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FLORIDA PROFIT/NON PROFIT CORPORATION

SOUTH EOLA DISTRICT, INC.

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**ARTICLES OF INCORPORATION  
OF  
SOUTH EOLA DISTRICT, INC.  
(A FLORIDA NOT FOR PROFIT CORPORATION)**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator of **SOUTH EOLA DISTRICT, INC.**, (the "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 the Corporation shall be **SOUTH EOLA DISTRICT, INC.** The mailing address of the Corporation is, and its principal office shall be located at, 260 Osceola Avenue, Suite 1, Orlando, Florida 32801.

**ARTICLE II**  
**REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation shall be 260 Osceola Avenue, Suite 1, Orlando, Florida 32801, and the name of the initial registered agent for the Corporation shall be Steve Kodsi.

**ARTICLE III**  
**PURPOSES**

Section 1. The specific and primary purpose for which the Corporation is formed is to improve the community of Orlando, Florida, lessen the burden of local government and foster community cohesion by coordinating efforts to improve the safety, the quality of life, and the aesthetic beauty of the South Eola Neighborhood.

Section 2. The general purposes for which the Corporation is organized are exclusively charitable, scientific and educational purposes 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, the 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 the 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.
- (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.

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Section 2. The names and addresses of the initial Board of Directors of the Corporation are as follows:

Steve Kodsi	260 South Osceola Avenue, Suite 1 Orlando, Florida 32801
Chaney B. Gordy, Jr.	205 South Eola Drive, Suite B Orlando, Florida 32801
Dana Lichty	801 N. Orange Avenue, Suite 530 Orlando, Florida 32801
Craig T. Ustler	801 N. Orange Avenue, Suite 530 Orlando, Florida 32801

#### ARTICLE IX OFFICERS

The initial officer of the Corporation shall be Steve Kodsi as Executive Director, Secretary and Treasurer.

#### ARTICLE X DEDICATION OF ASSETS AND DISSOLUTION

Section 1. The property of the Corporation is irrevocably dedicated to the purposes set forth herein and no part of the net earnings or assets of the 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 the 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 the Corporation and in Chapter 617, Florida Statutes, Bylaws of the 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.

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ARTICLE XII  
AMENDMENT OF ARTICLES

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

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 2<sup>nd</sup> day of June, 2008, for the purpose of forming the Corporation not for profit under the laws of the State of Florida.

  
\_\_\_\_\_  
Steve Kousi, Incorporator

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of **SOUTH EOLA DISTRICT, INC.**

  
\_\_\_\_\_  
Steve Kousi

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