

N11000002566

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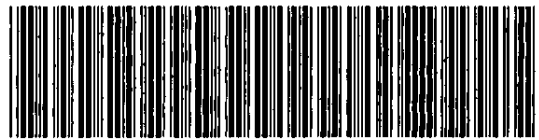
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TALLAHASSEE, FLORIDA

Amended & Restated
TBrown 5-3-11

Baker Hostetler

Baker & Hostetler LLP

SunTrust Center, Suite 2300
200 South Orange Avenue
Post Office Box 112
Orlando, FL 32802-0112

T 407.649.4000
F 407.841.0168
www.bakerlaw.com

Gregory D. Lee
direct dial: 407.649.4096
glee@bakerlaw.com

April 27, 2011

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

Re: Amended and Restated Articles of Incorporation,
Orlando Community Construction Corporation
Document #: N11000002566

Dear Amendment Section:

I am in receipt of Karen Gibson's letter dated April 21, 2011, requesting a correction be made in Section IX to show one incorporator, Byron Brooks. I have made this change and, pursuant to Section 617.1007, Florida Statutes, and in accordance with the By-Laws of the above-referenced corporation, enclose for filing the Amended and Restated Articles of Incorporation, together with a Certification from Corporate Records. The Amended and Restated Articles were adopted by the Board of Directors, as the Corporation has no members, which is stated in the document at Article IV.

Also enclosed is our check payable to the Department of State in the amount of \$35.00 to cover the cost of filing this document. Please do not hesitate to contact me if you should have any questions.

Sincerely,



Gregory D. Lee

/GDL

Enclosures

009970, 007745, 103798446.1

Chicago Cincinnati Cleveland Columbus Costa Mesa
Denver Houston Los Angeles New York Orlando Washington, DC



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 21, 2011

BAKER & HOSTETLER
GREGORY D. LEE
200 S. ORANGE AVE., SUNTRUST CTR., #2300
ORLANDO, FL 32802

SUBJECT: ORLANDO COMMUNITY CONSTRUCTION CORPORATION
Ref. Number: N11000002566

We have received your document for ORLANDO COMMUNITY CONSTRUCTION CORPORATION, however, upon receipt of your document no check was enclosed. Please return your **document** along with a **check** or **money order** made payable to the Department of State for \$35.00.

The fee to file articles of amendment is \$35. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

INCORPORATORS CAN NEVER BE CHANGED. THE ORIGINAL INCORPORATOR WAS BYRON BROOKS. THIS IS ALWAYS THE INCORPORATOR, THE ONLY INCORPORATOR. PLEASE CORRECT ARTICLE IX. THE ADOPTION OF A NONPROFIT CORPORATION MUST INCLUDE ADOPTION OF MEMBERS. IF THERE ARE NO MEMBERS, IT MUST BE STATED WITHIN THE AMENDMENT OR ON THE CERTIFICATE, BUT NOT ON A COVER LETTER.

- Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6880.

Karen Gibson
Document Specialist Supervisor

Letter Number: 711A00009716

RECEIVED

11 APR 29 8:01
SEC. OF STATE
TALLAHASSEE, FLORIDA

 ORIGINAL

FILED
2011 APR 29 PM 12:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
ORLANDO COMMUNITY CONSTRUCTION CORPORATION**

The undersigned, acting as incorporator of this corporation pursuant to Section 617.06, 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 Orlando Community Construction Corporation, a Florida corporation not for profit. (the "Corporation").

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

The address of the principal office and the mailing address of the Corporation is 400 S. Orange Avenue, Orlando, Florida 32801.

ARTICLE III - PURPOSES AND POWERS OF CORPORATION

A. The Corporation is organized and shall be operated exclusively for scientific, charitable, and educational purposes including, for such purposes, but without limitation thereon, assisting and coordinating with the City of Orlando, Florida, a municipal corporation organized under the laws of the State of Florida, and the Dr. Philips Center for the Performing Arts, Inc., a Florida corporation not for profit, as a representative assisting with the management and administration of the construction of the Dr. P. Philips Performing Arts Center in Orlando, Florida, , all 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"), including, for all such purposes, making distributions to organizations that qualify as exempt organizations under Code Section 501(c)(3). To the extent consistent with the

preceding sentence and permissible under Florida law, the Corporation shall support municipal purposes of the City of Orlando, Florida.

B. The 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 directors, 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 to such an extent that it would result in a loss of exemption under Code Section 501(c)(3), and the Corporation 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. It is intended that the Corporation shall have and continue to have the status of a corporation which is exempt from federal income taxation under Code Section 501(a) as and organization described in Code Section 501(c)(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 Code Section 501(c)(3), or (b) by a corporation, contributions to which are deductible under Code Section 170(c)(2). These Articles of Incorporation shall be construed accordingly, and all powers and activities hereunder shall be limited accordingly.

ARTICLE IV - NO MEMBERS

The Corporation shall have no members.

ARTICLE V - BOARD OF DIRECTORS

All corporate power shall be exercised by or under the authority of, and the business of the Corporation shall be managed under the direction of, the Corporation's board of directors, which shall be appointed or elected as provided in the Bylaws (the "Board of Directors"). The Board of Directors shall initially consist of seven (7) persons. The number of members of the Board of Directors may be increased or decreased from time to time as provided in the Bylaws of the Corporation; provided, however, there shall never be less than three (3) persons.

ARTICLE VI - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, only upon approval of a super majority of the members of the Board of Directors of the Corporation.

ARTICLE VII - BYLAWS

The Corporation reserves the right to amend, alter, change or repeal any provision contained in the By-laws of the Corporation, only upon approval of a super majority of the members of the Board of Directors of the Corporation.

**ARTICLE VIII - INITIAL REGISTERED OFFICE
AND REGISTERED AGENT**

The street address of the initial registered office of the Corporation is 25 E. Pine Street, Orlando, Florida 32801, and the name of the initial registered agent of the Corporation at that address shall be Mayanne Downs, Esq. The Board of Directors may from time to time designate a new registered office and registered agent.

ARTICLE IX - INCORPORATOR

The name and address of the incorporator of the Corporation is:

<u>Name</u>	<u>Address</u>
Byron Brooks	City of Orlando 400 S. Orange Ave. Orlando, FL 32801

ARTICLE X - TERM OF EXISTENCE

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

ARTICLE XI - INDEMNIFICATION

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a member of the Board of Directors, officer, employee or agent of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by her or him (or by her or his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or

proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such member of the Board of Directors, officer, employee or agent is liable for gross negligence or misconduct in the performance of her or his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such member of the Board of Directors, officer, employee or agent (or such heirs, executors of administrators) may be entitled apart from this Article.

ARTICLE XII - DISSOLUTION OF CORPORATION

Upon the dissolution of the Corporation, after the payment or provision for the payment of all of the liabilities of the Corporation, all of the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Code Section 501(c)(3), or shall be distributed to the federal government, or to a state or local government, 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 director, officer or other private person, other than as reasonable payment for services rendered by such person.

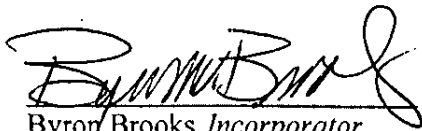
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IN WITNESS WHEREOF, the undersigned incorporators have made and subscribed
these Articles of Incorporation this 11th day of March, 2011.



Alex Martins,
c/o Orlando Magic
400 W. Church St., Suite 250
Orlando, FL 32801

March 11, 2011



Byron Brooks, *Incorporator*
Chief Administrative Officer
City of Orlando
400 S. Orlando Avenue
Orlando, FL 32801

March 11, 2011

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.



Mayanne Downs, Esq.
Registered Agent
25 E. Pine Street
Orlando, Florida 32801


March 11, 2011

**CERTIFICATION FROM CORPORATE RECORDS OF ORLANDO COMMUNITY
CONSTRUCTION CORPORATION**

I hereby certify that on March 17, 2011 at a meeting of the Board of Directors of Orlando Community Construction Corporation ("Corporation"), by a majority vote, the Board of Directors approved and adopted Amended and Restated Articles of Incorporation of the Corporation. A true and correct copy of the Amended and Restated Articles of Incorporation are attached hereto and made a part hereof.

I certify that I am the Chair of the Board of Directors of the Corporation.

Dated: March 17, 2011.

By: 
Print Name: Alex Martins
As Its: Chair of the Board of Directors