

Division of Corporations

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Florida Department of State  
Division of Corporations  
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## To:

Division of Corporations  
Fax Number : (850)617-6381

## From:

Account Name : BROAD AND CASSEL (ORLANDO)  
Account Number : I19980000090  
Phone : (407)839-4200  
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FLORIDA PROFIT/NON PROFIT CORPORATION  
CFDC, Inc.

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December 20, 2011

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

BROAD AND CASSEL (ORLANDO)

SUBJECT: CFDC, INC.  
REF: W11000063119

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

In Article VI (Directors) you state the initial number of directors of the corporation shall be four (3). The number must be consistent.

If your business entity does not intend to transact business until January 1st of the upcoming calendar year, you may wish to revise your document to include an effective date of January 1st. If you do not list an effective date of January 1st, your business entity will become effective this calendar year and it will be required to file an annual report and pay the required annual report fee for the upcoming calendar year this coming January, which is merely weeks away. By listing an effective date of January 1st, the entity's existence will not begin until January 1st of the upcoming year and will, therefore, postpone the entity's requirement to file an annual report and pay the required annual report filing fee until the following calendar year.

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) 245-6913.

Diane Cushing FAX Aud. #: H11000296656  
Regulatory Specialist II Supervisor Letter Number: 111A00028262

P.O BOX 6327 - Tallahassee, Florida 32314

**ARTICLES OF INCORPORATION  
OF  
CFDC, INC.**

The undersigned incorporator, being competent to contract, subscribes to these Articles of Incorporation to form a corporation not-for-profit under the laws of the State of Florida.

**ARTICLE I - Name**

The name of the Corporation shall be:

CFDC, INC. (the "Corporation").

**ARTICLE II - Principal Office and Mailing Address**

The address of the principal office and the mailing address of the Corporation is c/o The Central Florida Disability Chamber, 3201 E. Colonial Drive, Suite A-20, Orlando, Florida 32803.

**ARTICLE III - Purpose**

A. The Corporation is organized for the improvement of business conditions in the Central Florida disability community and for other purposes that qualify as exempt organizations under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law) (the "Code").

B. The Corporation is organized for purposes of engaging in any activity or business permitted under the laws of the United States and of the State of Florida and shall have all of the powers enumerated in the Florida Not For Profit Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law; provided, however, that the Corporation shall not engage in any activity in which corporations qualified as exempt organizations under Section 501(c)(6) of the Code are not permitted to engage.

C. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's directors, 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 this Article. 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 publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

D. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from federal income tax under Section 501(c)(6) of the Code.

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ARTICLE IV - Term of Existence

The effective date upon which the Corporation shall come into existence shall be the date of filing of these Articles, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE V - Initial Registered Office and Agent

The initial registered agent for the Company shall be Peter A. Schoemann, and the street address of the Company's initial registered office is 6932 Sylvan Woods Drive, Sanford, Florida 32771.

ARTICLE VI - Directors

A. The initial number of directors of the Corporation shall be three (3).

B. The number of directors may be either increased or diminished from time to time by the Board of Directors in accordance with the Bylaws of the Corporation, but there shall always be at least three (3) directors.

C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by directors in attending meetings of the Board of Directors.

D. Nothing in this Article shall be construed to preclude the directors from serving the Corporation in any other capacity and receiving compensation therefor.

E. The names and street addresses of the initial members of the Board of Directors are:

<u>Name</u>	<u>Street Address</u>
Peter A. Schoemann	6932 Sylvan Woods Drive Sanford, Florida 32771
Rogue Gallart	3257 Falcon Point Drive Kissimmee, Florida 34741
April Schauer	1056 Princeton Drive Clermont, Florida 34711

F. Directors shall be elected, appointed, and removed as provided in the Bylaws of the Corporation.

#### ARTICLE VII - Incorporator

The name and street address of the incorporator signing these Articles is:

<u>Name</u>	<u>Street Address</u>
Peter A. Schoemann	6932 Sylvan Woods Drive Sanford, Florida 32771

#### ARTICLE VIII - Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law.

#### ARTICLE IX - Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

#### ARTICLE X - Dissolution

A. Upon the 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 the assets of the Corporation in a manner not inconsistent with the purposes of the Corporation, including to such organization or organizations organized and operated exclusively for tax-exempt purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) or Section 501(c)(6) of the Code, as the Board of Directors shall determine.

B. Any assets not disposed of by the Board of Directors as provided herein, shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for tax-exempt purposes or to such organizations, which are

organized and operated exclusively for tax-exempt purposes and which qualify as an exempt organization under Section 501(c)(3) or Section 501(c)(6) of the Code.

19th WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this day of December, 2011.



Peter A. Schoemann, Incorporator

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as the initial Registered Agent of CFDC, Inc.



Peter A. Schoemann

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