

N1800001716

MARK HERRON

(Requestor's Name)

218 Centennial place

(Address)

(Address)

Tallahassee FL 32304 850-222-0720

(City/State/Zip/Phone #)



PICK-UP



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MAIL

Childrens trust of orange county

(Business Entity Name)

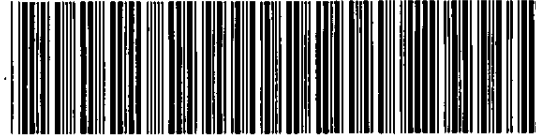
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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
CHILDREN'S TRUST OF ORANGE COUNTY, INC.  
—  
A FLORIDA NOT FOR PROFIT CORPORATION**

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**ARTICLE I – NAME**

The name of the Corporation is: Children's Trust of Orange County, Inc.

**ARTICLE II – PRINCIPAL OFFICE**

The initial street address of the principal office of the Corporation is: 200 East Robinson Street, Suite 200, Orlando, FL 32801. The corporation may, as it deems appropriate, move its principal office to another location.

**ARTICLE III – DURATION**

The duration of this Corporation shall be perpetual, commencing with the filing of these Articles with the Department of State of the State of Florida. In the event of dissolution, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) or 501(c)(4) of the Internal Revenue Code of 1986, as amended, or corresponding sections of any prior or future Internal Revenue Code, or to the federal, state or local government for exclusively public purposes.

**ARTICLE IV – PURPOSE**

The general purposes of the Corporation are to:

- A. Facilitate the discussion of public policy issues relating to the provision of services to children in Orange County and the unfilled needs and gaps in the provision of such services;
- B. Build coalitions among business leaders, trade groups, educational institutions, political and elected officials, and opinion-makers regarding the provision of services to children in Orange County and the unfilled needs and gaps in the provision of such services;
- C. Advocate for the establishment of an independent council on children's services to provide funding for children's services throughout Orange County, and to exercise the powers, duties, and functions provided for such councils as Section 125.901, Florida Statutes.

- D. Do other acts necessary and appropriate to accomplish these purposes, including, but not limited to, soliciting and receiving contributions, purchasing, owning and selling real and personal property, to make contracts, to invest corporate funds, to spend corporate funds for corporate purposes, and to engage in any activity in furtherance of, incidental to, or connected with any of the other purposes; and
- E. To engage in any and all other lawful purposes, activities and pursuits, which are substantially similar to the foregoing and which are or may hereafter be authorized by Section 501(c)(4) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Code, and which are consistent with those powers described in the Florida Not for Profit Corporation Act, as amended.

The Corporation shall not, as its primary activity, engage in a regular business of a kind ordinarily carried on for profit. The purpose for which the Corporation is organized is the promotion of social welfare. The net earnings of this organization shall be devoted exclusively to charitable and educational purposes within the meaning of Section 501(c)(4) of the Internal Revenue Code.

#### **ARTICLE V – STOCK**

The Corporation shall have no authority to issue capital stock, but shall consist of non-stock owning members.

#### **ARTICLE VI – DEDICATION OF ASSETS**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to the Corporation, its members, trustees, officers, or other persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the corporation and to make payments and distributions in furtherance of the purposes set forth herein. Any incidental expenditures made for the purpose of engaging in political activity providing education and environmental policy shall be subject to taxation under Section 527 of the Internal Revenue Code of 1975, as amended. The Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(4) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law).

#### **ARTICLE VII – ELECTION OF DIRECTORS**

The directors of the Corporation shall be elected as provided in the bylaws of the Corporation.

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## **ARTICLE VIII – INITIAL DIRECTORS**

The names and addresses of the persons who are to serve as the initial directors of the Corporation are:

Dick Batchelor  
200 East Robinson Street, Suite 200  
Orlando, FL 32801

Jacob Stewart  
200 East Robinson Street, Suite 200  
Orlando, FL 32801

Clay Worden  
200 East Robinson Street, Suite 200  
Orlando, FL 32801

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## **ARTICLE IX – INDEMNIFICATION OF OFFICERS AND DIRECTORS**

A. The Corporation hereby indemnifies and agrees to hold harmless from claim, liability, loss or judgment any Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action, suit or proceeding by or on behalf of the Corporation to procure a judgment in its favor), brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as Director, officer, employee or agent of the Corporation or any other corporation, partnership, joint venture, trust or other enterprise in which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and reasonably incurred as a result of such action, suit or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duties to the Corporation.

B. Any indemnification under paragraph (a) shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a Director or officer seeks indemnification were properly incurred and that such Director or officer acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests

of the Corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made either (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (2) by a majority vote of a quorum consisting of shareholders who were not parties to such action, suit or proceeding.

C. The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of paragraph (a) above upon a preliminary determination by the Board of Directors that such person has met the applicable standards of conduct set forth in paragraph (a) above, and upon receipt of an undertaking by such person to repay all amounts expended by the Corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this article. If the Corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event that the Corporation elects to assume the defense of any such person and retains such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests between or among such person and other parties represented in the same action, suit or proceeding by the counsel retained by the Corporation, that are, for valid reasons, objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this article.

D. The foregoing rights of indemnification shall not be deemed to limit in any way the power of the Corporation to indemnify under any applicable law.

E. The indemnification contained in this Article IX shall not constitute a waiver of the protection of Section 617.0285, Florida Statutes, or any other provision of law exonerating officers or directors of Florida not for profit corporations from liability.

#### **ARTICLE X - MANAGEMENT OF CORPORATE AFFAIRS**

A. Board of Directors: The power of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a board of directors. The number of directors of the Corporation shall initially be three (3); provided, however, that such number may be changed by the addition of directors by unanimous action of the directors. The board of directors shall consist of such persons as may be chosen from time to time by a majority of the board of directors. Each director shall serve until his successor is named by the board of directors.

B. Corporate Officers: The board of directors shall be entitled to elect such officers as the bylaws of this Corporation may authorize the directors to elect from time to time. Such officers shall be initially elected at the organizational meeting of the board of directors.

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TALLAHASSEE, FLORIDA

## ARTICLE XI – DISTRIBUTION OF ASSETS

In the event of the dissolution or final liquidation of the Corporation, all of the remaining assets and property of the Corporation shall, after paying or making provision for the payment of all the liabilities and obligations of the Corporation and for necessary expenses thereof, be distributed to such individuals as determined by the directors for the purposes set forth in Article IV hereof. In no event shall any of such assets or property be distributed to any officer or director of the Corporation or to any private individual.

## ARTICLE XII – FINANCIAL INFORMATION

Except to the extent required by any agreement between the Corporation and its members, or as required by law, the Corporation shall not be required to prepare and provide a balance sheet or a profit and loss statement to its members, nor shall the Corporation be required to file a balance sheet or profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the members each year hereafter unless a resolution to the contrary has been adopted by the members.

## ARTICLE XIII – AMENDMENTS TO ARTICLES

The Corporation reserves the right to amend in any manner these Articles of Incorporation by the affirmative vote of the majority of the members of its Board of Directors as provided for by law.

## ARTICLE XIV – REGISTERED AGENT

The name and street address of the registered agent is Mark Herron, 2618 Centennial Place, Tallahassee, FL 32308.

## ARTICLE XV – INCORPORATOR

The name and street address of the incorporator is Mark Herron, 2618 Centennial Place, Tallahassee, FL 32308.

Having been named as registered agent to accept service of process for the above stated Corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
\_\_\_\_\_  
Signature of Registered Agent

15 February 2009  
\_\_\_\_\_  
Date

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TALLAHASSEE, FL 32309

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third-degree felony as provided for in s. 817.155, F.S.

  
\_\_\_\_\_  
Signature of Incorporator

15 February 2018  
Date

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TALLAHASSEE, FL 32311