

05/14/2018

Division of Corporations

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Florida Department of State
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FLORIDA PROFIT/NON PROFIT CORPORATION
Winter Park Land Trust, Inc.

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Page Count	06
Estimated Charge	\$78.75

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((H18000150101 3)))

**ARTICLES OF INCORPORATION
OF
WINTER PARK LAND TRUST, INC.**

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

ARTICLE I-NAME OF CORPORATION

The name of this corporation shall be Winter Park Land Trust, Inc. (the "Corporation").

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

The address of the principal office of the Corporation is 1000 North Orlando Avenue, Suite D, Winter Park, Florida 32789, and the mailing address of the Corporation is P.O. Box 607, Winter Park, Florida 32790.

ARTICLE III - PURPOSES AND POWERS OF CORPORATION

A. The Corporation is organized exclusively for charitable, scientific 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). To the extent consistent with the preceding sentence and permissible under Florida law, the purposes of the Corporation shall be to acquire, manage and preserve real estate in and around the City of Winter Park, Florida, for parks and recreational use for the benefit of the general public and/or to plan for the use of,

((H18000150101 3)))

preserve, protect and restore natural resources for the benefit of the general public, to include fostering and assisting additional land trusts in the region.

B. The Corporation shall be authorized to carry out any and all acts and to exercise any and all corporate powers which may now or hereafter be lawful under the laws of the State of Florida to the extent applicable to corporations not for profit and that are not inconsistent with these Articles of Incorporation.

C. 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 members, trustees, 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 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, contributions to which are deductible under Code Section 170(c)(2).

(((H18000150101 3)))

ARTICLE IV - BOARD OF TRUSTEES

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 Trustees. The Board of Trustees of the Corporation shall be elected or appointed in the manner and for the terms provided in the Bylaws. The number of trustees shall be as set forth in the Bylaws, and the Board of Trustees shall at all times consist of at least three (3) persons. The names addresses of the individuals who are to serve as the initial trustees of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Steve Goldman	P.O. Box 607 Winter Park, FL 32790
Phil Anderson	P.O. Box 607 Winter Park, FL 32790
Robert Bendick	P.O. Box 607 Winter Park, FL 32790
Chris Castro	P.O. Box 607 Winter Park, FL 32790
Hannah Miller	P.O. Box 607 Winter Park, FL 32790
Pamela Peters	P.O. Box 607 Winter Park, FL 32790
* Jack Rogers	P.O. Box 607 Winter Park, FL 32790
David Strong	P.O. Box 607 Winter Park, FL 32790

ARTICLE V - MEMBERS

The Corporation may have one or more classes of nonvoting members as described in the Bylaws of the Corporation. The initial members of the Corporation shall be the initial trustees of

(((H18000150101 3)))

the Corporation stated in these Articles of Incorporation. Additional persons may be approved for membership by the Board of Trustees, in such manner as may be prescribed by the Bylaws of the Corporation. The Corporation expressly reserves the right to accept or reject any application for membership for any reason whatsoever, except for discrimination on the basis of race, religion, sex or national origin. A membership interest in the Corporation is not transferable.

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

The street address of the initial registered office of the Corporation is 1201 S. Orlando Avenue, Suite 203, Winter Park, Florida 32789, and the name of the initial registered agent of the Corporation at that address is David Strong. The Board of Trustees may from time to time designate a new registered office and registered agent.

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators of the Corporation are:

<u>Name</u>	<u>Address</u>
Steve Goldman	P.O. Box 607 Winter Park, FL 32790
Phil Anderson	P.O. Box 607 Winter Park, FL 32790
Robert Bendick	P.O. Box 607 Winter Park, FL 32790
Chris Castro	P.O. Box 607 Winter Park, FL 32790
Hannah Miller	P.O. Box 607 Winter Park, FL 32790
Pamela Peters	P.O. Box 607 Winter Park, FL 32790

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Jack Rogers

P.O. Box 607
Winter Park, FL 32790

David Strong

P.O. Box 607
Winter Park, FL 32790

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify any officer or trustee, or any former officer or trustee, to the full extent permitted by law.

ARTICLE IX - TERM OF EXISTENCE

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

ARTICLE X - DISSOLUTION OF CORPORATION

In the event of a dissolution of the Corporation, all net assets of the Corporation shall be distributed to or for the benefit of one or more charitable, scientific or educational organizations that qualify as tax-exempt organizations pursuant to Code Section 501(c)(3), to be used for the purposes stated in these Articles of Incorporation as nearly as is practicable.

ARTICLE XI - AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended, repealed or altered, in whole or in part, by a vote of a majority of the full Board of Trustees of the Corporation at a meeting called for such purpose in accordance with the Bylaws. The Members may not amend the Articles of Incorporation of the Corporation.

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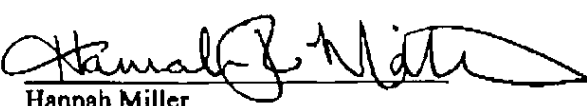
IN WITNESS WHEREOF, the undersigned incorporators have made and subscribed these Articles of Incorporation this 14th day of May, 2018.

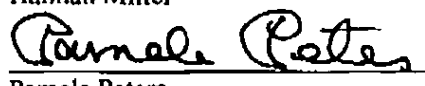

Steve Goldman


Phil Anderson


Robert Bendick


Chris Castro


Hannah Miller

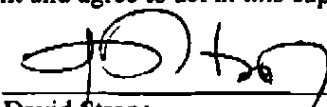

Pamela Peters


Jack Rogers


David Strong

ACCEPTANCE BY REGISTERED AGENT

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


David Strong

Date: May 14, 2018