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FLORIDA PROFIT/NON PROFIT CORPORATION

Winter Garden Charitable Foundation, Inc.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
WINTER GARDEN CHARITABLE FOUNDATION, 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 AND ADDRESS OF CORPORATION

The name of the corporation shall be Winter Garden Charitable Foundation, Inc. The address of the corporation shall be 884 S Dillard Street Winter Garden Florida 34787.

ARTICLE II - CORPORATE NATURE

This is a nonprofit corporation, organized solely for charitable purposes pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.

ARTICLE III - DURATION

The term of existence of the corporation is perpetual.

ARTICLE IV - GENERAL AND SPECIFIC PURPOSES

The purposes for which this corporation is formed are exclusively charitable, educational and scientific and consist of the following:

1. This corporation is formed exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law."

2. This corporation will provide support and assistance for local foundations, charities and not for profit organizations.

3. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.

4. All of the foregoing purposes shall be exercised exclusively for charitable and educational purposes in such a manner that the Corporation will qualify as an exempt organization under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

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ARTICLE V - AUTHORIZED MEMBERSHIP CERTIFICATES

- A. This corporation shall be authorized but not required to issue membership certificates.
- B. Except as otherwise prescribed by Florida law, each certificate shall entitle the holder thereof to one vote.

ARTICLE VI - MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. The initial number of Directors of the corporation shall be five (5) persons provided however, that such number may be changed by a By-Law duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of three (3) years until the annual meeting of members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at 884 South Dillard Street Winter Garden, Florida 34787 on January 15 of each year or at such other place or date as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certification or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Nick Asma	884 S Dillard Street Winter Garden FL 34787
Derek Blakeslee	884 S Dillard Street Winter Garden FL 34787
Tim Keating	884 S Dillard Street Winter Garden FL 34787
John Cappleman	884 S Dillard Street Winter Garden FL 34787
Steve Eisinger	884 S Dillard Street Winter Garden FL 34787

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B. Officers. The names and addresses of the initial Officers are as follows:

Nick Asma	Chairman
John Cappleman	Vice Chairman
Tim Keating	Secretary
Derek Blakeslee	Treasurer

The Officers named herein shall hold office until the first meeting of members at which time an election of Officers shall be held.

ARTICLE VII - EARNINGS AND ACTIVITIES OF CORPORATION

A. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, 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 IV hereof.

B. 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 distribution of statements) any political campaign on behalf of any candidate for public office.

C. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VIII - DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the organization in such manner, or to such organization or organizations organized and operated exclusively not for profit as described in Chapter 617, Florida Statutes and as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

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ARTICLE IX - MEMBERSHIP

The qualification for members and the manner of their admission shall be regulated by the bylaws for this corporation.

ARTICLE X - INCORPORATOR

The name and address of the incorporator of this corporation is as follows:

Name**Address**

Nick Asma

884 S Dillard Street Winter Garden FL 34787

ARTICLE XI - AMENDMENT OF BY-LAWS

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporation Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws of this corporation must be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by the procedure set forth in the Hy-Laws.

ARTICLE XII - DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE XIII -REGISTERED AGENT AND OFFICE

The address of the corporation's registered office shall be 884 South Dillard Street, Winter Garden, Florida 34787 and the name of its registered agent at said address shall be Nick Asma, Esquire

ARTICLE XIV - AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-Laws of this corporation.

ARTICLE XV DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding

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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. Any such assets not disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes of to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

The undersigned incorporator submits this document and affirms 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 s. 817.155 F.S.



Nick Asma

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Nick AsmaDate: 9/7/22

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