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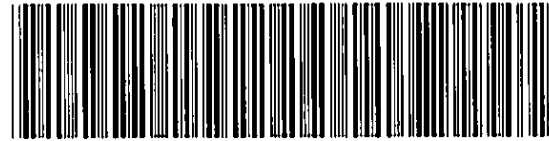
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**DATE: 07-06-20**

**NAME: ORLANDO POLICE FOUNDATION, INC.**

**TYPE OF FILING: ARTICLES OF INCORPORATION**

**COST: 78.75**

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**ACCOUNT: FCA000000015**

**AUTHORIZATION: ABBIE/PAUL HODGE**

*Abbie Hodge*

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**ARTICLES OF INCORPORATION  
OF  
ORLANDO POLICE FOUNDATION, INC.  
a Florida Not for Profit Corporation**

The undersigned, acting as the incorporator of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopts the following articles of incorporation for the Corporation:

**ARTICLE 1  
NAME**

The name of this Corporation is "Orlando Police Foundation, Inc." (the "Corporation").

**ARTICLE 2  
PRINCIPAL OFFICE**

The principal office and mailing address of the Corporation is 1250 West South Street, Orlando, Florida 32805.

**ARTICLE 3  
DURATION**

The Corporation shall have perpetual duration.

**ARTICLE 4  
PURPOSES AND POWERS**

4.1 **Purposes.** The objects and purposes of this Corporation and the powers it may exercise are as follows:

(a) The Corporation is organized for the purpose of engaging in all charitable, scientific, literary or educational purposes in which an organization may engage as an organization qualifying as an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 and the regulations promulgated thereunder, as said Code and regulations now exist or as they may hereafter be amended (or the corresponding provision of any subsequent federal tax law, said Code, regulations and subsequent federal tax laws, if any, being hereinafter referred to together as the "Code"), and to promote and advance such purposes by any activity in which a nonprofit corporation organized under the Florida Not For Profit Corporation Act may engage, exclusively, either directly or indirectly by contributions to organizations qualifying as exempt organizations under Section 501(c)(3) of the Code, and to receive and maintain a fund or funds of real or personal property, or both, and to administer and apply the income and principal thereof, within the United States of America, for such purposes.

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(b) Without in any way limiting the general purposes in Section 4.1(a), the specific purposes for which the Corporation is organized are to provide support for persons and organizations involved in law enforcement, public safety, public health, crime prevention, juvenile education, and related activities.

(c) Subject to the Code, the Corporation will possess and exercise all powers and privileges granted by the Florida Not For Profit Corporation Act (the "Act") or by any other laws of the State of Florida together with all powers necessary or convenient to the conduct, promotion, or attainment of the activities or purposes of the Corporation.

#### 4.2 Limitations.

(a) Tax-Exempt Status. The Corporation is not organized for the purposes of making a profit, and no part of its net earnings should inure to the benefit of, or be distributable to its directors, officers, trustees, or other private persons, except that the Corporation will be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article.

(b) Prohibited Activity.

(i) The Corporation will not lobby any legislative body or any elected or administrative official of any federal or state government in any fashion that will result in loss of the Corporation's exemption under Section 501(c)(3) of the Code. Further, the Corporation will not participate or intervene in, including publishing or distributing statements, any political campaign on behalf of, or in opposition to, any candidate for public office, but that will not prevent the Corporation from publicly taking positions in favor of or against issues impacting, directly or indirectly, the welfare of underprivileged children or of children in need. Neither shall the Corporation undertake as a substantial part of its activities any attempt to influence legislation by propaganda or otherwise in a fashion which would result in the loss of the Corporation's tax exemption under Code Section 501(c)(3).

(ii) Notwithstanding any other provisions of these Articles, the Corporation will not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income taxation under Section 501(c)(3) of the Code, or corresponding section of any future federal tax code; or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or corresponding section of any future federal tax code.

4.3 **Powers.** In general, and subject to the limitations and conditions as are or may be prescribed by law, these Articles of Incorporation, or the Corporation's Bylaws, the Corporation will have the authority (a) to engage in all activities as are incidental or conducive to the attainment of the purposes of the Corporation set forth in Section 4.1 of this Article, and (b) to exercise all powers authorized or permitted under any laws that are now, or hereafter may be, applicable or available to the Corporation.

**ARTICLE 5**  
**BYLAWS**

The Board of Directors shall have the power to adopt, amend, or repeal the Bylaws of the Corporation.

**ARTICLE 6**  
**DIRECTORS; BOARD OF DIRECTORS**

6.1 **In General.** The affairs of the Corporation will be managed by a Board of Directors consisting of the number of directors as set forth in the Bylaws of the Corporation; except that the Board of Director may not consist of less than one (1) director. Any changes in the number of directors must be in accordance with the terms set forth in the Bylaws. The members of the initial Board of Directors will hold office until the first annual meeting of the Board of Directors and until their successors have been elected and qualified. Thereafter, the directors of the Corporation will be elected in the manner and for the term specified in the Bylaws. Vacancies on the Board of Directors shall be filled in the manner provided in the Bylaws.

6.2 **Initial Directors.** The number of initial directors constituting the Board of Directors is one (1) and the name and address of the person who is the initial member of the Board of Directors of the Corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Sal A. Nunziata	2351 Forest Road Winter Park, Florida 32789

6.3 **Authority.** Except as may be otherwise provided to the contrary in these Articles of Incorporation or the Bylaws of the Corporation, all powers of the Corporation will be exercised by or under the authority of, and the business and affairs of the Corporation will be managed under the direction of, the Board of Directors.

**ARTICLE 7**  
**OFFICERS**

The Officers of the Corporation shall include a President, Vice-President, Secretary, Treasurer and other Officers as designated by the Bylaws. The Officers shall have such powers and responsibilities and shall be elected, removed and hold office as provided in the Bylaws.

**ARTICLE 8**  
**REGISTERED AGENT**

The name and street address of the initial registered agent is as follows:

Ty G. Roofner  
200 South Orange Avenue  
Suite 800  
Orlando, FL 32801

**ARTICLE 9**  
**INCORPORATOR**

The name and street address of the incorporator is as follows:

Ty G. Roofner  
200 South Orange Avenue  
Suite 800  
Orlando, FL 32801

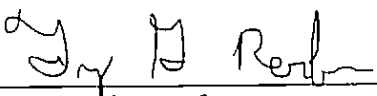
**ARTICLE 10**  
**DISSOLUTION**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all of the residual assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes which, at the time of such disposition, qualify as an exempt organization under Section 501(c)(3) of the Code (or corresponding section of any future Federal Tax Code), or shall be distributed to the Federal Government, or to a state or local government for public purpose.

**ARTICLE 11**  
**AMENDMENTS**

The Corporation, through the action of the Board of Directors, reserves the right to amend or repeal any of the provisions contained in these Articles of Incorporation in any manner now or hereafter permitted by law. Notwithstanding the foregoing, these Articles shall not be amended in such a way as to allow or cause any member (unless such member is exempt from taxation under Section 501(c)(3) of the Code), director, or officer of the Corporation or any other person to share in any of the Corporation's assets upon the dissolution of the Corporation.

Dated this 1st day of July, 2020.

  
\_\_\_\_\_  
Name: Ty G. Roofner  
Incorporator

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as registered agent and to accept service of process, for the above-stated Corporation as the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 1st day of July, 2020.

  
\_\_\_\_\_  
**Ty G. Robfner**