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Account Name : GRAY, HARRIS & ROBINSON, P.A. - ORLANDO  
Account Number : I20010000078  
Phone : (407)843-8880  
Fax Number : (407)244-5690

**FLORIDA NON-PROFIT CORPORATION**  
**FOUNDATION FOR COMMUNITY ACTION, INC.**

DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION  
OF  
FOUNDATION FOR COMMUNITY ACTION, INC.**

The undersigned hereby forms a corporation not for profit under Chapter 617 of the Florida Statutes, and, for these purposes, do hereby adopt the following Articles of Incorporation.

**ARTICLE I - NAME**

The name of the corporation shall be FOUNDATION FOR COMMUNITY ACTION, INC.

**ARTICLE II - PURPOSES**

The purposes for which the corporation is organized are:

The specific and primary purpose for which this corporation is organized is to solicit and manage funds for the purpose of providing financial aid and resources that enhance the lives and well being of youth, families, and individuals who are residents of Orange County, Florida to benefit through Community Action services and programs, by providing assistance and services to the individual(s) in need, including partnering with agencies, services and organizations with similar goals, and including but not, limited to providing assistance in meeting the daily necessities of life.

Youths, families and individuals consideration is in accordance with Community Services Block Grant (CSBG) guidelines and if they are at or below the Federal poverty level as determined from time to time by the Department of Housing and Urban Development of the United States.

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In general, to do any and all acts and things, and to exercise any and all powers which now or hereafter are lawful for the corporation to do or exercise under and pursuant to Chapter 617, Laws of Florida.

The purposes for which this corporation is organized shall be limited to those which are strictly charitable. In no event shall this corporation engage in any activity which would be contrary to the purposes and activities: (1) 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; or (2) of a corporation, contributions to 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, 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 of 1986, 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.

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

#### ARTICLE III - POWERS

The corporation shall have the powers granted it by Chapter 617 laws of the State of Florida specifically as follows:

To enhance the well-being and lives of youth, families, and individuals who are residents of Orange County, Florida, in accordance with the purposes of this Corporation as set forth in Article II of its Articles of Incorporation, and all other powers permitted non-profit corporations under Florida Law. In no event, however, shall the corporation have or exercise any power which would 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 regulations thereunder; nor shall the corporation engage directly or indirectly in any activity which would cause the loss of such 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 IV - MEMBERS

This Corporation shall have no Members.

#### ARTICLE V - TERM OF EXISTENCE

The corporation shall have perpetual existence.

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**ARTICLE VI - EXECUTIVE COMMITTEE/OFFICERS**

The affairs of the corporation shall be managed by an Executive Committee elected by a majority vote of the Board of Directors from among the current members of the Board of Directors consisting of a President, Vice President, Secretary and Treasurer. Each officer shall serve for a term of one (1) year, beginning the 1st day of the month immediately following his election by a majority of the Board of Directors at the annual meeting of the Board of Directors. Officers may be re-elected to serve subsequent terms. In the event of a vacancy on the Board of Directors or in any office for any reason, the Board of Directors shall fill such vacancy for the unexpired term.

**ARTICLE VII - 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>
Larry Stewart	President
Kran Riley	Vice President
Ella J. Gilmore	Secretary
Robert Sindler	Treasurer

**ARTICLE VIII - FIRST BOARD OF DIRECTORS**

The number of persons constituting the first Board of Directors shall be four (4), and the names and addresses of the persons who are to serve as directors until the first election under these Articles of Incorporation are as follows:

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<u>Name</u>	<u>Address</u>
Kran Riley	1603 Marks Street Orlando, Florida 32803
Ella J. Gilmore	2100 East Michigan Street Orlando, Florida 32806
Robert Sindler	201 S. Rosalind Avenue, 5 <sup>th</sup> Floor Orlando, Florida 32801
Larry Stewart	200 South Orange Avenue MC-FI-Orl-1061 Orlando, Florida 32801

The number of directors shall be fixed in the By-Laws of this corporation.

Directors shall be selected as provided in the By-Laws of this corporation.

#### ARTICLE IX - BY-LAWS

The By-Laws of the corporation shall be initially approved by a majority vote of the Board of Directors, and thereafter may be altered or rescinded by a majority vote of the Directors at the annual meeting of the Directors or at a duly called meeting of the Directors in accordance with the By-Laws.

#### ARTICLE X - AMENDMENTS TO THE ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by law.

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ARTICLE XI - DISSOLUTION

Upon the liquidation or dissolution of the corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the corporation, shall be distributed to, and only 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, to or among, the Government of the United States of America, the State of Florida or any local government(s). No part of the assets or the net earnings, current or accumulated, of the corporation shall inure to the benefit of a private individual.

ARTICLE XII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be:

2011 East Michigan Avenue  
Orlando, Florida 32806

The name of the initial registered agent of this corporation shall be:

Kran Riley

ARTICLE XIII - CORPORATION'S PRINCIPAL OFFICE  
AND/OR MAILING ADDRESS

The principal office and/or mailing address of this corporation shall be:

2011 East Michigan Avenue  
Orlando, Florida 32806

ARTICLE XIV - INCORPORATOR

The following is the name and street address of the incorporator signing these

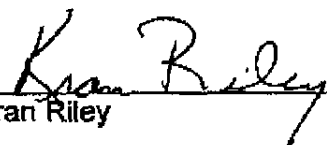
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Kran Riley  
2100 Michigan Avenue  
Orlando, Florida 32806

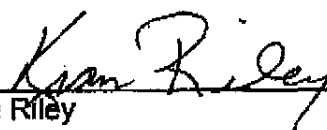
IN WITNESS WHEREOF, I have set my hand and seal this 8<sup>th</sup> day of  
December 2005.

  
Kran Riley

**CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT**

Having been named as the Registered Agent in the Articles of Incorporation of  
FOUNDATION FOR COMMUNITY ACTION, INC. I hereby accept and agree to act in  
this capacity.

Dated: December 8, 2005.

  
Kran Riley

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