

N 15000011760

Dec 11. 2015 8:42AMns Rossway Swan Tierney Barry, P.L. 542 1 of

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H15000292670 3)))



H150002926703ABC%

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

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

From:

Account Name : ROSSWAY SWAN TIERNEY BARRY LACEY & OLIVER, P.L.
Account Number : I20050000159
Phone : (772) 231-4440
Fax Number : (772) 231-4430

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: Kbarry@rosswayswan.com

FLORIDA PROFIT/NON PROFIT CORPORATION
Orlando Trep, Inc.

Certificate of Status	1
Certified Copy	1
Page Count	06
Estimated Charge	\$87.50

+copy (5)

Electronic Filing Menu

Corporate Filing Menu

Help

FILED
15 DEC 11 AM 11:43
RECEIVED
15 DEC 11 AM 10:40
FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

12/14/15

Dec. 11. 2015 8:42AM

Rossway Swan Tierney Barry, P.L.

No. 5442 P. 2

COVER LETTER

(((H15000292670 3)))

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

SUBJECT: Orlando Trep, Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Rossway Swan Tierney Barry Lacey & Oliver, P.L.

Name (Printed or typed)

Attn: Kevin Barry, 2101 Indian River Blvd., Suite 200

Address

Vero Beach, FL 32960

City, State & Zip

772-231-4440

Daytime Telephone number

kbarry@rosswayswan.com

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

NOTE: Please provide the original and one copy of the articles.

(((H15000292670 3)))

FILED

15 DEC 11 AM 11:43

((H15000292670 3)))

FILED

15 DEC 11 AM 11:43

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
ORLANDO TREP, INC.**

The undersigned incorporator, desiring to form a not for profit corporation under the Florida Not For Profit Corporation Act, Chapter 617, *Florida Statutes*, certify and acknowledge the following:

ARTICLE I. NAME

The name of the Corporation Not for Profit shall be **ORLANDO TREP, INC.** ("Corporation").

ARTICLE II. DURATION

The duration of the Corporation shall be perpetual.

ARTICLE III. PRINCIPAL OFFICE & MAILING ADDRESS

The principal office and mailing address of the Corporation shall be 618 E. South Street, Suite 500, Orlando, Florida 32801, and the mailing address shall be the same.

ARTICLE IV. PURPOSE

The Corporation is organized exclusively for charitable, scientific and educational purposes within the meaning of §501(c)(3) of the *Internal Revenue Code*, as may be amended. The Corporation is also organized for the purposes of making contributions or donations to other §501(c)(3) organizations within the meaning of the Internal Revenue Code, as may be amended, and exempt from taxation under §501(a) of the Internal Revenue Code, as may be amended.

ARTICLE V. ELECTION OF CORPORATE DIRECTORS

The Directors of the Corporation shall be elected in accordance with methods and qualifications specified in the Bylaws of the Corporation. In no event, shall the number of Directors be fewer than three. The initial Officers and Directors shall be:

Jim Thomas – Executive Director
618 E. South Street, Suite 500
Orlando, Florida 32801

Jeff Piersall – Chairman of the Board
618 E. South Street, Suite 500
Orlando, Florida 32801

((H15000292670 3)))

Tom Jalneck – Director
618 E. South Street, Suite 500
Orlando, Florida 32801

Eric Wright – Director
618 E. South Street, Suite 500
Orlando, Florida 32801

Dr. Tom O'Neal – Director
618 E. South Street, Suite 500
Orlando, Florida 32801

Carrie Coats – Director
618 E. South Street, Suite 500
Orlando, Florida 32801

Rick Wassel – Director
618 E. South Street, Suite 500
Orlando, Florida 32801

ARTICLE VI. POWERS

The powers of the Corporation shall be provided in the Bylaws of the Corporation in accordance with Chapter 617, *Florida Statutes*, with the following limitations within the meaning of §501(c)(3) of the *Internal Revenue Code*, as may be amended:

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, directors, officers or other private interests. However, the Corporation shall be authorized and empowered to pay a reasonable compensation for services rendered by its employees and to make payments and other distributions in furtherance of the purposes set forth in Article IV.

2. Only an insubstantial amount of the activities of the Corporation shall be in furtherance of a purpose not set forth in Article IV.

3. Only an insubstantial amount of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, within the meaning of §501(c)(3) of the *Internal Revenue Code*, as may be amended, unless the Corporation elects the provisions of the §501(h) of the *Internal Revenue Code*, as may be amended.

4. In no event shall the Corporation have the power to 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, all within the meaning of §501(c)(3) of the *Internal Revenue Code*, as may be amended.

((H15000292670 3)))

5. A Director of the Corporation shall not receive compensation, directly or indirectly, for services as a Director. An Officer of the Corporation shall not receive compensation, directly or indirectly, for services as an Officer unless employed by the Board of Directors as: (i) a member of the administrative staff of the Corporation, or (ii) for compensable services rendered in other capacities. These prohibitions shall not preclude reimbursement of a Director, Officer, or duly appointed committee member for expenses or advances made for the Corporation that are reasonable in character and amount or for compensable services rendered in other capacities and approved for payment in the manner provided by the Bylaws.

6. Every Director and Officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed in connection with any proceeding or any settlement of any proceeding to which a Director or Officer may be a party or may become involved by reason of being or having been a Director or Officer of the Corporation, whether or not a Director or Officer at the time such expenses are incurred, to the fullest extent available under applicable law and otherwise as is provided for in the By-Laws of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled. Appropriate liability insurance shall be provided for every Officer, Director and agent of the Corporation in amounts determined from time to time by the Board of Directors.

7. Any contract, whether for compensation or otherwise, or other transactions between the Corporation and one or more of its Directors or Officers, or between the Corporation and any firm of which one or more of its Directors or Officers are stockholders or employees, or in which they are interested, or between the Corporation and any corporation or association of which one or more of its Directors or Officers are shareholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such Director or Directors, Officer or Officers, at the meeting of the Board of Directors of the Corporation which acts upon or in reference to such contract or transaction and notwithstanding his or her or their participation in such action, if the fact of such interest shall be disclosed or known in writing to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by vote of a majority of the Directors present, such interested Director or Directors, Officer or Officers to be counted in determining whether a quorum is present but not to be counted in calculating the majority of such quorum necessary to carry such vote. This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

ARTICLE VII. MEETINGS

The Board of Directors of the Corporation may participate in a regular or special meeting by, or conduct the meeting through, the use of any means of communication which allows all Directors participating to simultaneously hear one another. A Director participating in such a meeting is deemed present at the meeting. In the alternative, the

Board of Directors may take actions through signed e-mail communications provided all Board Members agree.

ARTICLE VIII. INCORPORATORS

The names and address of the Incorporators are: Kevin M. Barry, Rossway Swan Tierney Barry Lacey & Oliver, P.L., 2101 Indian River Boulevard, Suite 200, The Modern One Building, Vero Beach, Florida 32960.

ARTICLE IX. DISSOLUTION

Upon dissolution and upon payment or adequate discharge of all liabilities and obligations, the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of §501(c)(3) of the *Internal Revenue Code*, as may be amended, or shall be distributed to a State or the Federal government for a public purpose.

ARTICLE X. REGISTERED AGENT AND OFFICE

The Registered Agent and Registered Office of the Corporation re: Rossway Swan Tierney Barry Lacey & Oliver, P.L., Attention: Kevin M. Barry, Partner, 2101 Indian River Boulevard, Suite 200, The Modern One Building, Vero Beach, Florida 32960.

[Signature Page Follows]

((H15000292670 3)))

IN WITNESS WHEREOF, the undersigned Incorporator has hereunto set his hand and seal on this 11th day December, 2015.

ROSSWAY SWAN TIERNEY BARRY LACEY &
OLIVER, P.L.

By:


Kevin M. Barry, Manager

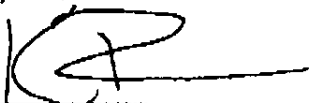
ACCEPTANCE OF REGISTERED AGENT

Having been appointed the Registered Agent of Orlando Trep, Inc., and to accept service of process for the above-stated Corporation at the place designated in this certificate, I hereby accept the appointment and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Dated this 11th day of December, 2015.

ROSSWAY SWAN TIERNEY BARRY LACEY &
OLIVER, P.L.

By:


Kevin M. Barry, Manager

FILED
15 DEC 11 AM 11:43
SECRETARY OF STATE
ALBUQUERQUE, NEW MEXICO

((H15000292670 3)))