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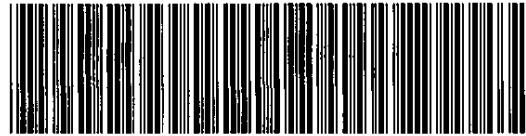
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*Amended And
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FILED
10 AUG 19 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Roberts AUG 19 2010

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Orlando Neighborhood Improvement Corporation, Inc.

DOCUMENT NUMBER: N08715

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

W. Scott Gabrielson

(Name of Contact Person)

Mateer & Harbert, P.A.

(Firm/ Company)

Post Office Box 2854

(Address)

Orlando, Florida 32802-2854

(City/ State and Zip Code)

sgabrielson@mateerharbert.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

W. Scott Gabrielson

(Name of Contact Person)

at (407) 377-6769

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☒ \$43.75 Filing Fee &
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(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input type="checkbox"/> \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed) |
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ORLANDO NEIGHBORHOOD IMPROVEMENT CORPORATION, INC.

(A Corporation Not For Profit)

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

FILED
10 AUG 19 PM 2:40
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

(Reprinted with all amendments adopted through May 11, 2010,
and approved on that date by a vote sufficient for approval
by the Directors and Members of the Corporation
after appropriate notice and in accordance with the Bylaws)

ARTICLE I: NAME

The name of the corporation is ORLANDO NEIGHBORHOOD IMPROVEMENT CORPORATION, INC., hereinafter referred to as the Corporation, a corporation not-for-profit created pursuant to Chapter 617, Florida Statutes, "Corporations Not For Profit."

ARTICLE II: CORPORATE PURPOSE

This Corporation is organized for the primary purpose of furthering the economic development and social welfare of the citizens and merchants of the communities in the Orlando, Florida, Metropolitan Statistical Area ("OMSA") by promoting and assisting the growth and development of business concerns, including small and neighborhood businesses within the OMSA and by promoting the continuing health and revitalization of neighborhoods within the OMSA.

The principal objectives of the Corporation shall be to benefit the communities in the OMSA by fostering increased employment opportunities, expansion of business and industry, and increased housing opportunities, including low income housing, for the citizens and merchants of the OMSA.

ARTICLE III: DURATION

The period of duration of this Corporation shall be perpetual.

ARTICLE IV: PLACE OF BUSINESS, REGISTERED AGENT, TERRITORY

Section 1. Place of Business. The Corporation shall have its principal place of business and mailing address at 101 South Terry Avenue, Orlando, Orange County, Florida. The office may be moved to any other location by the Board of Directors.

Section 2. Territory. The territory in which the operations of the Corporation are to be principally conducted shall be set forth in the Bylaws.

ARTICLE V: OFFICERS

Section 1. Officers. The day-to-day affairs of the Corporation shall be managed by a President, Vice-President, Secretary, and Treasurer. The officers shall be elected and shall hold office in accordance with the procedures set forth in the Bylaws.

ARTICLE VI: MEMBERSHIP

Section 1. Qualification, Number, Termination, and Vacancies. Qualification, number, termination, and vacancies shall be as provided by the Bylaws of the Corporation.

Section 2. Members. The members of this Corporation following the adoption of these Restated Articles of Incorporation shall be those individuals named as Directors in Article VII hereafter.

ARTICLE VII: BOARD OF DIRECTORS

Section 1. Board of Directors. The overall affairs of the Corporation shall be managed by a Board of Directors. The Board shall consist of not less than five (5) or more than fifteen (15) persons. Directors shall be elected or removed in accordance with the procedures set forth in the Bylaws of the Corporation.

ARTICLE VIII: BYLAWS AND AMENDMENTS TO THE ARTICLES OF INCORPORATION

Section 1. Bylaws. The Bylaws of the Corporation shall regulate the conduct of affairs of the Corporation. The Bylaws shall be made, altered, or rescinded by a majority vote of the entire Board of Directors; provided that notice thereof, which shall include the text of any proposed Bylaw change, has been furnished in writing to each Director of the Corporation in the manner set forth in the Bylaws prior to the meeting at which such alteration to the Bylaws is to be voted upon.

Section 2. Articles of Incorporation. The Articles of Incorporation of this Corporation may be altered or amended at a regular or special meeting of the Directors of the Corporation called for that purpose. Any amendment shall be approved by a majority vote of the entire Board of Directors. Notice of the proposed amendment shall be provided to all Directors in accordance with the Bylaws and include the written text of the proposed changes. Upon the adoption of any amendment to these Articles, the Corporation shall comply with Florida Statutes regarding amendments to articles of incorporation for corporations not for profit.

ARTICLE IX: POWERS AND RESTRICTIONS

Section 1. Powers. The Corporation is authorized and empowered to do all things necessary to carry on and accomplish the purposes for which it is organized and chartered, including authority and power:

- A. To enter into, make, and perform contracts of every kind and description;
- B. To borrow or raise monies for any of the purposes of the Corporation and, from time to time without limit as to amount, to draw, make, accept, endorse, execute, and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or non-negotiable instruments, and evidence of indebtedness, and to secure payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or part of the property of the Corporation, whether at the time owned or thereafter acquired, and to sell, pledge, or otherwise dispose of such bonds or other obligations of the Corporation for its corporate purposes.
- C. To lend to any person, firm, or corporation any of its funds.
- D. To have one or more offices and to purchase or otherwise acquire, hold, own, mortgage, sell, convey, or otherwise dispose of real and personal property.
- E. To acquire, construct, convert, or expand plant facilities for lease or sale.
- F. To exercise all powers permitted under Florida law and Federal legislation, and all powers given to corporations not for profit under Florida law which are not inconsistent with Federal law.

ARTICLE X: GENERAL

Section 1. Income and Assets. All income and assets of the Corporation above necessary expenses shall be administered solely and exclusively for the corporate purpose

Section 2. Capital Stock and Income. This Corporation shall have no capital stock and shall pay no dividends to its Incorporators, Directors, Officers, or Members. In addition, no part of the income of the Corporation shall inure to the benefit of or be distributed to its Members or Directors or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation or consideration for services rendered and to make payments and distributions in furtherance of the purposes of the Corporation, including persons selling real or personal property or services to the Corporation.

Section 3. Limitations. The Corporation shall not:

Attempt to influence legislation as a substantial part of its activities.

Allow any part of its net income to inure to the benefit of Officers, Directors, or Members of the Corporation, or to any other individuals, except in the furtherance of its expressed purposes and by approval of the Board of Directors.

Participate to any extent in any political campaign for or against any candidate for public office.

Conduct any activities not permitted to be carried on by organizations exempt under Section 401(c)(3) of the Internal Revenue Code of 1954, as amended, or by any regulations as they now exist or as they may hereafter be amended, or by any organization, contributions to which are deductible under Section 170(c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.

Section 4. Dissolution. Upon dissolution of the Corporation, all of its assets remaining after payment of all liabilities, costs, and expenses of such dissolution shall be distributed to organizations which have qualified for exemption under Section 501(c)(3) of the Internal Revenue Code, or to the Federal governments, or to a state or local government, for a public purpose, and none of the asset shall be distributed to any Member, Director, or Officer of this Corporation or to any private individual.

IN WITNESS WHEREOF, we have hereunto set our hands this 11th day of May, 2010

ORLANDO NEIGHBORHOOD
IMPROVEMENT CORPORATION, INC.

By: Robert Ansley, Jr.
Robert Ansley, Jr.
President

Attest: Maylon H. Huley
Secretary