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FLORIDA PROFIT/NON PROFIT CORPORATION

Lake Nona Business Alliance, Inc.

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ARTICLES OF INCORPORATION
OF
LAKE NONA BUSINESS ALLIANCE, INC.

The undersigned incorporator hereby submits these Articles of Incorporation (the "Articles") of LAKE NONA BUSINESS ALLIANCE, INC., a Florida not-for-profit corporation (the "Corporation"), for purposes of forming a Florida not-for-profit corporation under The Florida Not-For-Profit Corporation Act (the "Act"). The Corporation shall be governed by the Act.

ARTICLE I
NAME

The name of the Corporation formed pursuant to these Articles shall be

"Lake Nona Business Alliance, Inc."

ARTICLE II
PRINCIPAL OFFICE ADDRESS

The principal office and mailing address of the Corporation shall initially be c/o Edwards Financial Services, 5494 Lake Howell Road, Winter Park, Florida 32792. The Board of Directors may from time to time change the principal office and/or mailing address of the Corporation.

ARTICLE III
REGISTERED OFFICE & REGISTERED AGENT

The name of the registered agent and the registered office address at which the resident agent of the Corporation is located are as follows:

Jason Edwards
c/o Edwards Financial Services
5494 Lake Howell Road
Winter Park, Florida 32792

The resident agent is over eighteen (18) years of age and is an individual resident of the State of Florida.

ARTICLE IV
PURPOSES & POWERS

A. Exempt Purposes. The exempt purposes for which the Corporation is formed, and the exclusively exempt business and objects to be carried on and promoted by the Corporation, are as follows:

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(i) to improve business conditions across all industries and lines of business in the Orlando, Florida area, including but not limited to the Lake Nona area of Orlando; encourage businesses to relocate to Orlando, Florida, and/or operate branch or subsidiary locations in Orlando, Florida; promote economic development, business growth, and professional development in the Orlando, Florida area, including but not limited to the Lake Nona area of Orlando; and establish and maintain the commercial integrity of the business community of Orlando, Florida, including but not limited to the Lake Nona area of Orlando and

(ii) to perform other lawful activities permitted to not-for-profit corporations under the Act, but solely to the extent such activities are permitted by organizations which are exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), as amended from time to time (the "Code") and the Treasury Regulations promulgated thereunder (the "Regulations"), including the making of distributions upon dissolution of the Corporation for those purposes permissible under the Code and Regulations.

B. Powers. The Corporation shall not be empowered to engage in a regular business of a kind ordinarily carried on for profit, it being the intent that the Corporation shall be limited to the purposes and powers permitted to be exercised by Corporations which are exempt from federal income tax under Section 501(c)(6) of the Code. Subject to the provisions contained in Article IV.A above and this Article IV.B, the Corporation shall have all of the powers reserved for not-for-profit corporations as set forth in Section 617.0302 of the Act.

ARTICLE V RESTRICTIONS ON ISSUANCE OF CAPITAL STOCK

The Corporation shall not be authorized to issue capital stock.

ARTICLE VI MEMBERSHIP; CLASSES OF MEMBERSHIP

A. Classes of Membership. The Corporation shall initially have three (3) classes of membership: (i) Founder Membership; (ii) Trustee Membership, and (ii) Affiliate Membership. An individual or entity issued a Founder Membership is hereinafter referred to as a "Founder Member," an individual or entity issued a Trustee Membership in the Corporation is hereinafter referred to as a "Trustee Member" and an individual or entity issued an Affiliate Membership in the Corporation is hereinafter referred to as an "Affiliate Member." Additional classes of membership in the Corporation, and the rights, duties and preferences of the Members attendant to such memberships, shall be established from time to time by the Board of Directors by amending the duly adopted Bylaws of the Corporation (as amended from time to time, the "Bylaws"), and such Members shall have the rights, duties, preferences, and obligations established for them by the Board of Directors in accordance with the Bylaws. The Founder Members, the Trustee Members, the Affiliate Members, and any additional persons or entities subsequently holding memberships in the Corporation are hereinafter referred to as the "Members." The Founder Members, Trustee Members, Affiliate Members, and any additional Members shall be elected from time to time in accordance with the Bylaws. The sole initial Member of the Corporation is as follows:

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Type of Membership:
Founder Member

Name of Member:
Jason Edwards

Additional memberships in the Corporation shall be issued to Members in the manner provided by the Bylaws.

B. Qualifications and Rights of Founder Members, Trustee Members and Affiliate Members. Notwithstanding any other provision of these Articles and/or the Bylaws, the Founder Members shall at all times have the sole right to elect a majority of the members (the "Directors") of the Board of Directors of the Corporation (the "Board of Directors"), the remaining Directors to be elected solely by the Trustee Members. Except as provided in the immediately preceding sentence, the Members shall have no right to appoint, vote on or approve the appointment of any Directors. Any additional qualifications and rights of the Members, the quorum and voting requirements for meetings and activities of the Members, and the notice requirements for meetings and activities of the Members shall be as set forth in the Bylaws. Except to the extent expressly provided in these Articles and the Bylaws, the Members shall have no voting or other rights with respect to the Corporation. Consistent with the Act, the Corporation shall at all times maintain a membership book containing, in alphabetical order, the name and address of each Member and the class of membership held by such Members. Members may resign or be expelled, suspended or terminated in accordance with the Bylaws of the Corporation.

C. Liability of Members. The Members shall not, in their capacity as Members, respectively, be personally liable for any act, debt, liability, or obligation of the Corporation; provided, however, that a Member may become liable to the Corporation for dues, assessments, or fees as provided in the Bylaws and the Act.

D. Transfers of Membership. The Members may not transfer, assign, pledge or otherwise hypothecate (each, a "Transfer") their memberships in the Corporation. Any such attempted Transfer shall not bind the Corporation, the Corporation shall not be required to recognize any such transferee or assignee as a Member of the Corporation, and such attempted transfer or assignment shall be void *ab initio*. Upon a prohibited Transfer, the membership in the Corporation held by such Member attempting to Transfer its membership shall be deemed to have been terminated effective as of the date of such attempted Transfer and such Member shall have no further rights or preferences of a Member from and after such date.

E. Dues of Members. The Members shall, as a condition precedent to their membership or continued membership in the Corporation, pay such dues and fees as are established for the Members from time to time by the Board of Directors. The membership of any delinquent Member may be terminated by the Corporation in the manner provided in the Bylaws.

ARTICLE VII BOARD OF DIRECTORS & OFFICERS

A. Except as provided in Article VI.B. above, the management and affairs of the Corporation shall be vested solely and exclusively in a Board of Directors, and all of the duties and powers of the Corporation shall be exercised by the Board of Directors; provided, however, that the Board of Directors may delegate authority consistent with the Bylaws. The number of members on the Board of Directors of the Corporation (the "Directors") shall be determined at the organizational meeting of the Corporation and thereafter from time to time in accordance with

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the Bylaws; provided however that the Corporation shall never have less than the minimum number permitted by the laws of the State of Florida now or hereafter in force. Subject to the requirements of Article VI.B above, the Directors shall be elected in the manner provided in these Articles and the Bylaws. The initial Directors who will serve until the next annual meeting of the Directors and Members (or their earlier resignation or removal in accordance with the Bylaws) and until their successors are elected and qualified shall be determined at the organizational meeting of the Corporation conducted in accordance with Section 617.0205, Florida Statutes.

B. Notwithstanding Article VII.A above, the Board of Directors of the Corporation may delegate authority to administer the day-to-day management and affairs of the Corporation to officers elected in accordance with the Bylaws of the Corporation (the "Officers"). The Officers shall have such power and authority as may be delegated by the Board of Directors consistent with applicable law and the Bylaws. The Officers of the Corporation shall be elected by the Board of Directors of the Corporation in accordance with the Bylaws.

ARTICLE VIII **LIMITATIONS ON POWERS OF CORPORATION**

The following provisions are hereby adopted for purposes of defining, limiting and regulating the powers of the Corporation and the Board of Directors:

(i) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's members, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to and make payments and distributions in furtherance of, the purposes set forth in these Articles, to the extent permissible under Section 501(c)(6) of the Code and the Regulations. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Code and the Regulations.

(ii) Upon dissolution of the Corporation, the Board of Directors shall, after paying, or making provision for the payment of, all of the liabilities of the Corporation, dispose of all of the assets of the Corporation in a manner consistent with Section 501(c)(6) of the Code. The Board of Directors shall determine how the Corporation's assets will be distributed in accordance with the foregoing sentence. Any of the Corporation's assets not so disposed of shall be disposed of by the Circuit Court located in Orlando, Orange County, Florida or such other court sitting in equity in the political subdivision in which the principal office of the Corporation is then located, exclusively for such purposes to such organization or organizations, as the foregoing court shall determine, which are consistent with the requirements of the Code and Regulations.

(iii) The Corporation shall indemnify the Directors, the Corporation's members, and the Corporation's officers, if any, to the fullest extent permitted by the laws of the State of Florida now or hereafter in force, including the advance of expenses under the procedures provided by such laws; provided, however, that the foregoing shall not limit the authority of the Corporation to indemnify other employees and agents of the Corporation consistent with the laws of the State of Florida and, provided further, that indemnification shall only be to the extent permitted of organizations which are exempt from federal income tax under Section 501(c)(6) of the Code and Regulations.

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(iv) To the fullest extent permitted by Florida statutory or decisional law, as amended or interpreted, no member, director or officer of the Corporation shall be personally liable to the Corporation for money damages; provided, however, that the foregoing limitation of liability shall only be to the extent permitted of organizations which are exempt from federal income tax under Section 501(c)(6) of the Code and Regulations. No amendment of these Articles or repeal of any of its provisions shall limit or eliminate the benefits provided to directors, members, and officers under this provision with respect to any act or omission which occurred prior to such amendment or repeal.

(v) The Corporation retains the right to further amend its corporate purposes so that it may embrace any activity which may properly be engaged in by any organization which is exempt from federal income tax under Section 501(c)(6) of the Code, and all contributions or payments to the Corporation are made subject to this provision unless otherwise specifically stated in writing at the time of contribution.

The enumeration and definition of particular powers of the Board of Directors included in this Article VIII shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of these Articles, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the laws of the State of Florida now or hereafter in force, except to the extent that the laws of the State of Florida permit activities which are not permitted under federal law for any organization which is exempt from federal income tax under Section 501(c)(6) of the Code.

ARTICLE IX

DURATION OF CORPORATION

The duration of the Corporation shall be perpetual, unless earlier dissolved in accordance with the Bylaws.

ARTICLE X

INCORPORATOR

The name and address of each incorporator of the Corporation are as follows:

Jason Edwards
c/o Edwards Financial Services
5494 Lake Howell Road
Winter Park, FL 32792

ARTICLE XI

AMENDMENT OF ARTICLES

These Articles may be amended solely in accordance with the procedures set forth in the Bylaws; provided, however, that notwithstanding any provision of these Articles and/or the Bylaws to the contrary, (i) any such amendment which changes the rights, duties, preferences and obligations attributable to a Founder Membership shall require the prior written consent of not less than a majority of the Founder Members; and (ii) any such amendment which changes the

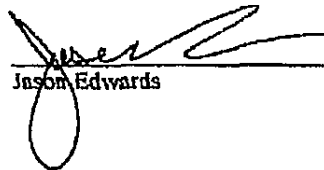
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rights, duties, preferences, and obligations of the Trustee Members shall require the prior written consent of not less than a majority of the Trustee Members and the prior written consent of not less than a majority of the Founder Members.

IN WITNESS WHEREOF, the undersigned incorporator of the Corporation has executed these Articles of Incorporation of LAKE NONA BUSINESS ALLIANCE, INC., on September 23, 2010.

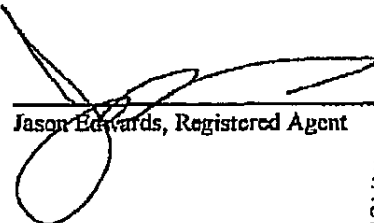
INCORPORATOR:


Jason Edwards

**ACCEPTANCE OF APPOINTMENT
BY INITIAL REGISTERED AGENT**

THE UNDERSIGNED, an individual resident of the State of Florida, having been named in Article III of the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in the Florida Not-For-Profit Corporation Act, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the corporation.

DATED this 23rd day of September, 2010.


Jason Edwards, Registered Agent

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