

3/2/2021

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**FLORIDA PROFIT/NON PROFIT CORPORATION
PACKING DISTRICT, INC.**

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ARTICLES OF INCORPORATION OF PACKING DISTRICT, INC.
(A FLORIDA NOT FOR PROFIT CORPORATION)

Pursuant to the authority of Chapter 617 of the Florida Statutes (the Florida Not For Profit Corporation Act), the undersigned, desiring to form a not for profit corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I
NAME

The name of the corporation is Packing District, Inc.

ARTICLE II
PRINCIPAL OFFICE

The street address of the initial principal office of the Corporation shall be 7400 Dr. Phillips Blvd., Orlando, Florida 32819-5146. The initial mailing address of the Corporation shall be P.O. Box 692709, Orlando, Florida 32869-2709.

ARTICLE III
PURPOSE

A. The Corporation is organized and shall be operated exclusively for charitable, religious, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code (the "Code"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. Solely for the above purposes, the Corporation is empowered to exercise all rights and powers conferred by the Florida Not For Profit Corporation Act, including, without limitation, to maintain, promote, improve and enhance the economic development, restoration, prosperity and viability of the Packing District of Orlando, Florida, in an area defined by reference to the geographic designation on a map maintained in the offices of the Corporation (the "Packing District"), and further to promote the Packing District as a good place to live, work, shop and invest through improved infrastructure, appearance and safety.

B. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members (if any), directors, officers, or other private persons, except that the Corporation shall 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 Article III-A hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

C. 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

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Corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code. These Articles of Incorporation shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly.

D. Upon the dissolution of the Corporation, after paying or making provision for the payment of all of the liabilities of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the court of competent jurisdiction 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 such purposes.

E. The Corporation shall have all powers conferred upon not for profit corporations organized under Chapter 617 of the Florida Statutes, as amended from time to time hereafter, and any successor provisions thereto hereafter enacted or amended, but shall exercise such powers only in fulfillment of its above stated purposes.

ARTICLE IV MEMBERS

The Corporation shall have no members and the directors of the Corporation shall have the sole voting power.

ARTICLE V MANAGEMENT AND INITIAL DIRECTORS

A. The affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by a Board of Directors. The number, qualifications and manner of election or appointment of Directors of the Corporation and their respective terms of office shall be as provided in the Bylaws of the Corporation; provided, however, that the Corporation shall, at all times, have the minimum number of Directors required by applicable law and the incorporator shall appoint the initial Directors.

B. The names and addresses of the Initial Directors are set forth below. The Initial Directors shall continue to serve until their successors are selected in the manner as provided in the Bylaws of the Corporation.

Kenneth D. Robinson
7400 Dr. Phillips Blvd.
Orlando, Florida 32819-5146

Sandra K. Donnelly
7400 Dr. Phillips Blvd.
Orlando, Florida 32819-5146

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Brad Knolle
1020 NE Loop 410, Suite 700
San Antonio, Texas 78209

Dustin Bowersett
2966 Commerce Park Drive, Suite 100
Orlando, Florida 32819

ARTICLE VI REGISTERED AGENT

The street address of the Corporation's initial registered office and the name of its initial registered agent shall be:

LLEB Agent Services, Inc.
111 North Magnolia Avenue, Suite 1400
Orlando, Florida 32801

ARTICLE VII INCORPORATOR

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

Bruce D. Knapp, Esq.
111 North Magnolia Avenue, Suite 1400
Orlando, Florida 32801

ARTICLE VIII BYLAWS; AMENDMENT OF ARTICLES OF INCORPORATION AND BYLAWS


A. The Board of Directors of the Corporation shall provide for the adoption of such initial Bylaws for the conduct of the business of the Corporation and the carrying out of its purpose as the Board of Directors shall deem necessary; provided, however, that, no Bylaw adopted by the Board of Directors shall contain any provision inconsistent with the terms of these Articles of Incorporation.

B. The Board of Directors of the Corporation shall have the power to alter, amend, amend and restate, repeal, or expand these Articles of Incorporation and the Bylaws by a two-thirds vote of the then existing Board of Directors of the Corporation; provided however, that no such action shall be taken that would in any way adversely affect the Corporation's qualification under Section 501(c)(3) of the Code.

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The undersigned has executed these Articles of Incorporation as Incorporator, at Orlando, Florida, this 2nd day of March 2021. I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in Section 817.155, F.S.

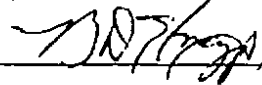


Bruce D. Knapp
Incorporator

ACCEPTANCE BY REGISTERED AGENT

The undersigned, as registered agent appointed in accordance with the foregoing Articles of Incorporation, does hereby accept such appointment, and does hereby state that it is familiar with, and accepts, the obligations imposed pursuant to the Florida Statutes, and that it will comply with any other provisions of law made applicable to it as Registered Agent of the Corporation.

LLEB Agent Services, Inc.

By:  Vice Pres.

Name: Bruce D. Knapp, Vice President

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