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FLORIDA PROFIT/NON PROFIT CORPORATION

Frederick Leadership Initiative, Inc.

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**ARTICLES OF INCORPORATION
OF
FREDERICK LEADERSHIP INITIATIVE, INC.**

The undersigned incorporator hereby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a Corporation not for profit in accordance with the laws of the State of Florida.

ARTICLE I: Name

The name of this Corporation shall be:

FREDERICK LEADERSHIP INITIATIVE, INC.

ARTICLE II: Address

The initial street address of the principal office of the Corporation shall be:

105 West New Hampshire Street
Orlando, Florida 32804

The initial mailing address of the principal office of the Corporation shall be:

Post Office Box 2951
Orlando, Florida 32802-2951

or such other address within the State of Florida as the Board of Directors may from time to time designate.

ARTICLE III: Purposes

(a) The specific purpose for which this Corporation is organized is to support education, idea sharing and leadership opportunities throughout the community through a forum of fair and civil discussion among individuals interested in contributing positively to the future of the community. The general nature, objectives and purposes for which this Corporation is exclusively organized and operated are to receive and administer funds for charitable, religious, educational, scientific, literary, and testing for public safety purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. This Corporation shall receive and maintain funds of real and/or personal property, and subject to the restrictions and limitations hereinabove and hereinafter set forth, shall use the whole or any part of the income therefrom and the principal thereof exclusively for its charitable, scientific, literary or educational purposes.

(b) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any member, director or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation

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affecting one or more of its purposes), and no member, director or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. 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 any candidate for public office.

(c) Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code or the regulations issued thereunder, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and regulations issued thereunder.

(d) In the event of dissolution or final liquidation of the Corporation, the residual assets of the organization will be distributed to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, state or local government for exclusive public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of this Corporation is then located, exclusively for such purposes.

ARTICLE IV: Officers and Directors

The affairs of this Corporation shall be managed by a Board of Directors. The initial Officers and Directors and the method of election of the Officers and Directors of the Corporation shall be provided for in the Bylaws of the Corporation.

ARTICLE V: Powers

This Corporation shall have and exercise all powers provided by the laws of the State of Florida pertaining to corporations not for profit including, but not limited to those as provided in Section 617.0302, Florida Statutes, and future amendments thereto, or succeeding statutes pertaining to corporations not for profit in the State of Florida, necessary or convenient to effect any and all of the charitable, scientific, literary and educational purposes for which the Corporation is organized.

ARTICLE VI: Registered Office and Registered Agent

The name of the Corporation's initial registered agent is CORPORATION COMPANY OF ORLANDO, and the street address of the Corporation's initial registered agent is 300 South Orange Avenue, Suite 1000 (EJF), Orlando, Florida 32801. The Corporation shall keep the Department of State of the State of Florida informed of the current city, town, or village and street address of said registered office together with the name of the registered agent.

ARTICLE VII: Incorporator

The name and address of the incorporator is:

Robert Bridges
400 West Church St Ste 250
Orlando, FL 32801

ARTICLE VIII: Indemnification of Corporation

This corporation may in the discretion of the Board of Directors indemnify any officer, director or any former officer or director to the extent provided by law.

INCORPORATOR:

[Signature]
Robert Bridges
Print Name: Robert Bridges

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared Robert Bridges, known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged that he subscribed said instrument for the uses and purposes set forth herein.

WITNESS my hand and official seal in the State and County aforesaid, this 19th day of November, 2012. February, 2013.



NADINE ORELLANA
NOTARY PUBLIC
STATE OF FLORIDA
Comm# EE119578
Expires 8/7/2015

[Signature]
Notary Public, State of Florida
My commission expires: 8/7/15

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Corporation is:

FREDERICK LEADERSHIP INITIATIVE, INC.

2. The name and address of the registered agent and office is:

Corporation Company of Orlando
300 South Orange Avenue
Suite 1000 (EJF)
Orlando, Florida 32801

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Acts relative to keeping open said office.

Registered Agent:

CORPORATION COMPANY OF ORLANDO

By: _____

J. Gregory Humphries, Vice President

Dated: _____

2.22.13

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