

N11000009180

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DIVISION OF CORPORATIONS
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Amend
C.COULLETTE

OCT 05 2011

EXAMINER

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: UCF TOWN & GOWN, INC.

DOCUMENT NUMBER: N11000009180

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

Please return all correspondence concerning this matter to the following:

Mary Merrell Bailey, Esquire

(Name of Contact Person)

Bailey Zobel Pilcher PLC

(Firm/ Company)

610 S. Maitland Avenue

(Address)

Maitland, Florida 32751

(City/ State and Zip Code)

Janet@YourCaringLawFirm.com

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

For further information concerning this matter, please call:

Mary Merrell Bailey

(Name of Contact Person)

at (407) 622-1900

(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 &
Certified Copy
(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



610 S. Maitland Avenue
Maitland, Florida 32751

P 407.622.1900

F 407.622.1922

Mary Merrell Bailey, Esq., Partner
Hallie L. Zobel, Esq., Partner
David Pilcher, Esq., Partner

Janet M. Scott, FRP, Paralegal
Benjamin D. Warren, FRP, Paralegal

September 30, 2011

State of Florida, Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: UCF Town & Gown, Inc; File #N11000009180

Dear Sir or Madam:

Enclosed please find the original Articles of Amendment and an original and one (1) copy of the Amended Articles of Incorporation for UCF Town & Gown Council, Inc., along with our firm's check in the amount of \$52.50 representing the filing fee for the Amended Articles of Incorporation as well as a certified copy of same and a Certificate of Status.

Please file the Amendment to be effective on September 30, 2011 and return a certified copy of the Amended Articles of Incorporation to us in the envelope provided.

Should you have any questions concerning this matter, please feel free to contact me or my paralegal, Janet M. Scott, at your convenience.

Sincerely,
BAILEY ZOBEL PILCHER PLC

Hallie Zobel
Mary Merrell Bailey

MMB/jms
Enclosures

\\LawServer\CPSHARE\CPWIN\HISTORY\110815_0001\BA.F7 (247) 99118

Articles of Amendment
to
Articles of Incorporation
of

UCF Town & Gown, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

N11000009180

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

UCF Town & Gown Council, Inc.

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

New Registered Office Address:

(Florida street address)

(City)

, Florida

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

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(Attach additional sheets, if necessary)

See attached.

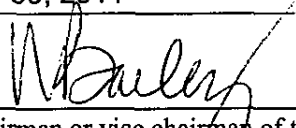
The date of each amendment(s) adoption: September 30, 2011
(date of adoption is required)

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated September 30, 2011

Signature 
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Mary Merrell Bailey
(Typed or printed name of person signing)

Treasurer
(Title of person signing)

**Amended Articles of Incorporation
of
UCF Town & Gown Council, Inc.**

The undersigned, being of legal age and competent to contract, for the purpose of organizing a corporation pursuant to the laws of the State of Florida, does hereby adopt the following Amended Articles of Incorporation for UCF Town & Gown Council, Inc., pursuant to Florida Statute 617, Not-For-Profit Corporations, and does hereby agree and certify as follows:

**Article I
Name**

The name of the Corporation is amended to be UCF Town & Gown Council, Inc.

**Article II
Address**

The mailing and street address of the Corporation is c/o Bailey Zobel Pilcher, 610 S. Maitland Avenue, Maitland, Orange County, Florida.

**Article III
Initial Registered Office and Agent**

The initial registered agent is Mary Merrell Bailey, Esq. The street address of the initial registered agent is Bailey Zobel Pilcher, 610 S. Maitland Avenue, Maitland, Orange County, Florida.

**Article IV
Not for Profit with No Inurement**

The Corporation is a Not-For-Profit Corporation under Chapter 617, Florida Statutes. The Corporation is not formed for pecuniary profit. Other than that the Corporation is 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 Article V hereof, no part of the income or assets of the Corporation is distributable to or for the benefit of its members, directors, officers, or any other private person, except to the extent permissible under these articles, under law and under Section 501(c)(6) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended.

No member shall have any vested right, interest or privilege in the assets, income or property of the Corporation and no part of the income or assets of the Corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law, and under Section 501(c)(6) of the Internal Revenue Code.

No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, except as may be permitted under Section 501(h) of the Internal Revenue Code, and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not directly or indirectly carry on any activity which would prevent it from obtaining exemption from Federal income taxation as a Corporation described in Section 501(c)(6) of the Internal Revenue Code, or cause it to lose such exempt status.

Article V Purposes

The Corporation is organized exclusively as an association of persons having a common business interest within the meaning of Section 501(c)(6) of the Internal Revenue Code. The Corporation will not engage in a regular business of any kind ordinarily carried on for profit. Its activities are not directed to the performance of particular services for individual persons. The purposes for which the Corporation is formed include:

1. Developing stronger relationships between the University of Central Florida and the community that it serves;
2. Acting as a liaison for communication between the university and the community;
3. Serving as goodwill ambassadors for the University of Central Florida by having members who represent leaders with a circle of influence from both the Central Florida community (town) and the University of Central Florida (gown).
4. Meeting regularly and hosting various events so that members may attend informative presentations about academic and special programs offered by the University of Central Florida so that the members may be more knowledgeable about university life;
5. Communicating the message that the University of Central Florida is one of the top assets in Central Florida and continually is impacting all facets of our community;
6. Bringing positive recognition to the University of Central Florida.

In furtherance thereof, the Corporation may receive property by gift, devise or bequest, invest and reinvest the same, and apply the income and principal thereof, as the Board of Directors may from time to time determine, either directly or through contributions to any scientific,

educational or charitable organization or organizations, exclusively for educational, scientific, or charitable purposes, and engage in any lawful act or activity for which corporations may be organized under Florida law.

Article VI Members

The Corporation shall have members who will have such rights and qualifications as set forth in the Bylaws of the Corporation.

Article VII Management of Corporate Affairs

A. Board of Directors: The Board of Directors shall have all the authority vested in it by Chapters 617 and 607 of the Florida Statutes, as amended from time to time.

The Corporation shall have a minimum of three (3) directors as determined in accordance with the Bylaws of this Corporation. The number of the directors may be either increased or decreased in accordance with the Bylaws of this Corporation, provided that the number of directors shall never be reduced below three (3). Directors shall be selected and removed in accordance with the Bylaws of this Corporation.

The names of the initial Board of Directors are as follows:

Phyllis Klock
Sara Segal
Susan Vernon-Devlin
Mary Merrell Bailey

B. Corporate Officers. The Board of Directors shall elect the following officers: President, Vice President, Treasurer, and Secretary, and such other officers as the Bylaws of this Corporation may authorize the Board to elect from time to time. The following persons shall serve as the initial corporate officers:

Name	Position
Phyllis Klock	President
Sara Segal	Vice-President
Susan Vernon-Devlin	Secretary
Mary Merrell Bailey	Treasurer

The corporation shall have all powers granted to it under Chapter 617 of the Florida Statutes, as amended from time to time, provided that such powers are not in conflict with the provisions

of Section 501(c)(6) of the Internal Revenue code and its regulations as they now exist or as they may hereafter be amended.

Article VIII Bylaws

Subject to the limitations contained in the Bylaws, and any limitations set forth in the Corporation Not-For-Profit Law of Florida, concerning corporate action that must be authorized or approved by the members of the Board of Directors, the Bylaws of this Corporation may be made, altered, rescinded, added to, or new Amendments and Bylaws may be adopted, by a majority vote of the Board of Directors.

Article IX Amendment of the Articles of Incorporation

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors. Amendments shall be adopted by the vote of a majority of the Directors of the Corporation.

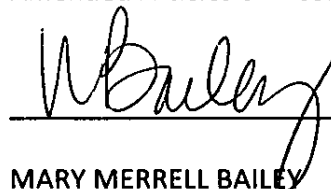
Article X No Personal Liability of Trustees, Directors, Officers, Committee Chairs or Other Office-Holders

To the fullest extent possible under Florida law, no trustee, director, officer, committee chair or other office-holder of the Corporation shall be personally liable for damages in any proceeding brought by or in the right of the Corporation, or in connection with any claim, action, suit, or proceeding to which she may be or is made a party by reason of being or having been an trustee, director, officer, committee chair or other office-holder of the Corporation, provided that such relief from liability shall not apply in any instance where such relief is inconsistent with any provision of the Internal Revenue Code application to corporations described in Section 501(c)(6) of the Internal Revenue Code. The Corporation shall indemnify (including the advancement of expenses) to the fullest extent possible under Florida law, any person who is made or threatened to be made, a party to any claim, action, suit or proceeding, whether civil, criminal, administrative, investigative, or other (including a claim, action, suit, or proceeding by or in the right of the Corporation), by reason of the fact that the person is or was a trustee, director, officer, committee chair or other office-holder of the Corporation. The right to and amount of indemnification (including any advancement of expenses) shall be determined with the provisions of Florida law at the time of the determination.

Article XI Distribution of Assets upon the Dissolution of the Corporation

Upon the dissolution or final liquidation of the Corporation, after the payment or provision for payment of all of the liabilities of the Corporation, the remaining assets shall be distributed to such organization or organizations that are then-described in Sections 501(c)(3) or 501(c)(6) and 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or otherwise in accordance with applicable state or federal law, as the Board of Directors of the Corporation shall determine. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of Orange County, Florida, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

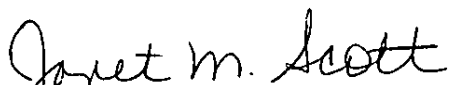
The undersigned, being the Treasurer of this Corporation, for the purpose of amending this Not-for-Profit Corporation under the laws of the State of Florida, has executed these Amended Articles of Incorporation on the 30th day of September, 2011.



MARY MERRELL BAILEY
Treasurer

STATE OF FLORIDA
COUNTY OF ORANGE

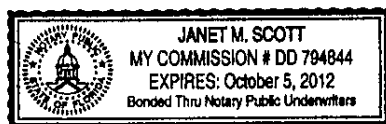
The foregoing Amended Articles of Incorporation were acknowledged before me by MARY MERRELL BAILEY who has produced a Florida Driver's License as identification, this 30th day of September, 2011.



Notary Public

My Commission Expires:

(Notarial Seal)



**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**


In compliance with Section 48.091, Florida Statutes, the following is submitted:

UCF TOWN & GOWN COUNCIL, INC., desiring to organize as a Corporation under the laws of the State of Florida, has named and designated BAILEY ZOBEL PILCHER PLC as its Registered Agent to accept service of process within the State of Florida and its office is located at 610 S. Maitland Avenue, Maitland, FL 32751.

ACKNOWLEDGMENT

Having been named to accept service of process for the above named Corporation, at the place designated in these Amended Articles of Incorporation, we hereby agree to act in this capacity, and we further agree to comply with the provisions of all statutes relating to the proper and complete performance of our duties as Registered Agent.

Dated this 30th day of September, 2011.



Mary Merrell Bailey, Managing Partner
Bailey Zobel Pilcher PLC
Registered Agent