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**FLORIDA NON-PROFIT CORPORATION**

Maitland Watch, Inc.

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**ARTICLES OF INCORPORATION  
OF  
MAITLAND WATCH, INC.**

The undersigned, being desirous of forming a not-for-profit corporation under the provisions of Chapter 617 of the Florida Statutes, does not agree to the following:

**ARTICLE I**

The name of this Corporation is Maitland Watch, Inc. Its mailing address is: 605 East Robinson Street, Suite 730, Orlando, Florida 32801.

**ARTICLE II**

This Corporation is not formed for pecuniary profit or financial gain. The Corporation shall be a Non-Profit Corporation under the Florida Not-for-Profit Corporation Act, Chapter 617 Florida Statutes, and is irrevocably dedicated to and operated exclusively for non-profit purposes. The purposes for which the Corporation is organized are civic in nature concerning the future and growth of the City of Maitland, as an association without profit and for the sole and exclusive benefit of its members.

The Corporation is organized exclusively for civic purposes, the Corporation is empowered to hold any property, or any undivided interest therein, without limitation as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the directors, will best promote the purpose of the Corporation, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-Laws of the Corporation, or any applicable laws, to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the Not-for-Profit Corporation law.

**ARTICLE III**

The Corporation hereby incorporates by reference any and all corporate powers given to corporations not for profit by virtue of Section 617.0302 of the Florida Statutes. The Corporation's activities are limited by any and all other restrictions which are required to obtain tax exempt status under Section 501(c) of the Internal Revenue Code of 1986 (or any successor thereto).

**ARTICLE IV**

The membership of the Corporation shall be composed of two (2) different classes as follows: (a) residents of the City of Maitland, and (b) non-residents of the City of Maitland. Only residents of the City of Maitland shall have voting rights. The initial

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Board of Directors shall constitute the initial membership of this Corporation and each director shall remain a member as long as he holds office.

**ARTICLE V**

This Corporation is to exist perpetually.

**ARTICLE VI**

The names and addresses of the subscribing incorporator to these Articles is as follows:

Lehn E. Abrams  
Arnold Matheny & Eagan, P.A.  
605 East Robinson Street, Suite 730  
Orlando, Florida 32801

**ARTICLE VII**

The affairs of the Corporation are to be managed by a President, a Treasurer, and Secretary, who shall be appointed at an annual meeting by the Board of Directors and serve, for such period of time as authorized by the Directors. Additional officers, such as Vice-Presidents, Treasurer, Assistant Treasurers and Assistant Secretaries, may also be elected in the discretion of the Board of Directors. The names of the officers who shall serve until their successors are elected by the Board of Directors are:

Susan H. Jacobs	President
Joan T. Matthews	Vice President
Rex Beech	Secretary and Treasurer

**ARTICLE VIII**

Section 1. The number of directors constituting the initial Board of Directors of the Corporation is three (3) and the name and addresses of the persons who are to serve as initial directors are:

Susan H. Jacobs	400 Minnehaha Road Maitland, Florida 32751
Joan T. Matthews	690 Dommerich Drive Maitland, Florida 32751
Rex Beech	1672 Indian Dance Court Maitland, Florida 32751

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Section 2. The number of directors which constitutes the Board of Directors may be increased or decreased as provided in the By-laws of the Corporation; provided however, in no event shall the number of directors be less than one (1) nor more than eighteen (18).

Section 3. The Chairman of the Board of Directors of this Corporation shall be elected by majority vote of the Board of Directors immediately after the resignation or expiration of the term of the office of any prior Chairman. The Chairman of the initial Board of Directors shall be:

Susan H. Jacobs

#### ARTICLE IX

Section 1. The Directors of the Corporation may provide such By-laws for the conduct of its business and the carrying out of its purposes as they may deem necessary.

Section 2. Upon proper notice, the By-laws may be amended, altered or rescinded by the majority vote of the Directors present at any regular meeting or any special meeting called for the purpose.

Section 3. The By-laws of the Corporation shall contain provisions regulating the powers of the Corporation, the directors and members.

#### ARTICLE X

The Articles of Incorporation may be amended by a majority of those Directors present at a regular meeting or a special meeting called for said purpose upon notice given as provided for in the By-laws or in any manner consistent with the laws of the State of Florida.

#### ARTICLE XI

All officers and Directors shall be indemnified by the Corporation for and against all expenses and liabilities, including counsel fees and counsel fees in appellate proceedings, reasonably incurred in connection with any proceeding or settlement thereof in which they become involved by reason of holding such office. In event, however, shall any officer or Director be indemnified for his own willful misconduct or, with respect to any criminal proceedings, his own knowing violation of provisions of law. The Corporation may purchase and maintain insurance on behalf of all officers and Directors against or incurred by them in their capacity as officers or Directors or arising out of their status as such.

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ARTICLE XII

Upon dissolution of this Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the obligations and liabilities of the Corporation, dispose of all the assets of the Corporation by distributing the same exclusively as provided for under the provisions of Chapter 617 of the Florida Statutes and as provided for under Section 501 of the Internal Revenue Code of 1986, as amended. Notwithstanding any other provision hereof, no power shall be exercised by the Board of Directors in any manner which may jeopardize the status of the Corporation as an exempt organization under Section 501 (c)(6) of the Internal Revenue Code of 1986 (or any successor thereto).

ARTICLE XIII

Section 1. No part of the net earnings of the Corporation shall inure to the benefit or be distributable to its members, 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 the purposes set forth in Article II hereof.

Section 2. Notwithstanding any other provisions of these Articles, the Corporation shall 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 any successor thereto).

ARTICLE XIV

The name and address of the initial registered agent and the registered office of the Corporation are:

Registered Agent: AM&E Services LLC  
Registered Office: 605 East Robinson Street, Suite 730  
Orlando, Florida 32801

IN WITNESS WHEREOF, I the undersigned subscribing incorporator, have hereunto set my hand and seal, this 23<sup>rd</sup> day of May 2005, for the purposes of forming this Corporation not-for-profit under the laws of the State of Florida.

  
\_\_\_\_\_  
Lehm E. Abrams

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN FLORIDA, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED**

In compliance with the Business Corporation Act of Florida, the following is submitted:

Maitland Watch, Inc. with its principal place of business at 605 East Robinson Street, Suite 730, Orlando, Florida 32801 has named AM&E Services LLC located at 605 East Robinson Street, Suite 730, Orlando, Florida 32801 as its agent to accept service of process within Florida.

Having been named to accept service of process for Maitland Watch, Inc. at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of a Registered Agent under the Business Corporation Act of Florida.

Dated this 23<sup>rd</sup> day of May 2005

AM&E Services LLC



By: Lehm E. Abrams, Vice President

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