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FLORIDA PROFIT/NON PROFIT CORPORATION
West Orange Foundation, Inc.

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T. SCOTT

**ARTICLES OF INCORPORATION
OF
WEST ORANGE FOUNDATION, INC.
(A Florida Not-For-Profit Corporation)**

ARTICLE I

The name of the corporation is "West Orange Foundation, Inc." (the "Corporation").

ARTICLE II

The Corporation is organized pursuant to the provisions of the Florida Not For Profit Corporation Act.

ARTICLE III

The Corporation shall have perpetual duration.

ARTICLE IV

A. The Corporation is a nonprofit, nonstock corporation organized, and at all times thereafter to be operated, exclusively for charitable and educational purposes within the meaning of 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 (referred to herein as the "Code"), including: (i) making grants, awards and loans to organizations and individuals for charitable and educational purposes; (ii) acquiring, establishing, retaining and maintaining a fund or funds to be held, invested and used exclusively for charitable and educational purposes; (iii) if authorized by the Board of Directors of the Corporation, engaging directly in charitable and educational programs and activities; and (iv) engaging in any lawful acts or activities related to the foregoing that are consistent with the provisions of section 501(c)(3) of the Code. The Corporation may engage in any part of the world in any lawful act or activity related to the foregoing purposes which is consistent with the provisions of section 501(c)(3) of the Code.

B. The Corporation is not organized and shall not be operated for pecuniary gain or profit within the meaning of section 501(c)(3) of the Code. No part of the property or net earnings of the Corporation shall inure to the benefit of any individual, except as reasonable compensation for services actually rendered by such individual or as payments or distributions in furtherance of the purposes set forth in this Article IV. It is intended that the Corporation will qualify at all times as an

organization exempt from federal income tax under sections 501(a) and 501(c)(3) of the Code and that it will qualify at all times as an organization to which deductible contributions may be made pursuant to sections 170(c)(2), 642(c), 2055 and 2522 of the Code (to the extent that such sections of the Code are then in effect); therefore, notwithstanding any other provision in these Articles of Incorporation, the Corporation shall never be authorized to engage in any activity except in furtherance of the purposes for which the Corporation is organized, and the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under sections 501(a) and 501(c)(3) of the Code and (ii) by a corporation, contributions to which are deductible under sections 170(c)(2), 642(c), 2055 and 2522 of the Code (to the extent that such sections of the Code are then in effect).

C. The Corporation shall never directly or indirectly participate 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, and the Corporation shall not engage in any activities which would subject it to tax under section 4945 or section 4955 of the Code. No substantial part of the activities of the Corporation shall be devoted to attempting to influence legislation by propaganda or otherwise within the meaning of the proscriptive provisions of the Code, except as otherwise provided in section 501(h) of the Code, and its expenditures to influence legislation shall not exceed the permissible limits of sections 501(h) and 4911 of the Code, to the extent applicable, and shall not be of the type or magnitude which would subject the Corporation to tax under section 4911 of the Code.

D. To the extent that section 4942 of the Code is applicable to the Corporation, the Directors shall cause the Corporation to distribute amounts for each taxable year at such time and in such manner as not to become subject to the tax imposed by such section. Notwithstanding any other provisions of these Articles of Incorporation, to the extent that the following provisions of the Code are applicable, the Corporation and the Directors shall not engage in any act of self-dealing that would give rise to any liability for tax under section 4941(d) of the Code, shall not retain any excess business holdings that would subject the Corporation to tax under section 4943(c) of the Code, shall not make any investments in such manner as to subject the Corporation to tax under section 4944 of the Code, and shall not make any taxable expenditures that would subject the Corporation to tax under section 4945 of the Code.

ARTICLE V

Unless otherwise provided in these Articles of Incorporation or in the Bylaws of the Corporation, the Corporation shall have all of the powers conferred upon nonstock corporations under the Florida Not For Profit Corporation Act, to be exercised solely in furtherance of the charitable and educational purposes described in Article IV hereof. The Corporation shall have the power and authority to accept gifts and contributions, whether made by will or otherwise, in any form of property and subject to any conditions consistent with the Corporation's status as an organization described in section 501(c)(3) of the Code, so long as the testator or donor has not specified any purpose for any such gift or contribution that is inconsistent with the objectives and purposes of the Corporation. Unless explicitly provided otherwise in writing by a testator or donor, a gift or contribution made to the Corporation will not be an "endowment fund," as that term is defined in section 4702 of the Florida Uniform Prudent Management of Institutional Funds Act or the corresponding provision of any future Florida law (referred to herein as "UPMIFA"), and thus, the Corporation's expenditure or accumulation of such a gift or contribution shall not be subject to the endowment expenditure restrictions set forth in section 4704 of UPMIFA.

ARTICLE VI

In the event of the dissolution of the Corporation, which dissolution may be authorized by the affirmative vote of not less than a two-thirds (2/3) majority of the Directors of the Corporation then in office, after payment of or provision for all liabilities of the Corporation, all of the assets of the Corporation shall be distributed exclusively to, or its assets shall be sold and the proceeds distributed to, another organization organized and operating for the same or similar purposes for which the Corporation is organized and operating, or to one or more corporations, funds or foundations organized and operating exclusively for charitable, scientific, religious, hospital, or educational purposes, which must at that time qualify for exemption from taxation under the provisions of section 501(c)(3) of the Code and must be described in section 170(c)(2) of the Code and which shall be selected by the Board of Directors of the Corporation as provided in the Bylaws. In the event that for any reason upon the dissolution of the Corporation the Board of Directors of the Corporation shall fail to act in the manner herein provided within a reasonable time, the senior judge of the Circuit Court of Orange County, Florida shall make such distribution as herein provided upon the application of one or more present or former Directors or officers of the Corporation. In addition, the Corporation may at any time, upon approval by the affirmative vote of not less than a two-thirds (2/3) majority of the Directors then in office of the Corporation, merge into or consolidate with, or distribute substantially all of its assets to, any other nonprofit, nonstock corporation which is, at the time of such merger or consolidation, described in section 501(c)(3) of the Code, without regard to the place of incorporation or operation of such other corporation or its classification under section 509 of the Code.

ARTICLE VII

The Corporation shall not be authorized to issue any capital stock and shall have no capital stock.

ARTICLE VIII

The Corporation shall not have members.

ARTICLE IX

The affairs of the Corporation shall be managed by a Board of Directors. The exact number and the method of election of the members of the Board of Directors as well as any other qualifications for being a member of the Board of Directors shall be as provided from time to time by or pursuant to the Bylaws of the Corporation, except that the number of the initial members of the Board of Directors is fixed by Article X of this Certificate of Incorporation.

ARTICLE X

The initial Board of Directors of the Corporation shall consist of seven (7) individuals who shall serve terms as provided in the Bylaws of the Corporation and whose names and addresses are as follows:

Stina D'Uva
12184 West Colonial Drive
Winter Garden, FL 34787

Rob Maphis
12184 West Colonial Drive
Winter Garden, FL 34787

Joe Alarie
12184 West Colonial Drive
Winter Garden, FL 34787

Keith Bradford
12184 West Colonial Drive
Winter Garden, FL 34787

Debbie Clements
12184 West Colonial Drive
Winter Garden, FL 34787

Amanda Maggard
12184 West Colonial Drive
Winter Garden, FL 34787

Tim Haberkamp
12184 West Colonial Drive
Winter Garden, FL 34787

ARTICLE XI

The liability of the Directors, officers, employees and agents of the Corporation for monetary damages for any action taken as a Director, officer, employee or agent is eliminated to the fullest extent permitted by the laws of the United States and the Florida Not For Profit Corporation Act or any successor law or

laws; provided, however, that no Director, officer, employee or agent shall be entitled to indemnification when prohibited by the Bylaws of the Corporation.

ARTICLE XII

The address of the initial registered office of the Corporation is 12184 West Colonial Drive, Winter Garden, Orange County, Florida 34787 and the initial registered agent of the Corporation at such address is Stina D'Uva.

ARTICLE XIII

The address of the principal office of the Corporation is 12184 West Colonial Drive, Winter Garden, Orange County, Florida 34787.

ARTICLE XIV

The name and address of the incorporator are:

Elizabeth Faist
999 Peachtree Street NE
Suite 2300
Atlanta, Georgia 30309-3996

ARTICLE XV

The Articles of Incorporation of the Corporation may be amended by the affirmative vote of not less than a two-thirds (2/3) majority of the Directors of the Corporation then in office as permitted in the Florida Not For Profit Corporation Act (or the corresponding provision of any future Florida Not For Profit Corporation Act); provided, however, that no amendment may be made which would cause the Corporation no longer to be qualified as an exempt organization within the meaning of section 501(a) of the Code (so long as section 501(a) remains in the Code and applicable to the Corporation); and further provided that no amendment may reduce the voting requirements of Article VI or this Article XV.

I, Elizabeth Faist, for the purpose of forming a corporation under the laws of the State of Florida, do certify that the facts herein stated are true, and I have accordingly set my hand this 17th day of November, 2016.

By: Elizabeth Faist
Elizabeth Faist
Incorporator