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FLORIDA PROFIT/NON PROFIT CORPORATION

CENTROPLEX HOUSING CORP.

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C# 5-11

**ARTICLES OF INCORPORATION
OF
CENTROPLEX HOUSING CORP.
(A FLORIDA NOT-FOR-PROFIT CORPORATION)**

File # 009129674 3
06 MAY 10 PM 12:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator of **CENTROPLEX HOUSING CORP.** ("Corporation"), does hereby adopt the following Articles of Incorporation pursuant to the Florida Not-For-Profit Corporation Act, Chapter 617, Florida Statutes:

ARTICLE I
NAME OF CORPORATION, MAILING ADDRESS
AND ADDRESS OF PRINCIPAL OFFICE

The name of this Corporation shall be **CENTROPLEX HOUSING CORP.** The mailing address of the corporation is, and its principal office shall be located at, 300 South Orange Avenue, Suite 1210, Orlando, Florida 32801.

ARTICLE II
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation shall be 215 North Eola Drive, Orlando, Florida 32801, and the name of the initial registered agent for the Corporation shall be Michael A. Ryan.

ARTICLE III
PURPOSES

Section 1. The specific and primary purpose for which this corporation is formed is to foster community development and assist community leaders and colleges in addressing student-housing needs and other charitable purposes.

Section 2. The general purposes for which this corporation is organized are exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code"), or the corresponding provisions of any future federal tax laws.

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.

Section 4. In the event this corporation is in any year determined to be a "private foundation" as defined in Section 509(a) of the Code it shall:

- (a) Distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Code, or the corresponding provisions of any future federal tax laws.

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- (b) Not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or the corresponding provisions of any future federal tax laws.
- (c) Not retain any excess business holdings as defined in Section 4943(c) of the Code, or the corresponding provisions of any future federal tax laws.
- (d) Not make any taxable investments as defined in Section 4944 of the Code, or the corresponding provisions of any future federal tax laws.
- (e) Not make any taxable expenditures as defined in Section 4945(d) of the Code, or the corresponding provisions of any future federal tax laws.

ARTICLE IV
POWERS

This corporation shall be authorized to exercise the powers permitted corporations not for profit under Chapter 617, Florida Statutes; provided, however, that this Corporation, in exercising any one or more of such powers, shall do so in furtherance of the exempt purposes for which it has been organized within the meaning of Section 501(c)(3) of the Code.

ARTICLE V
NO MEMBERSHIP

The corporation shall not have any members.

ARTICLE VI
TERM

This corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE VII
NAME AND ADDRESS OF INCORPORATOR

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

Ron Meers	300 South Orange Avenue, Suite 1210 Orlando, Florida 32801
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ARTICLE VIII
BOARD OF DIRECTORS

Section 1. Number. The governing body for the Corporation shall be known as the "Board of Directors". The Board of Directors shall consist of not fewer than three (3) members, and of not more than a maximum number determined by the Bylaws of the Corporation as amended from time to time.

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Section 2. Powers. The Board of Directors shall manage the civil activities and affairs of the Corporation, and shall have all the rights and powers of a board of directors under the laws of the State of Florida and of the United States, as well as such other rights and authority as are herein granted. Such rights and powers shall include, but not be limited to, the buying, selling and mortgaging of property for the Corporation, the acquiring and conveying of title to such property, the holding and defending of title to the same, the managing of any permanent special funds entrusted to them for the furtherance of the purposes of the Corporation. In buying, selling, and mortgaging real property the Directors shall act solely under the authority of a Corporation, granted in a duly constituted meeting of the Corporation. The Board of Directors shall have the power to adopt and amend the Bylaws by a majority vote, in any way not inconsistent with the these Articles of Incorporation, or the laws of the State of Florida and the laws of the United States.

Section 3. Election, Qualifications, and Term. The method of election, the qualifications, and the term of each member of the Board of Directors shall be as established in the Bylaws.

Section 4. Officers. The Board of Directors may elect such officers as the Bylaws may specify, who shall have such titles and exercise such duties as the Bylaws may provide.

Section 5. Initial Directors. The initial Board of Directors shall consist of three (3) members. The names and addresses of the persons who are to serve as Directors until the first annual election of Directors, or for such other periods as may be specified in the Bylaws are:

Ron Meers	2200 Mapleton Court Winter Park, Florida 32792
Dennis Biggs	4250 Alafaya Trail Suite 212 Oviedo, Florida 32765
Fred Leonhardt	301 East Pine Street Suite 1400 Orlando, Florida 32801

ARTICLE IX OFFICERS

The affairs of the Corporation shall be managed by a President, a Vice-President, a Secretary and a Treasurer, and such other officers as are permitted in the Bylaws. The names and addresses of those persons who shall act as officers of the Corporation until the election of their successors are:

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<u>OFFICE</u>	<u>NAME</u>	<u>ADDRESS</u>
President	Ron Meers	2200 Mapleton Court Winter Park, Florida 32792
Vice-President	Dennis Biggs	4250 Alafaya Trail Suite 212 Oviedo, Florida 32765
Secretary, Treasurer	Fred Leonhardt	301 East Pine Street Suite 1400 Orlando, Florida 32801

ARTICLE X
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 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 one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) of the Code, or the corresponding provisions of any future federal tax laws, or to or among, the United States, the State of Florida or any local government(s) for exclusive public purposes.

ARTICLE XI
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 XII
AMENDMENT OF ARTICLES

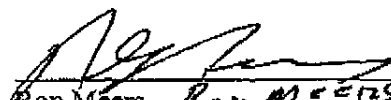
These Articles of Incorporation may be amended or amended and restated pursuant to a resolution adopted by the Board of Directors.

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ARTICLE XIII
INDEMNIFICATION

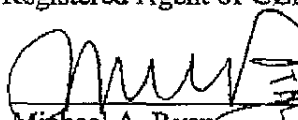
The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a director, employee, officer or agent of the Corporation, against expenses (including attorney's fees and appellate attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the Corporation; and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful; except that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misfeasance or malfeasance in the performance of his duty to the Corporation, *unless and only to the extent* that the court in which the action or suit was brought shall determine, upon application, that despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the court shall deem proper.

IN WITNESS WHEREOF, the undersigned incorporator has hereto set his hand and seal on this the 9th day of May, 2006, for the purpose of forming this corporation not-for-profit under the laws of the State of Florida.


Ron Meers *Ron Meers*

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of **CENTROPLEX HOUSING CORP.**


Michael A. Ryan

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