

Division of Corporations

Page 1 of 1

**Florida Department of State  
Division of Corporations  
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**FLORIDA PROFIT/NON PROFIT CORPORATION  
Boys & Girls Clubs of Central Florida Foundation, Inc.**

Certificate of Status	0
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**ARTICLES OF INCORPORATION**  
**OF**  
**BOYS & GIRLS CLUBS OF CENTRAL FLORIDA FOUNDATION, 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 this corporation shall be Boys & Girls Clubs of Central Florida Foundation, Inc. (the "Corporation").

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

The address of the principal office of the Corporation is 101 E. Colonial Drive, Orlando, FL 32801, and the mailing address of the Corporation is 101 E. Colonial Drive, Orlando, FL 32801.

**ARTICLE III - PURPOSES AND POWERS OF CORPORATION**

A. 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 pursuant to Code Section 501(c)(3), and to operate exclusively for, and carry out the purposes of, Boys & Girls Clubs of Central Florida, Inc., a Florida not for profit corporation that is a publicly-supported charity (within the meaning of Code Sections 501(c)(3) and 509(a)(1)) ("Boys & Girls Clubs"); provided, however, that the Corporation may select a

((H18000237562 3)))

replacement organization for Boys & Girls Clubs (and the references herein to Boys & Girls Clubs shall then refer to such replacement organization) that has purposes similar to that of Boys & Girls Clubs and that is a publicly-supported charity (within the meaning of Code Section 501(c)(3) and Code Section 509(a)(1) or 509(a)(2)), in the event that Boys & Girls Clubs loses its exempt status, substantially abandons its operations, or is dissolved. To the extent consistent with the preceding sentence and permissible under Florida law, the purpose of the Corporation shall be to assist Boys & Girls Clubs to fulfill its charitable mission by holding endowment and other assets for the benefit of Boys & Girls Clubs and by raising endowment and other funds to support Boys & Girls Clubs.

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 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

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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).

#### **ARTICLE IV - NO MEMBERS**

The Corporation shall have no members.

#### **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 and addresses of the individuals who are to serve as the initial directors of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Gary W. Cain	101 E. Colonial Drive Orlando, FL 32801
Michael Ryan	101 E. Colonial Drive Orlando, FL 32801
Steve Appel	101 E. Colonial Drive Orlando, FL 32801
Wes Brumback	101 E. Colonial Drive Orlando, FL 32801

(((H18000237562 3)))

Dennis Donohue	101 E. Colonial Drive Orlando, FL 32801
Les Eiserman	101 E. Colonial Drive Orlando, FL 32801
Kevin Habicht	101 E. Colonial Drive Orlando, FL 32801

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

The street address of the initial registered office of the Corporation is 101 E. Colonial Drive, Orlando, Florida, and the name of the initial registered agent of the Corporation at that address is Gary W. Cain. The Board of Directors may from time to time designate a new registered office and registered agent.

**ARTICLE VII - INCORPORATOR**

The name and address of the incorporator of the Corporation is:

<u>Name</u>	<u>Address</u>
Boys & Girls Clubs of Central Florida, Inc.	101 E. Colonial Drive Orlando, FL 32801

**ARTICLE VIII - INDEMNIFICATION**

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

**ARTICLE IX - AMENDMENT TO ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended from time to time by a vote of two-thirds of the full Board of Directors at any regular or special meeting of the Board of Directors called for such purpose in accordance with the provisions of the Bylaws; provided, that Boys & Girls Clubs must approve any such amendment to the Articles of Incorporation by a vote of three-fourths of its directors present at a meeting at which a quorum is present.

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**ARTICLE X - TERM OF EXISTENCE**

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

**ARTICLE XI - 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 the Corporation shall be distributed to Boys & Girls Clubs (or at the direction of Boys & Girls Clubs for one or more exempt purposes within the meaning of Code Section 501(c)(3)). 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 one or more exempt purposes within the meaning of Code Section 501(c)(3). 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.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation this 10 day of August, 2018.

Boys & Girls Clubs of Central Florida, Inc.

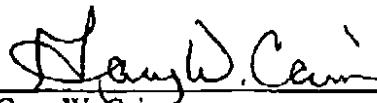
By: Gary W. Cain  
Gary W. Cain, President

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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.

  
\_\_\_\_\_  
Gary W. Cain

Date: August 10, 2018

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