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FLORIDA PROFIT/NON PROFIT CORPORATION

Downtown Orlando Community Programs, Inc.

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
DOWNTOWN ORLANDO COMMUNITY PROGRAMS, INC.**

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The undersigned, acting as incorporator of this corporation pursuant to Chapter 617 of the Florida Statutes, hereby forms a corporation not for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be Downtown Orlando Community Programs, Inc.

**ARTICLE II - ADDRESS OF PRINCIPAL OFFICE
AND MAILING ADDRESS OF CORPORATION**

The address of the principal office of the corporation is c/o Downtown Development Board, 400 South Orange Avenue, Sixth Floor, Orlando, Florida 32801-3317, which shall also be the mailing address of the corporation.

ARTICLE III - PURPOSES AND POWERS OF CORPORATION

A. The corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such corresponding section of any future federal tax code (hereinafter referred to as the "Code"), to support community improvement projects for downtown Orlando, Florida, as identified to the corporation by the City of Orlando, a Florida municipal corporation and/or the Downtown Development Board, an agency of the City of Orlando, Florida, created by the Laws of Fla. ch. 71-810, codified in Chapter 18 of the Code of the City of Orlando (the "Orlando DDB"), and including, for all such purposes, making distributions to or for the benefit of the City of Orlando,

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Florida and the Orlando DDB in support of such community improvement projects. To the extent consistent with the preceding sentence and permissible under Florida law, the purposes of this corporation shall be to support the following community improvement projects in downtown Orlando, Florida:

1. Orlando Farmers Market;
2. Downtown Ambassador Program;
3. Downtown Orlando Information Center;
4. any other community improvement projects in downtown Orlando,

Florida, identified to the corporation by the City of Orlando or by the Orlando DDB.

B. This corporation shall be authorized to carry out any and all acts and to exercise any and all corporate powers which may now or hereafter be lawful under the laws of the State of Florida to the extent applicable to corporations not for profit and that are not inconsistent with these Articles of Incorporation.

C. Notwithstanding anything contained in these Articles of Incorporation to the contrary, the following provisions shall apply:

1. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the corporation and to make payments and distributions in furtherance of the purposes set forth in this Article III.

2. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the corporation

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shall not participate in or intervene in any political campaign (including publishing or distributing statements) on behalf of or in opposition to any candidate for public office.

3. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE IV - DIRECTORS

A. The initial number of directors shall be four (4).

B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than four (4).

C. The names and addresses of the initial members of the Board of Directors of the corporation, who shall hold office until their successors are appointed as provided in the Bylaws and have qualified, are:

Thomas C. Chatmon, Jr.	400 South Orange Avenue, Sixth Floor Orlando, Florida 32801-3317
Frank Billingsley	400 South Orange Avenue, Sixth Floor Orlando, Florida 32801-3317
Davon N. Barbour	400 South Orange Avenue, Sixth Floor Orlando, Florida 32801-3317
Rebecca Sutton	400 South Orange Avenue, Fourth Floor Orlando, Florida 32801-3317

ARTICLE V - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 400 South Orange Avenue, Second Floor, Orlando, Florida 32801-3317, and the name of the initial registered agent

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of this corporation at that address is Alana Brenner, Clerk of the City of Orlando. The Board of Directors may from time to time designate a new registered office and registered agent.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator of this corporation are:

Davon N. Barbour 400 South Orange Avenue, Sixth Floor
Orlando, FL 32801-3317

ARTICLE VII - TERM OF EXISTENCE

This corporation shall have perpetual existence, commencing with the filing of these Articles of Incorporation with the Secretary of State.

ARTICLE VIII - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE IX - AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended, repealed, or altered, in whole or in part, by vote of two-thirds of the Board of Directors at any regular or special meeting of the Board of Directors called for such purpose in accordance with the provisions of the Bylaws.

ARTICLE X - REPORTS

The corporation's records shall be audited each year as part of the City of Orlando's annual audit. The corporation shall provide a complete financial report to the City of Orlando and the Orlando DDB on an annual basis. The City of Orlando and the Orlando DDB may conduct a financial audit of the corporation at any time.

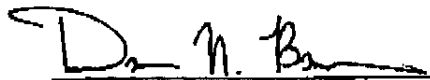
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ARTICLE XI - DISSOLUTION OF CORPORATION

Upon the dissolution of this corporation, after the payment or provision for the payment of all of the liabilities of this corporation, all of the assets of this corporation shall be distributed to the Orlando DDB for a public purpose, provided that it is an agency of the City of Orlando, Florida, and if not, then the assets shall be distributed to the City of Orlando, Florida, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of 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. In no event, however, may the assets to be disposed of be distributed to or for the benefit of any member, director, trustee, officer or other private person, other than as reasonable payment for services rendered by such person.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Orlando, Florida, this 26th day of September, 2008.



Davon N. Barbour, Incorporator

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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity and comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent, including the provisions of Section 48.091 of the Florida Statutes. I am familiar with and accept the duties and obligations of Section 617.0503 of the Florida Statutes.



Alana Brenner

Date: September 26, 2008

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