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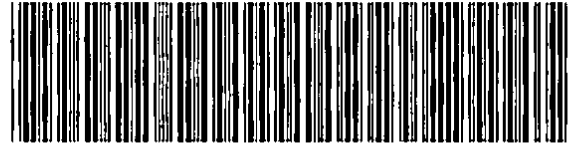
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TALLAHASSEE, FLORIDA

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MAR 08 2018  
TALLAHASSEE

*Handwritten signature*

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

GREATER ORLANDO AVIATION AUTHORITY CHARITABLE FOUNDATION, INC.  
**NAME OF CORPORATION:** \_\_\_\_\_

N05000007416  
**DOCUMENT NUMBER:** \_\_\_\_\_

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

Please return all correspondence concerning this matter to the following:

Anne van den Berg, Esq.

\_\_\_\_\_  
(Name of Contact Person)

Marchena and Graham, P.A.

\_\_\_\_\_  
(Firm/ Company)

976 Lake Baldwin Lane, Suite 101

\_\_\_\_\_  
(Address)

Orlando, FL 32814

\_\_\_\_\_  
(City/ State and Zip Code)

avandenbergm@mgfirm.com

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

For further information concerning this matter, please call:

Anne van den Berg

407

658-8566

at

\_\_\_\_\_  
(Name of Contact Person)

\_\_\_\_\_  
(Area Code)

\_\_\_\_\_  
(Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

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|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>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

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
GREATER ORLANDO AVIATION AUTHORITY  
CHARITABLE DONATION INITIATIVE, INC.**

FILED  
2018 MAR -7 P 1:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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: **GREATER ORLANDO AVIATION AUTHORITY CHARITABLE DONATION INITIATIVE, INC.** (the "Corporation").

**ARTICLE II – PRINCIPAL OFFICE AND MAILING ADDRESS**

The street address of the principal office and the mailing address of the Corporation is One Jeff Fuqua Boulevard, Orlando, Florida 32827.

**ARTICLE III – PURPOSE**

A. The Corporation is organized exclusively for charitable purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The Corporation shall have all of the powers enumerated in the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law in furtherance of its charitable purposes.

B. 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 any 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 III. 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. Notwithstanding any other provision of these articles, the Corporation shall not engage in any activity in which corporations qualified as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law) (the "Code") are not permitted to engage.

C. In the event the Corporation is classified as a private foundation under Section 509 of the Code, then: (i) the Corporation shall distribute its income each taxable year at such time and in such manner as not to subject itself to tax under Section 4942 of the Code; and (ii) the Corporation shall not engage in any act of self-dealing (as defined in Section 4941(d) of the Code), retain any excess business holdings (as defined in Section 4943(c) of the Code), make any investments in such manner as to subject itself to tax under Section 4944 of the Code, or make any taxable expenditures (as defined in Section 4945(d) of the Code).

#### **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 pursuant to law.

#### **ARTICLE V – INITIAL REGISTERED OFFICE AND AGENT**

The street address of the registered office of the Corporation is 976 Lake Baldwin Lane, Orlando, Florida 32814, and the name of the registered agent of the Corporation at that address is Marchena and Graham, P.A.

#### **ARTICLE VI – DIRECTORS**

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

B. Initial Directors. The initial members of the Corporation's board of directors shall be appointed in the manner described in the Bylaws of the Corporation.

#### **ARTICLE VII – INCORPORATOR**

The name and street address of the incorporator signing these Articles is Frank Kruppenbacher, One Jeff Fuqua Boulevard, Orlando, Florida 32827.

#### **ARTICLE VIII – MEMBERS**

The Corporation shall not have any members.

#### **ARTICLE IX – AMENDMENT TO ARTICLES**

These Articles of Incorporation may be amended only upon the affirmative vote of a majority of the Directors in the manner specified in the Corporation's Bylaws.

#### **ARTICLE X – BYLAWS**

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the Corporation's Board of Directors (the "Board") in the manner specified in the Corporation's Bylaws.

## **ARTICLE XI – DISSOLUTION**

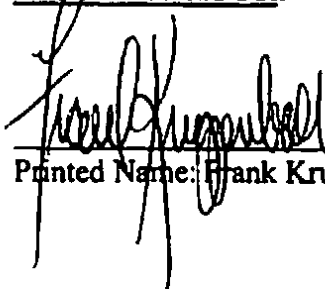
A. Upon the dissolution of the Corporation, the Board shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation in a manner not inconsistent with the purposes of the Corporation, including to such organization or 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) of the Code, as the Board shall determine.

B. Any assets not disposed of by the Board 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) of the Code.

\* \* \* \* \*

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Amended and Restated Articles of Incorporation this 11th day of November, 2016.

**INCORPORATOR:**

A handwritten signature in black ink, appearing to read "Frank Kruppenbacher", is written over a horizontal line.

Printed Name: Frank Kruppenbacher

### 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 Registered Agent of GREATER ORLANDO AVIATION AUTHORITY CHARITABLE DONATION INITIATIVE, INC.

**REGISTERED AGENT:**

**MARCHENA AND GRAHAM, P.A., a Florida professional association**

By: \_\_\_\_\_

**Name:**

**Title:**