

# H19000209183

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## FLORIDA PROFIT/NON PROFIT CORPORATION

Friends of Levitt Pavilion Orlando, Inc.

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**ARTICLES OF INCORPORATION  
OF  
FRIENDS OF LEVITT PAVILION ORLANDO, INC.**

In compliance with the requirements of the laws of the State of Florida, and for the purpose of forming a corporation not for profit, the undersigned does hereby acknowledge:

**ARTICLE 1  
NAME AND OFFICE**

The name of the corporation shall be **Friends of Levitt Pavilion Orlando, Inc.** (the "**Corporation**").

The principal office and mailing address of the corporation shall initially be located at 504 Tudor Circle, Altamonte Springs, FL 32701, and subsequently at such other location in the State of Florida as shall be determined by the Board of Directors.

**ARTICLE 2  
PERIOD OF DURATION**

The existence of the Corporation shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Corporation shall exist in perpetuity.

**ARTICLE 3  
PURPOSES**

The Corporation is organized and shall be operated exclusively for religious, charitable, scientific, and/or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("**Code**"). Subject to the foregoing, the specific purposes and objectives of the Corporation shall include, but not necessarily be limited to, the following:

- (a) To develop and construct a forum in the City of Orlando for conducting musical and arts events to be open to the general public, and coordinate fundraising efforts in furtherance thereof;
- (b) To produce a series of free concerts and performing arts events to be open to the general public largely at no-cost; and
- (c) To provide a forum that can be used within the Orlando, Florida community for arts and music education and outreach.

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#### ARTICLE 4 MEMBERS

The Corporation shall have no members.

#### ARTICLE 5 POWERS

5.1 **Powers.** In furtherance of the foregoing purposes and objectives (but not otherwise) and subject to the restrictions set forth in Section 5.2 below, the Corporation shall have and may exercise all of the powers now or hereafter conferred upon nonprofit corporations organized under the laws of Florida and may do everything necessary or convenient for the accomplishment of any of the corporate purposes, either alone or in connection with other organizations, entities or individuals, and either as principal or agent, subject to such limitations as are or may be prescribed by law, which powers shall be subject to and exercised in accordance with the provisions hereof, the Bylaws, and applicable law, provided that in the event of conflict, the provisions of applicable law shall control over those of these Articles and the Bylaws.

##### 5.2 **Restrictions on Powers.**

5.2.1 No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any director or officer of the Corporation or any other individual (except that reasonable compensation may be paid for services rendered to or for the benefit of the Corporation affecting one or more of its purposes), and no director or officer of the Corporation or any other individual shall be entitled to share in any distribution of any of the corporate assets on dissolution of the Corporation or otherwise.

5.2.2 No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation.

5.2.3 The Corporation shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

5.2.4 Upon dissolution of the Corporation, all of the Corporation's assets remaining after payment of or provision for all of its liabilities shall be paid over or transferred to and among one or more exempt organizations described in Section 501(c)(3) of the Code (or the corresponding section of the Code or any other federal revenue law hereafter in effect ("Qualifying Charitable Organization")), as determined by the board of directors. Any assets not so disposed of shall be disposed of by the Orange County, Florida, District Court located in Orlando, Florida, or to one or more Qualifying Charitable Organizations as said Court shall determine.

5.2.5 Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax as an organization described in Section 501(c)(3) of the Internal

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Revenue Code (or the corresponding section of any future Internal Revenue Code or federal revenue law). Furthermore, in any year in which the Corporation constitutes a private foundation as defined in Section 509(a) of the Code, other than a private operating foundation, as that term is defined in Section 4942(j)(3) of the Code, the following requirements or prohibitions shall exist upon the Corporation:

(a) The Corporation shall distribute its income for such taxable year at such time and in such manner as not to become subject to the tax and undistributed income imposed by Section 4942 of the Code, or corresponding provisions of any subsequent federal tax laws.

(b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding provisions of any subsequent federal tax laws.

(c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding provisions of any subsequent federal tax laws.

(d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code, or corresponding provisions of any subsequent federal tax laws.

(e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding provisions of any subsequent federal tax laws.

5.2.6 These Articles of Incorporation specifically prohibit any grants or loans to any member of the board of directors or to any officer of the Corporation.

5.2.7 All references in these Articles of Incorporation to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and to the corresponding provisions of any subsequent federal tax laws.

## **ARTICLE 6 BOARD OF DIRECTORS**

The management of the affairs of the Corporation shall be vested in a board of directors, except as otherwise provided in the Act, these Articles of Incorporation or the Bylaws of the Corporation. The board of directors shall have the same power and authority as a board of directors pursuant to the Act. The number of directors, their classifications, if any, their terms of office and the manner of their election or appointment shall be as provided from time to time in the Bylaws of the Corporation.

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The names and addresses of the initial members of the Board of Directors and initial officers who shall hold office until their successors are duly elected and qualified as provided in the Bylaws, are as follows:

Name	Address	Title
Ricardo E. Rodriguez	504 Tudor Circle Altamonte Springs, FL 32701	Pres., Director
Brian L. Rivera	504 Tudor Circle Altamonte Springs, FL 32701	VP, Secy, Treas, Director

#### ARTICLE 7 LIMITATION OF LIABILITY OF DIRECTORS FOR BREACH OF FIDUCIARY DUTIES

No director of the Corporation shall have liability to the Corporation for breach of fiduciary duty as a director, except as to acts expressly provided in Section 607.0831, Florida Statutes, or any other act for which indemnification of directors is prohibited under the provisions of the Act.

#### ARTICLE 8 INDEMNIFICATION

To the fullest extent permitted by Florida law, the Corporations shall indemnify and hold harmless every Director and every officer of the Corporation against all expenses and liabilities, including attorneys' fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he is or may become a party by reason of being or having been a Director or officer of the Corporation. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that his actions or omissions to act were material to the cause adjudicated and involved:

- (a) Willful misconduct or a conscious disregard for the best interest of the Corporation, in a proceeding by or in the right of the Corporation to procure a judgment in its favor.
- (b) A violation of criminal law, unless the Director or officer had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful.
- (c) A transaction from which the Director or officer derived an improper personal benefit.
- (d) Wrongful conduct by Director or officers appointed by the Declarant, in a proceeding brought by or on behalf of the Corporation.

In the event of an out-of-court settlement of litigation, the right to indemnification shall not apply unless a majority of the disinterested Directors approves the settlement and indemnification as being in the best interest of the Corporation. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a Director or officer may be entitled.

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**ARTICLE 9  
BYLAWS**

The Corporation may, by its Bylaws, make any other provisions or requirements for the arrangement or conduct of the business of the Corporation, provided the same is not inconsistent with these Articles or contrary to law. No bylaw shall have the effect of giving any director or officer of the Corporation or any other individual any proprietary interest in the Corporation's property or assets, whether during the term of the Corporation's existence or as an incident to its dissolution.

**ARTICLE 10  
INCORPORATOR**

The name and address of the Incorporator of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Ricardo E. Rodriguez	504 Tudor Circle Altamonte Springs, FL 32701


**ARTICLE 11  
INITIAL REGISTERED OFFICE;  
ADDRESS AND NAME OF REGISTERED AGENT**

The name and Florida street address of the Registered Agent for the Company is:

<u>NAME</u>	<u>ADDRESS</u>
Collin W. L. McLeod, Esq.	24 S. Orange Avenue Orlando, FL 32801

7/1/2019

Executed this \_\_\_\_ day of June, 2019.

Deculligned by:  
  
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**RICARDO E. RODRIGUEZ,**  
Incorporator

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**ACCEPTANCE BY REGISTERED AGENT**

The undersigned, having been named to accept service of process for the above-stated corporation at the place designated in this certificate, hereby agrees to act in this capacity, and is familiar with, and accepts, the obligations of this position and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties.

Dated this 28<sup>th</sup> day of June, 2019.



Collin W. L. McLeod,  
as Registered Agent

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