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FLORIDA NON-PROFIT CORPORATION

ONE WINTER PARK, INC.

Certificate of Status	1
Certified Copy	1
Page Count	05
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Corporate Filing

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11/15/05

**ARTICLES OF INCORPORATION
OF
ONE WINTER PARK, INC.**

ED
05 NOV 14 AM 11:15
CLERK OF THE STATE
TAMPA, FLORIDA

The undersigned incorporator, a natural person competent to form a corporation not for profit pursuant to Chapter 617, Florida Statutes, does hereby form this corporation not for profit under Chapter 617, Florida Statutes, and other laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation is One Winter Park, Inc.

ARTICLE II. PRINCIPAL OFFICE

The mailing address and registered office of the corporation is c/o Ethan Loeb, Esq., Bricklemyer Smolker & Bolves, P.A., 500 E. Kennedy Blvd., Suite 200, Tampa, Florida 33602. The registered agent of the corporation is Ethan Loeb.

ARTICLE III. PURPOSES

Section 1. The general purpose of the Corporation is to ensure that development and redevelopment in the City of Winter Park (the "City") will maintain the unique ambiance and character of the City by preserving the Village scale as defined in the Winter Park Comprehensive Plan.

Section 2. Without limiting the generality of the purpose described in Section 1 above, a specific purpose of the Corporation is to challenge the approval of a Development Agreement entered into by and between Central Park Station Partners, LLC, a Florida limited liability company and the City of Winter Park, a Florida municipal corporation, and approved October 10, 2005 in Orange County, Florida.

Section 3.

A. Notwithstanding any other provision in these Articles, all activities of the Corporation shall be carried on and all of the funds of the Corporation, whether income or principal and whether acquired by gift, contribution or otherwise, shall be used and applied exclusively for charitable, scientific, literary or educational purposes, and so that no part of the net earnings of the Corporation will in any event inure to the personal benefit of any member, officer or trustee of the Corporation (except that reasonable compensation may be paid for services actually rendered to or for the Corporation if such services are in furtherance of one or more of the Corporation's purposes stated above and, excepting further that organizations and individuals may benefit from grants, scholarships, fellowships and similar payments or contributions made for a charitable, scientific, literary or educational purpose and in furtherance of the objects and purposes of the Corporation).

B. The Corporation shall not engage, otherwise than as an insubstantial part of its total activities, in activities which in themselves are not in furtherance of one or more of the exempt purposes specified in Section 501(a), 501(c)(3) or (6) of the Internal Revenue Code of 1986, as amended (the "Code"); or by an organization to which contributions are deductible under Code Section 170(c)(2), 2055(1)(2) or (3), and 2522(a)(2) or (3). No part of the principal assets or net income of the Corporation shall in any event be paid or contributed to any organizations or individuals, any substantial part of the activities of which consist of attempting to influence legislation by propaganda or otherwise or which participate or intervene (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office.

C. Upon the dissolution of the Corporation all 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. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IV. MEMBERS

The Corporation shall have members.

ARTICLE V. BOARD OF DIRECTORS

A. The affairs of the Corporation shall be managed by a Board of Directors. The Board of Directors shall consist of not less than 3 and no more than 15 directors.

B. The initial Board of Directors shall consist of 3 directors who shall be:

Richard Frazee
1921 Englewood Road
Winter Park, FL 32789

Charles Rosenfelt
147 E. Lyman Avenue
Winter Park, FL 32789

Beth Dillaha
1801 Forrest Road,
Winter Park, FL 32789

ARTICLE VI. OFFICERS

Section 1. The officers of the Corporation shall include a President, Vice President, Secretary and Treasurer. The Corporation may have additional officers, assistant officers and agents as may be designated in the Bylaws or by resolution of the Board of Directors.

Section 2. Bill Rosenfelt shall serve as President; Sharon Strong shall serve as Vice President; Sandy Womble shall serve as Secretary; and Guy Colado shall serve as Treasurer of the Corporation as of the date of the adoption of these Articles of Incorporation and until successors are duly elected and qualified.

Section 3. The officers shall be elected, removed and hold office as provided in the Bylaws.

Section 4. The officers shall have such powers and responsibilities as are provided by the Bylaws.

ARTICLE VII. POWERS

Except as limited by these Articles of Incorporation or its Bylaws, the Corporation shall have and exercise all rights and powers necessary or desirable in furtherance of its purposes as are now or may hereafter be conferred on not for profit corporations under the laws of the State of Florida.

ARTICLE VIII. AMENDMENTS TO ARTICLES OF INCORPORATION

The Corporation reserves the right to amend these Articles of Incorporation at any regular or special meeting of the Board of Directors or in accordance with the laws of the State of Florida.

ARTICLE IX. INDEMNIFICATION

The Corporation shall have the power to indemnify its officers, directors, employees and agents as provided by law.

ARTICLE X. INCORPORATOR

The incorporator of this Corporation is Ethan Loeb, Bricklemyer Smolker & Bolves, P.A., 500 E. Kennedy Blvd., Suite 200, Tampa, Florida 33602.

**Certificate of Designation
Registered Agent/Registered Office**

05 NOV 14 AM 11:15

Pursuant to the requirements of the laws of Florida, One Winter Park, Inc. hereby designates its registered agent and registered office:

Name of Corporation: One Winter Park, Inc.

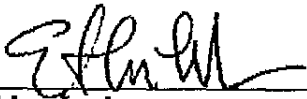
Name and Address of Registered Agent:

Ethan Loeb
Brickleyer Smolker & Bolves, P.A.
500 E. Kennedy Blvd., Suite 200
Tampa, Florida 33602

Registered Office of Corporation:

500 E. Kennedy Blvd., Suite 200
Tampa, Florida 33602

Having been named as Registered Agent, and to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as Registered Agent.



Ethan Loeb
Incorporator
Date: 11/14/05