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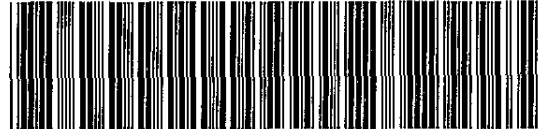
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February 18, 2005

Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, Florida 32301

Via Hand Delivery

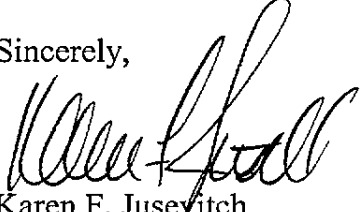
To Whom It May Concern:

Enclosed for filing, please find the **ARTICLES OF INCORPORATION**, along with a check in the amount of **\$78.75** for the applicable filing fees and fees to obtain a **Certified Copy** of the **Articles of Incorporation** for the following entity:

MAYOR'S FUND FOUNDATION, INC.

Upon receipt, please "date-stamp" the copy of the letter provided and call me at 577-9090, when the document is ready. Thank you for your assistance in this matter.

Sincerely,


Karen F. Jusevitch
Paralegal

KFJ/hs
Enclosures

ARTICLES OF INCORPORATION
OF
MAYOR'S FUND FOUNDATION, INC.
A FLORIDA NONPROFIT CORPORATION

FILED
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CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME OF CORPORATION

The name of this corporation shall be MAYOR'S FUND FOUNDATION, INC.

ARTICLE II

MAILING AND PRINCIPAL BUSINESS ADDRESS

OF THE CORPORATION

The mailing address and principal place of business of the corporation is 4801 West Colonial Drive, Orlando, Florida 32808.

ARTICLE III

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be 4801 West Colonial Drive, Orlando, Florida 32808, and the name of the initial registered agent for the corporation shall be William Potter.

ARTICLE IV

PURPOSES

Section 1. The specific and primary purpose for which this corporation is formed is to solicit and manage funds for the purpose of providing financial aid to low-income youth for their participation in recreation programs provided by Orange County and its

program partners. For purposes of determining qualification for financial aid, "low income" shall have the same meaning as that provided in the United States Government Department of Housing and Urban Development Guidelines defining "low income" for the family classification of the individual applying for financial aid.

Section 2. The general purposes for which this corporation is organized are exclusively charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("the Code"), or the corresponding provisions of any future federal tax laws. Therefore, in no event shall this corporation engage in any activity which would be contrary to the purposes and activities: (i) permitted to be engaged in by any organization, the activities of which are exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as hereafter amended; or (ii) other corporation contributions which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

The corporation shall not engage in nor shall any of its funds, property or income be used in carrying on propaganda or otherwise attempting to influence legislation, nor shall the corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, nor shall the corporation engage in subversive activities.

The corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Internal Revenue Code, as hereafter amended, and the applicable rules and regulations thereunder. No compensation shall be paid to any officer, director, trustee, creator or organizer of the

corporation or substantial contributor to it, except as a reasonable allowance for services actually rendered to or for the corporation.

The corporation is organized to serve the public interest. Accordingly, it shall not be operated for the benefit of private interests.

Section 3. Notwithstanding any other provision of these articles, this corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under the Code, or the corresponding provisions of any future federal tax laws.

ARTICLE V

POWERS

This corporation shall be authorized to exercise the powers permitted nonprofit corporations under Chapter 617 of Florida Statutes, and specifically, to solicit and manage funds to provide financial aid to low income youth for their participation in recreation programs provided by Orange County and its program partners. Provided, however, in no event shall the corporation have or exercise any power which cause it not to qualify as a tax exempt organization under Section 501(c)(3) or Section 170 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulates thereunder; nor shall the corporation engage directly or indirectly in any activity which would cause a loss of qualification. No part of the assets or the net earnings current or accumulated of the corporation shall inure to the benefit of any private individual.

ARTICLE VI

NO MEMBERSHIP

The corporation have no members.

ARTICLE VII

TERM

This corporation shall have perpetual.

ARTICLE VIII

NAME AND ADDRESS OF INCORPORATOR

The name and address of the incorporator of this corporation are as follows:

William Potter	4801 West Colonial Drive Orlando, Florida 32808
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ARTICLE IX

BOARD OF DIRECTORS

Section 1. The number of directors constituting the first Board of Directors of the corporation shall be five (5). Thereafter, the number of directors constituting the Board shall be as provided in the Bylaws of the corporation; provided, however, that there shall never be less than five directors.

Section 2. The names and addresses of the first Board of Directors and their respective term of office are as follows:

<u>DIRECTOR</u>	<u>ADDRESS</u>	<u>TERM OF OFFICE</u>
Mr. Thomas F. Lang	816 S. Summerlin Avenue Orlando, FL 32806	2 Years
Mr. Joe Desimoni	P.O. Box 5102 Winter Park, FL 32793-5102	2 Years
Ms. Michelle Carter	P.O. Box 9596 Daytona Beach, FL 32120	2 Years

Mr. Gary Metzger	8800 Vistana Center Dr. Lake Buena Vista, FL 32821-6353	1 Year
Mr. Grant Hill	c/o Granhco Enterprises 4901 Vineland Rd. Ste. 340 Orlando, FL 32811	1 Year

Section 3. If a member of the initial Board of Directors set forth above is unable to complete his or her term, a successor shall be named to complete the director's term. All subsequent directors shall each have a term of office of two (2) years and shall be appointed as provided by the duly elected chairman of the Orange County Commission of Orange County, Florida.

ARTICLE X

NAMES OF OFFICERS

The names of the officers who are to serve until the first election under the Articles of Incorporation are as follows:

<u>Name</u>	<u>Office</u>
Mr. Gary Metzger	President
Mr. Thomas Lang	Vice President
Michelle Carter	Secretary
Joe Desimoni	Treasurer

ARTICLE XI

DEDICATION OF ASSETS AND DISSOLUTION

Section 1. The property of this corporation is irrevocably dedicated to the purposes set forth herein and no part of the net earnings or assets of this corporation shall inure to the benefit of any officer or director of the corporation or to the benefit of any private individual. When appropriate, the Board of Directors may determine to

reasonably compensate any officer or director of the corporation in accordance with and commensurate with the services performed by such person.

Section 2. Upon the dissolution and winding up of this corporation, its assets remaining after payment or provision for payment of its debts and liabilities shall be distributed to Orange County, Florida, or to one or more organizations which itself is exempt as an organization described in Section 501(c)(3) of the Code, or the corresponding provisions of any future federal tax laws, or to or among, the Government of the United States of America, the State of Florida or any local government(s).

ARTICLE XII

BYLAWS

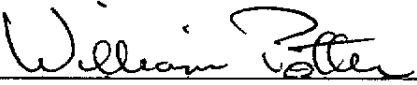
Subject to any limitations at any time contained in the Bylaws of this corporation and in Chapter 617, Florida Statutes, Bylaws of this corporation may be adopted, altered, amended or rescinded, and new Bylaws adopted, either by resolution of the Board of Directors or in the manner at any time provided in the Bylaws.

ARTICLE XIII

AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended or amended and restated pursuant to a resolution adopted by a majority of the Members of the Board of Directors.

IN WITNESS WHEREOF, the undersigned incorporator has hereto set his hand and seal this 15 day of Feb, 2005, for the purpose of forming this corporation not for profit under the laws of the State of Florida.


William Potter, Incorporator

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of MAYOR'S FUND FOUNDATION, INC.


William Potter, Registered Agent