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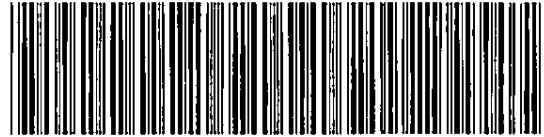
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SECRETARY OF STATE  
TALLAHASSEE, FL 32310

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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

CITY DISTRICT, INC

**NAME OF CORPORATION:** \_\_\_\_\_

N10000005540

**DOCUMENT NUMBER:** \_\_\_\_\_

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

Please return all correspondence concerning this matter to the following:

Melyssa Marshall

\_\_\_\_\_  
(Name of Contact Person)

City District, Inc

\_\_\_\_\_  
(Firm/ Company)

201 S Orange Avenue, Suite 102

\_\_\_\_\_  
(Address)

Orlando, FL 32801

\_\_\_\_\_  
(City/ State and Zip Code)

board@citydistrictorlando.com

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

For further information concerning this matter, please call:

Melyssa Marshall

407

394-9340

at

\_\_\_\_\_  
(Name of Contact Person)

\_\_\_\_\_  
(Area Code) (Daytime Telephone Number)

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

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| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>Enclosed) |
|--|--|--|--|

**Mailing Address**

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

**Street Address**

Amendment Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

**AMENDED & RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**CITY DISTRICT, INC.**

2023 MAR -7 PM 12:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CITY DISTRICT, INC.**, a Florida not for profit corporation (the "Corporation"), under the Florida Not For Profit Corporation Act (the "Act"), hereby adopts the following Amended & Restated Articles of Incorporation:

**I. Name**

The name of this Corporation shall be CITY DISTRICT, INC.

**II. Address**

The street address of the initial principal office of the Corporation and the initial mailing address shall be 201 S. Orange Ave. Suite 102, Orlando, Florida 32801, Attn: Despina McLaughlin, or such other address within the State of Florida as the Board of Directors may from time to time designate.

**III. Purposes**

A. The corporation is organized and shall be operated exclusively for charitable, educational, scientific, and other purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"). Notwithstanding any other provision of these Articles of Incorporation, the Bylaws, or any other provision of law, the corporation shall not have the power to carry on any activities which would cause it to fail to qualify, or to fail to continue to qualify, as (i) an organization exempt from federal income tax under section 501(c)(3) of the Code (or the corresponding section of any future federal tax code), or (ii) an organization to which contributions are deductible under sections 170, 2055, and 2522 of the Code (or the corresponding sections of any future federal tax code).

B. The corporation shall at all times be organized and operated so as to qualify as an organization that is not a private foundation, as defined in section 509(a) of the Code (or the corresponding section of any future federal tax code). If, however, at any time or times, the corporation shall be classified as a private foundation under United States internal revenue laws, then at such time or times the corporation:

- (1) shall not engage in any act of self-dealing as defined in section 4941(d) of the Code (or corresponding section of any future federal tax code);

- (2) shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Code (or corresponding section of any future federal tax code);
- (3) shall not retain any excess business holdings as defined in section 4943(c) of the Code (or corresponding section of any future federal tax code);
- (4) shall not make any investment in such manner as to subject it to tax under section 4944 of the Code (or corresponding section of any future federal tax code); and
- (5) shall not make any taxable expenditure as defined in section 4945(d) of the Code (or corresponding section of any future federal tax code).

#### **IV. Officers and Directors**

The affairs of this Corporation shall be managed by a Board of Directors. The method of election of the Officers and Directors of the Corporation shall be provided for in the Bylaws of the Corporation.

#### **V. Powers**

The Corporation shall have all powers conferred upon not for profit corporations organized under the Act but shall exercise such powers only in fulfillment of its above-stated purposes; provided, however, (i) no substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office; and (ii) 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 and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

#### **VI. Dissolution and Liquidation**

The Corporation may be dissolved upon the adoption of a plan to dissolve in the manner now or hereafter provided in the Act. In the event of dissolution of the Corporation, no liquidating or other dividends and no distribution of property owned by the Corporation shall be declared or paid to any private individual, but the net assets of the Corporation shall be distributed as follows:

(1) All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefor;

(2) Remaining assets shall be distributed to one or more organizations described in Section 501(c)(3) of the Code, as determined in the plan to dissolve adopted in the manner set forth above in this Article V or to the federal, state or local government, for a public purpose.

#### **VII. Registered Office and Registered Agent**

The name of the Corporation's initial registered agent is Corporation Company of Orlando and the street address of the Corporation's initial registered office is 300 South Orange Avenue, Suite 1000 (T2K), Orlando, Florida 32801-3373. The Corporation shall keep the Department of State of the State of Florida informed of the current city, town, or village and street address of said registered office together with the name of the registered agent.

#### **VIII. Article Consolidation**

These adopted Amended & Restated Articles of Incorporation supersede the original articles of incorporation and all amendments to them.

#### **IX. Required Adoption Information**

There are no members or members entitled to vote on the amendment(s). These Amended & Restated Articles of Incorporation were adopted by the Board of Directors.

#### **X. Effective Date**

The effective date of these Amended & Restated Articles of Incorporation is January 19, 2023.

*I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.*

Dated: 01/19/2023

  
\_\_\_\_\_  
Melyssa Marshall, Board Secretary