

Division of Corporations

Florida Department of State
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BUREAU OF COMMERCIAL
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FLORIDA PROFIT/NON PROFIT CORPORATION
Winter Park Community Improvement Fund, Inc.

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Electronic Filing Menu

Corporate Filing Menu

Help

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**ARTICLES OF INCORPORATION
OF
WINTER PARK COMMUNITY IMPROVEMENT FUND, INC.**

The undersigned, acting as incorporator of this corporation pursuant to Chapter 617 of the Florida Statutes, hereby forms a corporation not for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be Winter Park Community Improvement Fund, Inc.

**ARTICLE II - ADDRESS OF PRINCIPAL OFFICE
AND MAILING ADDRESS OF CORPORATION**

The address of the principal office of the corporation is 401 South Park Avenue, Winter Park, FL 32789, and the mailing address of the corporation is 401 South Park Avenue, Winter Park, FL 32789.

ARTICLE III - PURPOSES AND POWERS OF CORPORATION

The corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such corresponding section of any future federal tax code (hereinafter referred to as the "Code"), including, for all such purposes, making distributions to organizations that qualify as exempt organizations under Code Section 501(c)(3), and as a Type I supporting organization for the benefit of, to perform the functions of, or to carry out the purposes of (within the meaning of Code Section 509(a)(3)) the City of Winter Park, Florida, a governmental unit (within the meaning of Code Section 170(b)(1)(A)(v)) (the "Supported Organization"), provided, that such benefit to the Supported Organization shall be exclusively for public purposes. To the extent

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consistent with the preceding sentence and permissible under Florida law, the corporation shall improve the community of the City of Winter Park, Florida, and lessen the burdens of government, by providing and/or supporting improvements to the community of the City of Winter Park, Florida, for the benefit of the general public; provided, that such improvements shall include, but shall not be limited to, the acquisition, lease, use and/or maintenance of real and/or personal property for the benefit of the City of Winter Park and the general public.

A. Notwithstanding anything contained in these Articles of Incorporation to the contrary, the following provisions shall apply:

1. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the corporation (in accordance with the Bylaws) and to make payments and distributions in furtherance of the purposes set forth in this Article III.

2. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in any political campaign (including publishing or distributing statements) on behalf of or in opposition to any candidate for public office.

3. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Code Section 501(c)(3), or (b) by a corporation to which contributions are deductible under Code Section 170(c)(2).

ARTICLE IV - NO MEMBERS

The corporation shall have no members.

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ARTICLE V - BOARD OF DIRECTORS

All corporate power shall be exercised by or under the authority of, and the business of the corporation shall be managed under the direction of, the corporation's Board of Directors. The Board of Directors of the corporation shall be elected or appointed in the manner and for the terms provided in the Bylaws. The number of directors shall be as set forth in the Bylaws, and the Board of Directors shall at all times consist of at least three (3) persons. The names addresses of the individuals who are to serve as the initial directors of the corporation are as follows:

<u>Name</u>	<u>Address</u>
Steve Leary	401 South Park Avenue Winter Park, FL 32789
Randy Knight	401 South Park Avenue Winter Park, FL 32789
Charles W. Hamil III	401 South Park Avenue Winter Park, FL 32789
Dori L. Stone	401 South Park Avenue Winter Park, FL 32789

**ARTICLE VI - INITIAL REGISTERED OFFICE
AND REGISTERED AGENT**

The street address of the initial registered office of the corporation is 401 South Park Avenue, Winter Park, FL 32789, and the name of the initial registered agent of the corporation at that address is Cynthia Bonham. The Board of Directors may from time to time designate a new registered office and registered agent.

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ARTICLE VII - INCORPORATOR

The name and address of the incorporator of the corporation are:

<u>Name</u>	<u>Address</u>
Randy Knight	401 South Park Avenue Winter Park, FL 32789

ARTICLE VIII - TERM OF EXISTENCE

The corporation shall have perpetual existence, commencing with the filing of these Articles of Incorporation with the Secretary of State.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify all officers and directors, and any former officers and directors, to the full extent permitted by law.

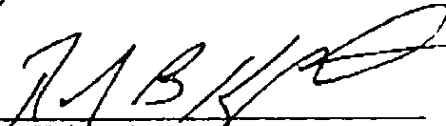
ARTICLE X - DISSOLUTION OF CORPORATION

Upon the dissolution of the corporation, after the payment or provision for the payment of all of the liabilities of the corporation, all of the assets of this corporation shall be distributed for the corporation's Section 501(c)(3) tax-exempt purposes as a supporting organization (as set forth in Article III, above). 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. In no event, however, may the assets to be disposed of be distributed to or for the benefit of any director, officer or other private person, other than as reasonable payment for services rendered by such person.

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IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these
Articles of Incorporation this 21st day of August, 2017.



Randy Knight, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity and comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent, including the provisions of Section 48.091 of the Florida Statutes. I am familiar with and accept the duties and obligations of Section 617.0503 of the Florida Statutes.



Cynthia Bonham

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