

Division of Corporations

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Email Address: gpreisser@operaorlando.org

FLORIDA PROFIT/NON PROFIT CORPORATION
Opera Orlando Endowment Fund, Inc.

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**ARTICLES OF INCORPORATION
OF
OPERA ORLANDO ENDOWMENT FUND, 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 is Opera Orlando Endowment Fund, Inc. (the "Corporation").

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

The address of the principal office of the Corporation is 406 E. Amelia St., Suite 100, Orlando, FL 32803; and the mailing address of the Corporation is 406 E. Amelia St., Suite 100, Orlando, FL 32803.

ARTICLE III - PURPOSES AND POWERS OF CORPORATION

The Corporation is organized exclusively for charitable 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, Opera Orlando, 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)(2)); provided, however, that the Corporation may select a replacement organization for Opera Orlando, Inc. (and the references herein to Opera Orlando, Inc. shall then refer to such replacement organization) that has purposes

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similar to that of Opera Orlando, Inc. 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 Opera Orlando, Inc. 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 Opera Orlando, Inc. to fulfill its charitable mission by holding endowment and other assets for the benefit of Opera Orlando, Inc., assisting Opera Orlando, Inc. in its fundraising efforts, and engaging in any related activities for the benefit of Opera Orlando, Inc.

A. 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.

B. 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 trustees, 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 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>
Gabriel Preisser	406 E. Amelia St., Suite 100 Orlando, FL 32803
Sherry Bremer	406 E. Amelia St., Suite 100 Orlando, FL 32803
Carol Stuckey	406 E. Amelia St., Suite 100 Orlando, FL 32803
Linda Landman Gonzalez	406 E. Amelia St., Suite 100 Orlando, FL 32803
Mark Lowrey	406 E. Amelia St., Suite 100 Orlando, FL 32803

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S. Brendan Lynch

406 E. Amelia St., Suite 100
Orlando, FL 32803

David A. Treitel

406 E. Amelia St., Suite 100
Orlando, FL 32803

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

The street address of the initial registered office of the Corporation is 406 E. Amelia St., Suite 100, Orlando, FL 32803, and the name of the initial registered agent of the Corporation at that address is Gabriel Preisser. 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>
Opera Orlando, Inc.	406 E. Amelia St., Suite 100 Orlando, FL 32803

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 - 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 Trustees at any regular or special meeting of the Board of Trustees called for such purpose in accordance with the provisions of the Bylaws; provided, that Opera Orlando, Inc. 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 Opera Orlando, Inc. (or at the direction of Opera Orlando, Inc.) 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 trustee, 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 20 day of AUGUST, 2022.

Opera Orlando, Inc.

By: Kathy Cressey

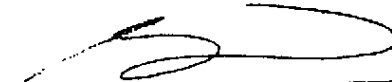
Kathy Cressey, President

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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.



Gabriel Preisser

Date: 8/1, 2022

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