).

## **ARTICLE XI COMPENSATION**

No part of the net earnings of the corporation shall inure to the benefit of, 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 service rendered and to make payments and distributions in furtherance of the purpose set forth in Article III hereof.

## **ARTICLE XII PUBLIC INTEREST**

The corporation is organized exclusively for charitable, religious, educational, and/or scientific purposes under section 501(c)(3) of the Internal Revenue Code.

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, or intervene (including the publishing or distribution of statements), in any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

## **ARTICLE XIII DISSOLUTION**

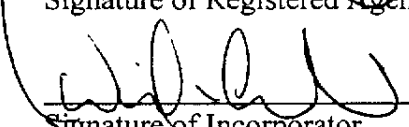
Upon dissolution of this corporation, all assets thereof shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code) or shall be distributed to the Federal, State or local government for a public purpose.

## **Certification**

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 of Registered Agent

  
\_\_\_\_\_  
Date

  
\_\_\_\_\_  
Signature of Incorporator

  
\_\_\_\_\_  
Date