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Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION  
Orlando Land Trust, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION  
OF  
ORLANDO LAND TRUST, INC.**

19 OCT 16 AM 10:03  
RECEIVED  
CLERK OF COURT  
JUDICIAL CIRCUIT IN AND FOR  
THE SEVENTH JUDICIAL CIRCUIT  
IN FLORIDA

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 Orlando Land Trust, Inc. (the "Corporation").

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

The street address, and the mailing address, of the principal office of the Corporation is 15 N. Eola Drive, Orlando, Florida 32801.

**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:

(1) to acquire, manage and preserve real estate in and around the City of Orlando, Florida, for establishing parks and recreational green space that benefit the general public and/or to plan for the use, preservation, protection and restoration of habitat and natural ecosystems for the benefit of plants, animals and the general public and/or to foster, assist and collaborate with other land

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trusts and like-minded organizations to achieve shared interests; and (2) to acquire and hold assets for the benefit of the Corporation in support of its mission and programs.

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).

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

<u>Name</u>	<u>Address</u>
Edward E. Haddock, III	15 N. Eola Drive Orlando, Florida 32801
Lynn L. Long	15 N. Eola Drive Orlando, Florida 32801
Eugenia R. Sefcik	15 N. Eola Drive Orlando, Florida 32801
The Honorable Glenda E. Hood	15 N. Eola Drive Orlando, Florida 32801
Byron W. Brooks	15 N. Eola Drive Orlando, Florida 32801
Stephen H. Goldman	15 N. Eola Drive Orlando, Florida 32801
Leslie K. Poole	15 N. Eola Drive Orlando, Florida 32801
J. Charles Gray	15 N. Eola Drive Orlando, Florida 32801
Mark G. Line	15 N. Eola Drive Orlando, Florida 32801
Charles E. Bailes, III	15 N. Eola Drive Orlando, Florida 32801
The Honorable Bill Frederick (Honorary Trustee)	15 N. Eola Drive Orlando, Florida 32801

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JUDICIAL CIRCUIT IN AND FOR  
THE COUNTY OF ORANGE, FLORIDA

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**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 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 15 N. Eola Drive, Orlando, Florida 32801, and the name of the initial registered agent of the Corporation at that address is Edward E. Haddock, III. The Board of Trustees 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>
Edward E. Haddock, III	15 N. Eola Drive Orlando, Florida 32801

**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.

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**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.

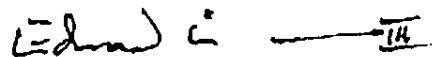
IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation this 2<sup>nd</sup> day of October, 2019.



Edward E. Haddock, III

**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.



Edward E. Haddock, III

Date: October 2, 2019

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