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FLORIDA PROFIT/NON PROFIT CORPORATION

Annalemma Corporation, Inc.

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**ARTICLES OF INCORPORATION
OF
ANNALEMMA CORPORATION, INC.
A FLORIDA NOT FOR PROFIT CORPORATION**

The undersigned hereby incorporates a nonprofit corporation without capital stock or stockholders, under the provisions of the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, and for that purpose adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the Corporation is ANNALEMMA CORPORATION, INC.

**ARTICLE II
PURPOSES AND POWERS**

(1) The Corporation is organized, and shall be operated exclusively for the following purposes and shall have the following powers:

(a) To conduct and carry on its work, not for profit, but exclusively for religious, charitable, scientific, literary, or educational purposes, testing for public safety, the prevention of cruelty to children or animals, or the promotion of amateur sports competition, all within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or corresponding provisions of any subsequent Federal tax laws, in such manner (i) that no part of its income or property shall inure to the private benefit of any donor, director, member or individual having a personal or private interest in the activities of the Corporation, except as reasonable compensation for services actually rendered, (ii) that it shall not directly or indirectly participate in or intervene in any political campaign on behalf of any candidate for public office and (iii) that no substantial part of its activities shall be carrying on propaganda or otherwise attempting to influence legislation;

(b) To provide channels for the dissemination of literary and artistic works, including the publication of print and online magazines featuring such works; and

(c) In furtherance of, and at all times subject to, the aforesaid purposes, enterprises, activities, and projects:

(i) To solicit and acquire by gift, exchange, or otherwise, property of any and all kinds, and to sell, transfer, and otherwise dispose of any property it so acquires;

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(ii) To invest and reinvest any such property and the increments in, and avails or proceeds of, any such property in such investments as may be deemed advisable from time to time by the Corporation's Board of Directors, including, but not limited to, stocks, bonds, secured and unsecured obligations, undivided interests, leases, commercial paper, financial and governmental instruments, savings and other depository accounts, and other securities and properties;

(iii) To give, donate, and contribute to any of the activities the Corporation may elect to sponsor, or in furtherance of any of the aforesaid purposes for which the Corporation is organized, such money or property, or both, as the Corporation's Board of Directors may from time to time determine;

(iv) To take title to, and hold in its own name, such real or personal property, or both, and such interests in either such type of property as the Corporation may acquire, for the purposes herein set out, and to sell, transfer, and dispose of any such property or reinvest the proceeds thereof as herein permitted;

(v) To accept gifts, bequests, or devises of property of any kind which any person, firm, or corporation may make to the Corporation, upon the terms, trusts, and conditions set forth in the deed of gift, will, or other instrument of writing, executed by any such donor or testator, but only for the purposes and upon the terms and conditions and with the powers set forth in these Articles of Incorporation;

(vi) To borrow money and give security therefor by pledging, mortgaging, or otherwise hypothecating any property it may own, or any interest it may have in such property;

(vii) To become a member of any other nonstock or nonprofit corporation organized under the laws of any state, or to become affiliated with any other organization of like character existing under the laws of any state; provided, however, that such corporation or organization is an exempt organization under section 501(c)(3) of the Code;

(viii) To the extent permitted by law, to enter into contracts with any corporate trust company for the purposes of delegating to it the power, or employing it, to make investments on behalf of the Corporation, and to do such other things permitted by these Articles of Incorporation as the parties may agree upon, and without limiting the generality of the foregoing, but in furtherance thereof, to enter into trust agreements, irrevocable or otherwise, with any such corporate trustee, and therein to authorize any such corporate trustee to employ

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agents, attorneys, accountants and others in connection with the performance of any duty or trust arising under such agreement; and

(ix) To do any and all things which the Corporation's Board of Directors may determine, consistent with the provisions hereof, to be necessary or appropriate to effectuate the purposes for which the Corporation is organized as herein set forth, to the extent that the doing of such act or thing is not inconsistent with the provisions of Chapter 617, Florida Statutes, or any other applicable law or statute of the State of Florida, or not permitted by a corporation exempt from federal income tax under section 501(c)(3) of the Code, or by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

(2) Notwithstanding any provision heretofore stated herein, if at any time the Corporation is determined to be a private foundation or private operating foundation as defined in section 509 or section 4942 of the Code, then:

(a) The Corporation 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.

(b) The Corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Code.

(c) The Corporation shall not purchase nor retain any excess business holdings as defined in section 4943(c) of the Code.

(d) The Corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the Code.

(e) The Corporation shall not make any taxable expenditures as defined in section 4945(d) of the Code.

ARTICLE III
DURATION

(1) The Corporation shall have perpetual duration.

(2) The Corporation's existence shall commence upon the filing of the Articles of Incorporation with the Department of State of the State of Florida.

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(3) The Incorporator of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
James F. Heckin, Jr.	215 N. Eola Drive Post Office Box 2809 Orlando, FL 32801

ARTICLE IV
DISSOLUTION

If, at any time, the Corporation dissolves, the assets of the Corporation shall be applied and distributed as follows:

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

(2) Assets held by the Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements;

(3) Assets that have been received and are held by the Corporation subject to limitations permitting their use only for religious, charitable, scientific, literary, educational, and/or similar purposes, and that are not held upon a condition requiring return, transfer, or conveyance by reason of dissolution, shall be transferred or conveyed to one or more corporations, societies, or organizations, organized under the laws of any state, that are exempt under section 501(c)(3) of the Code, or to the Federal government, or to a state or local government, for a public purpose, pursuant to a plan of distribution adopted as provided by law; and

(4) Other assets, if any, shall be transferred or conveyed to one or more corporations, societies, or organizations, organized under the laws of any State, that are exempt under section 501(c)(3) of the Code, or to the Federal government, or to a State or local government, for a public purpose, pursuant to a plan of distribution adopted as provided by law.

(5) Any assets not disposed of pursuant to the provisions of Article IV set forth hereinabove shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located to such organizations as the court

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shall determine which are organized and operated exclusively for charitable purposes and are exempt under section 501(c)(3) of the Code.

ARTICLE V
MEMBERS

The corporation shall not have any members.

ARTICLE VI
DIRECTORS

(1) The affairs of the Corporation shall be conducted by the Board of Directors and by such committees and officers as shall be provided in the Bylaws.

(2) Except for the initial Board of Directors of the Corporation, whose names are set forth in Article VII, below, the Board of Directors shall be as determined and fixed by the bylaws of the Corporation; provided, however, that there shall never be less than three (3) directors.

(3) The term of office of each Director shall be as provided by the Corporation's Bylaws. Each Director so elected shall hold office for said term and until his or her respective successor shall have been duly elected and shall have accepted office.

(4) Directors may be removed from office during their term of office as provided in the Bylaws.

(5) The annual meeting of the Corporation's Board of Directors shall be held at such time and place as may be fixed by the Corporation's Bylaws.

(6) The duties and powers of the Board of Directors, committees and officers of the Corporation shall, except as herein otherwise specifically provided, be such as are usually incident to similar Board of Directors, similar committees and similar officers, and in addition, shall be such as may be conferred upon such officers by law, or by amendment to the Articles of Incorporation or Bylaws, or by appropriate corporate resolution.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

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The names and street addresses of the initial Board of Directors of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Christopher D. Heavener	3300 University Boulevard, Suite 218 Winter Park, Florida 32792
James W. Heavener	3300 University Boulevard, Suite 218 Winter Park, Florida 32792
Christopher A. Marconi	3300 University Boulevard, Suite 210 Winter Park, Florida 32792

ARTICLE VIII
REGISTERED OFFICE AND AGENT

Until otherwise changed, the street address of the initial principal office and mailing address of the Corporation is 3300 University Boulevard, Suite 218, Winter Park, Florida 32792, and the name and street address of its initial registered agent/office for service of process is James F. Heekin, Jr, 215 N. Eola Drive, Orlando, Florida 32801.

ARTICLE IX
OFFICERS

The Officers of the Corporation, as provided by the Bylaws of the Corporation, shall be elected by the Directors of the Corporation in the manner therein set out, and shall serve until their successors are elected and qualified. The Directors shall elect the regular Officers of the Corporation at the annual meeting for terms of one year. Such annual meeting shall be held in accordance with the Bylaws.

ARTICLE X
AMENDMENTS

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

(2) 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,

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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 XI
LIABILITIES

The private property of the incorporator and of the Directors shall not be subject to any of the Corporation's debt and liabilities.

ARTICLE XII
INDEMNIFICATION

Indemnification of Directors, officers, employees and agents of the Corporation may be as provided for in the Bylaws; provided, however, such indemnification is not otherwise in conflict with the provisions of Article II of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 13th day of August, 2010.


James F. Heckin, Jr.

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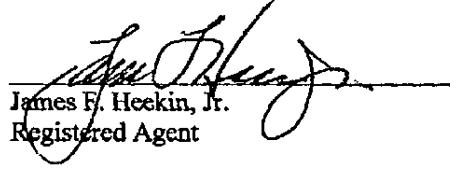
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ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of Annalemma Corporation, Inc., which is contained in the foregoing Articles of Incorporation, and states that he is familiar with and accepts the obligations provided for in Chapter 617, Florida Statutes, as Registered Agent.

Dated this 13th day of August, 2010.


James F. Heekin, Jr.
Registered Agent

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