

Division of Corporations

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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**CENTRAL FLORIDA COMMERCIAL REAL ESTATE ASSOCIATION,**

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**ARTICLES OF INCORPORATION  
OF  
CENTRAL FLORIDA COMMERCIAL REAL ESTATE ASSOCIATION, INC.  
(A FLORIDA CORPORATION NOT FOR PROFIT)**

The undersigned acting as the incorporator of **CENTRAL FLORIDA COMMERCIAL REAL ESTATE ASSOCIATION, INC.** (the "Corporation") does hereby adopt the following Articles of Incorporation pursuant to the Florida Not For Profit Act, Chapter 617, Florida Statutes and states:

**ARTICLE I**

**NAME OF CORPORATION, MAILING ADDRESS AND PRINCIPAL OFFICE**

The name of this Corporation shall be **CENTRAL FLORIDA COMMERCIAL REAL ESTATE ASSOCIATION, INC.** The street address of the initial principal office of the Corporation shall be located at 1330 Lee Road, Orlando, Florida 32810. The mailing address of the initial principal office of the Corporation shall be P. O. Box 609400, Orlando, Florida 32860.

**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 Jacqueline Bozzuto.

**ARTICLE III**

**PURPOSES**

The purposes for which the Corporation is organized and shall be operated are as follows:

- (a) The Corporation is organized, and shall be operated exclusively for nonprofit purposes as a real-estate board as defined within Section 501(c)(6) of the Internal Revenue Code,

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or the corresponding section of any future federal tax code. Subject to the foregoing, the specific purposes of the Corporation are:

- (1) to unite those engaged in the recognized branches of the commercial real estate profession for the purpose of exerting a beneficial influence upon the profession and related interests;
- (2) to promote and maintain high standards of conduct in the real estate profession as expressed in the Code of Ethics of the National Association of Realtors®;
- (3) to provide a unified medium for real estate owners and those engaged in the real estate profession where by their interests may be safeguarded and advanced;
- (4) to further the interests of commercial, industrial, and investment real property ownership;
- (5) to unite those engaged in the commercial real estate profession in this community with the Florida Association of Realtors® and the National Association of Realtors®, thereby furthering their own objectives throughout the state and nation, and obtaining the benefits and privileges of membership therein;
- (6) to designate, for the benefit of the public, individuals authorized to use the terms Realtor® and Realtors® as licensed, prescribed, and controlled by the National Association of Realtors®; and

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(7) to create and provide an opportunity for the networking of commercial Realtors® in the day to day conduct of their business.

(b) In furtherance of its purposes, the Corporation may accept and acquire, by gift, devise, or otherwise, donations, money and property of every kind, nature and description from any person, firm, or entity, and hold, manage, administer, use, or allocate the same as the Corporation and its Board of Directors shall determine; provided, however, that no part of the net earnings, if any, of the Corporation shall inure to the benefit of any person having a personal or private interest in the Corporation or of any substantial contributor to the Corporation or to the benefit of any member of his or her family or corporation controlled, either directly or indirectly, by him or her, except for any reasonable allowances for salaries actually rendered and/or for reimbursements in reasonable amounts of expenses actually incurred in attending to the affairs of the Corporation.

(c) The Corporation may engage in any other lawful act or activity for which corporations may be organized under the Florida Not for Profit Corporation Act which is not inconsistent with Section 501(c)(6) of the Internal Revenue Code or any other corresponding provision of any future United States Internal Revenue law.

(d) Notwithstanding any other provision of these articles, this Corporation shall not carry on any 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 or any other corresponding provision of any future United States Internal Revenue law.

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ARTICLE IVPOWERS

This Corporation shall be authorized to exercise the powers permitted not for profit corporations under Chapter 617 of the 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)(6) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE VMEMBERSHIP

This Corporation shall have members.

ARTICLE VITERM

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

ARTICLE VIINAME AND ADDRESS OF INCORPORATOR

The name and address of the incorporator is Thomas E. Hankins, 605 E. Robinson St., Suite 500, Orlando, Florida 32801.

ARTICLE VIIIBOARD OF DIRECTORS

Section 1. The number of directors constituting the initial Board of Directors shall be five (5). Thereafter, the number of directors constituting the Board of Directors and the manner of election of directors shall be as provided in the Bylaws of the Corporation; provided, however,

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that there shall never be less than three (3) directors. The names and addresses of the initial Board of Directors are as follows:

<b>Gary M. Ralston</b>	2200 Lucien Way, Suite 150 Maitland, Florida 32751
<b>Robin L. Webb</b>	901 N. Lake Destiny Drive, Suite 110 Maitland, Florida 32751
<b>Thomas E. Hanks</b>	605 E. Robinson St., Suite 500 Orlando, Florida 32801
<b>Harry W. Champ</b>	901 N. Lake Destiny Drive, Suite 110 Maitland, Florida 32751
<b>Michael Patience</b>	670 N. Orlando Avenue, Suite 1015 Maitland, Florida 32751

Section 2. The initial Board of Directors shall hold an organizational meeting, at the call of a majority of the directors, to complete the organization of the Corporation by appointing officers, adopting bylaws, and carrying on any other business brought before the meeting. The directors calling this meeting shall give at least three (3) days notice to each of the initial directors, stating the time and place of the organizational meeting. Nothing herein shall prohibit the directors from taking such action without a meeting if the action taken is evidenced by one or more written consents describing the action taken and signed by each of the initial directors.

#### ARTICLE IX

#### OFFICERS

Section 1. 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.

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The names and addresses of those persons who shall act as officers of the Corporation until the election of their successors are:

Office	Name	Address
President	Thomas E. Hankins	605 E. Robinson St., Suite 500 Orlando, Florida 32801
Vice President	Harry W. Champ	901 N. Lake Destiny Drive, Suite 110 Maitland, Florida 32751
Secretary	Michael Patience	670 N. Orlando Avenue, Suite 1015 Maitland, Florida 32751

#### 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 earning or assets of this Corporation shall inure to the benefit of any individual, including any member, officer or director of this Corporation. When appropriate, the Board of Directors may determine to reasonably compensate any member of the Corporation in accordance with and commensurate with the labor, service or other endeavor performed by such person.

Section 2. In the event of dissolution, the assets remaining after payment and 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)(6) of the Internal Revenue Code of 1986, or corresponding sections of any future law, or to the Federal, State, or local government for exclusive public purpose.

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ARTICLE XIBYLAWS

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 XIIAMENDMENT OF ARTICLES

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

IN WITNESS WHEREOF, the undersigned incorporator has hereto set his hand and seal this \_\_\_\_ day of August, 2006 for the purpose of forming this Corporation not for profit under the laws of the State of Florida.

  
Thomas E. Hankins, IncorporatorACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of **CENTRAL FLORIDA COMMERCIAL REAL ESTATE ASSOCIATION, INC.**

  
Jacqueline Bozzuto

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