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Name:	ORLANDO FASHION DISTRICT
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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**  
  
of  
  
**ORLANDO FASHION DISTRICT, INC.**

Orlando Fashion District, Inc., a not-for-profit corporation organized and existing under and by virtue of the provisions of the Florida Not For Profit Corporation Act of the State of Florida (the "Not For Profit Corporation Act"),

DOES HEREBY CERTIFY:

That the name of this corporation is Orlando Fashion District, Inc. (N17000006838) and that this corporation was originally incorporated effective as of July 1, 2019, pursuant to the Not For Profit Corporation Act under the name Orlando Fashion District, Inc. The original Articles of Incorporation of the Corporation were filed with the Secretary of State of Florida on June 29, 2017.

That the Board of Directors duly adopted resolutions proposing to amend and restate the Articles of Incorporation of this corporation as heretofore amended, declaring said amendment and restatement to be advisable and in the best interests of this corporation, which resolution setting forth the proposed amendment and restatement is as follows:

RESOLVED, that the Articles of Incorporation of this corporation be amended and restated in their entirety to read as follows: The undersigned, hereby subscribes these Amended and Restated Articles of Incorporation to amend and restate the original filed Articles of Incorporation forming a corporation (the "Corporation") not-for-profit under the Florida Not-for-Profit Corporation Act and other laws of the State of Florida (*Florida Statutes* Chapter 617).

THEREORE, the Articles of Incorporation of this corporation is amended and restated as follows:

**ARTICLE I  
Name and Address**

The name of the Corporation is:

**Orlando Fashion District, Inc.**

The street address of the initial principal office is:

3601 Vineland Road, Suite 10, Orlando, Florida 32811.

The mailing address is:

3601 Vineland Road, Suite 10, Orlando, Florida 32811.

The Board of Directors may from time to time change the principal office or mailing address of the Corporation to any other address in the State of Florida.

*ORLANDO FASHION DISTRICT, INC.  
Amended and Restate Articles of Incorporation*

**ARTICLE II  
Purposes**

The Corporation is formed to engage in any lawful activity permitted under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law (the "Revenue Laws"). More specifically, the purposes of the Corporation included, but are not limited to, the promotion and development of Orlando as a center of fashion by supporting designers, educators, fabricators, suppliers, events, models, and other fashion related stakeholders to expand Orlando as a fashion destination and in the economic development of a garment district to support the fashion and costume related businesses throughout the Central Florida region, as a public charity and educational organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law (the "Revenue Laws"). The purpose of the Corporation is limited exclusively to the promotion of the common interest of a Florida fashion district and a Florida garment district as set forth herein.

In carrying out such purposes, this Corporation shall have all of the powers and authorities granted by statute and law; provided, however, said powers and authorities shall be exercised only in furtherance of the purpose set forth herein.

The primary purpose of this Corporation is the promotion of the common interest of a Florida fashion district and a Florida garment district in the Central Florida region.

**ARTICLE III  
Powers**

The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or in cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, desirable, suitable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any of such purposes.

Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are set forth in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its regulations as the same now exist or as they may be hereafter amended from time to time.

**ARTICLE IV  
Board of Directors**

The affairs of the Corporation shall be managed by a Board of Directors, members of which shall be elected annually in accordance with the Bylaws. The number of Directors shall be fixed as set forth in the Bylaws of the Corporation but shall never be less than three.

*ORLANDO FASHION DISTRICT, INC.*  
*Amended and Restate Articles of Incorporation*

**ARTICLE V**  
**Officers**

The officers of the Corporation shall be a President, Secretary and Treasurer, and such other officers as may be provided by the Bylaws. Officers shall be elected annually by the Board of Directors at its annual meeting. The names of the persons who are to serve as officers of the Corporation until the first meeting of the Board of Directors are:

<b>Name</b>	<b>Title</b>
Gina Vincenza Van Epps	President and Secretary
Richard W. Krent	Vice President
Ramos Nichole Kayla	Vice President

**ARTICLE VI**  
**Registered Office and Agent**

The street address of the registered office of this Corporation is 3601 Vineland Road, Suite 10, Orlando, FL 32811 and the name of the initial registered agent at such address is Gina Vincenza Van Epps.

**ARTICLE VII**  
**Bylaws**

The Board of Directors of this Corporation shall adopt such Bylaws for the conduct of its business and the carrying out of its purposes, as they may deem necessary from time to time.

**ARTICLE VIII**  
**Amendments**

Amendments to these Amended and Restated Articles of Incorporation shall be proposed by a majority of the Board of Directors and adopted by the vote of a majority of the Board of Directors at a meeting duly called in accordance with the Bylaws of the Corporation.

**ARTICLE IX**  
**Limitations on Actions**

All of the assets and earnings of the Corporation shall be used exclusively for the exempt purposes hereinabove set forth, including the payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of or be distributable to its members, 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 distributions and payments in furtherance of the purposes set forth in Article 3 hereof. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws). The Corporation shall have no capital stock, pay no

**ORLANDO FASHION DISTRICT, INC.**  
**Amended and Restate Articles of Incorporation**

dividends, and distribute no part of its net income or assets to any members, directors or officers.

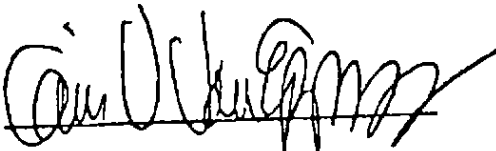
**ARTICLE X**  
**Dissolution**

Upon dissolution of the Corporation, all of its assets remaining after payment of or provision for all liabilities of the Corporation, including costs and expenses of such dissolution, shall be utilized exclusively for the exempt purposes of the Corporation or distributed to an organization operating as an organization for the advancement of the same exempt purposes of the Corporation and shall be selected by the last Board of Directors. None of the assets will be distributed to any member, officer or Director of this Corporation. Any such assets not so disposed of shall be disposed of by the circuit court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE XI**  
**Term of Existence**

The Corporation shall have perpetual existence.

**IN WITNESS WHEREOF**, the undersigned incorporator executed these Articles of Incorporation this 30<sup>th</sup> day of September 2019.

By: 

Name: Gina Vincenza Van Epps

Title: President

*ORLANDO FASHION DISTRICT, INC.  
Amended and Restate Articles of Incorporation*

**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the within-named Corporation, at the place designated hereinabove, the undersigned hereby accepts the designation to act in this capacity, and agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties and acknowledges that he is familiar with and accepts the obligations of his position as registered agent.

Date: September 30, 2019

By: 

Name: Gina Vincenza Van Epps

Title: President