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## Orlando Predators Foundation, Inc.

302 South Graham Avenue Orlando Florida 32803

March 21, 2005

Amendment Section  
Department of State; Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

**RE: AMMENDMENTS AND REVISIONS TO THE ORLANDO PREDATORS FOUNDATION ARTICLES OF INCORPORATION**

To Whom It May Concern:

In accordance with the IRS request, attached are the revised Articles of Incorporation for the Orlando Predators Foundation and a copy of the IRS Request for Additional Information letter. As written, the articles meet the requirements for application of 501c.3. non profit and tax exempt status.

Enclosed are the original and a copy of the Revised and Amended Articles of Incorporation for approval by the State. Additionally is a check for \$52.50 for the following:

\$35.00	Filing Fee (including letter of acknowledgement)
8.75	Certified Copy (please return all documents in enclosed, prepaid overnight envelope to ensure that IRS deadlines can be met)
<u>8.75</u>	Certificate of Status
\$52.50	

In the event that you have any questions at all please feel free to call me at 407-447-3320. Please not that time is of the essence and your prompt attention is truly appreciated.

Sincerely,

  
Sylvia R. Bova, Director  
Orlando Predators Foundation

/enc

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
ORLANDO PREDATORS FOUNDATION INC.**

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TALLAHASSEE, FLORIDA

Brett Bouchy, being the President of Orlando Predators Foundation Inc., a corporation duly organized under the Florida Not for Profit Corporation Act (the "Corporation"), hereby certifies that:

1. The name of the Corporation is ORLANDO PREDATORS FOUNDATION INC.
2. The Corporation was incorporated in Florida on February 4, 2005.
3. These Amended and Restated Articles of Incorporation (hereinafter, the "Restated Articles") restate and integrate and further amend the provisions of the Corporation's Articles of Incorporation.
4. The Corporation has no members and terms and provisions of these Amended and Restated Articles were adopted and affirmatively approved by unanimous written consent of all of the directors comprising the Board of Directors of the Corporation as of March 21, 2005.
5. The Corporation has no members.
6. Pursuant to Section 617.1007 of the Florida Not for Profit Corporation Act, the text of the Articles of Incorporation of the Corporation, as amended, is hereby amended and restated to read in its entirety as follows:

**ARTICLE I - NAME**

The name of this corporation is **Orlando Predators Foundation Inc.**

**ARTICLE II - CORPORATE NATURE**

The Corporation is a corporation, not for profit organized pursuant to the Florida Not For Profit Corporation Act set forth in Chapter 617, Florida Statutes.

**ARTICLE III - INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS**

The street address of the initial principal office and the mailing address of the Corporation is 302 South Graham Avenue, Orlando, Florida 32803.

**ARTICLE IV - PURPOSE**

The Corporation is organized exclusively for charitable, religious and education purposes, including for such purposes as making distributions to organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code"), as now enacted, or to

corresponding provisions of any future United States revenue law in force and effect during the continuance of the Corporation.

#### ARTICLE V – MANAGEMENT

All power and authority of the Corporation shall be vested in and exercised by its Board of Directors, which shall manage and direct the affairs of the Corporation in accordance with applicable law and as provided by the Bylaws of the Corporation. The number of Directors shall be as provided in the Bylaws of the Corporation, but the Board of Directors shall at all times consist of not be less than one (1) nor more than nine (9). The method of electing members of the Board of Directors shall be as provided in the Bylaws of the Corporation. The voting and other rights of the members of the Board of Directors shall be as provided in the Bylaws of the Corporation.

#### ARTICLE VI – INITIAL DIRECTORS AND/OR OFFICERS

The names and addresses of the initial directors and officers of the corporation are:

Brett Bouchy	Director and President
302 South Graham Avenue	
Orlando, FL 32803	

Sylvia Bova	Director, Vice President and Secretary
302 South Graham Avenue	
Orlando, FL 32803	

Keli L. Davis	Director and Treasurer
302 South Graham Avenue	
Orlando, FL 32803	

#### ARTICLE VII – POWERS

The Corporation shall have the power to: (i) receive, acquire, own, maintain and use its assets for the purposes for which it is organized; (ii) raise funds by an legal means for the encouragement of its purposes; (iii) acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the Corporation; (iv) exercise all powers necessary or convenience to the furtherance of the purposes for which the Corporation is organized; and (v) exercise all powers granted to a corporation not for profit under Florida law. In addition to the foregoing, the Corporation shall have any additional powers specified in its Bylaws.

### ARTICLE VIII - LIMITATIONS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, 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 Section 501(c)(3) purposes.

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, nor 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 Amended and Restated 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 Code; or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or corresponding section of any future Federal tax code).

### ARTICLE IX - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is the same address as above, and the initial registered agent of the corporation and the street address of the registered agent of this Corporation in the State of Florida shall be:

Brett Bouchy  
302 South Graham Avenue  
Orlando, Florida 32803

### ARTICLE X - INCORPORATOR

The name and address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
Sylvia Bova	302 South Graham Avenue Orlando, Florida 32803

### ARTICLE XI - CONTRIBUTIONS

The Corporation may solicit contributions from all possible sources, including, but not limited to, individual, corporate and community sources.

### ARTICLE XII - DISTRIBUTION ON DISSOLUTION

Upon dissolution of this corporation, assets 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 government, or to a state or local government, for a public purpose.

#### ARTICLE XIII – MEMBERS

The Corporation shall have no members.

#### ARTICLE XIV – DURATION

The period of the duration of the Corporation is perpetual unless dissolved according to law.

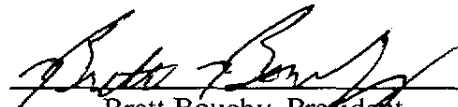
#### ARTICLE XV – BYLAWS

The Corporation's Board of Directors shall adopt Bylaws for the regulation and management of the affairs of the Corporation. The Corporation's Bylaws may contain any provisions not inconsistent with law or these Articles of Incorporation. The Corporation's Bylaws may be amended, altered, or repealed and new Bylaws may be adopted as provided in the Corporation's Bylaws.

#### ARTICLE XVI – AMENDMENT

These Restated Articles may be altered, amended or repealed only by a two thirds quorum or all Directors entitled to vote and by a two thirds majority vote of the Board of Directors of the Corporation.

**IN WITNESS WHEREOF**, the undersigned does hereby execute these Amended and Restated Articles as of the 21 day of March, 2005.

  
Brett Bouchy, President

**FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Section 48.091 and Section 617.0501, Florida Statutes, the following is submitted:

That Orlando Predators Foundation Inc. desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 302 South Graham Avenue, Orlando, Florida 32803, has named Brett Bouchy as its agent to accept service within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the Corporation named above, at the place designated in this certificate, I agree to act in that capacity and to comply with the provisions of the Florida Business Corporation Act, relative to the proper and complete performance of my duties as registered agent.

Dated: March 21, 2005

  
Brett Bouchy, Registered Agent