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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

C. Coulliette NOV 25 2002

# CAI ITAL CONNECTION, INC..

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Miss Orlando Scholarship Pageant Inc.

Signature \_\_\_\_\_

Requested by: \_\_\_\_\_

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

- \_\_\_\_\_ Art of Inc. File \_\_\_\_\_
- \_\_\_\_\_ LTD Partnership File \_\_\_\_\_
- \_\_\_\_\_ Foreign Corp. File \_\_\_\_\_
- \_\_\_\_\_ L.C. File \_\_\_\_\_
- \_\_\_\_\_ Fictitious Name File \_\_\_\_\_
- \_\_\_\_\_ Trade/Service Mark \_\_\_\_\_
- \_\_\_\_\_ Merger File \_\_\_\_\_
- ☒ \_\_\_\_\_ Art. of Amend. File \_\_\_\_\_
- \_\_\_\_\_ RA Resignation \_\_\_\_\_
- \_\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_
- \_\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_
- ☒ \_\_\_\_\_ Cert. Copy \_\_\_\_\_
- \_\_\_\_\_ Photo Copy \_\_\_\_\_
- \_\_\_\_\_ Certificate of Good Standing \_\_\_\_\_
- \_\_\_\_\_ Certificate of Status \_\_\_\_\_
- \_\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_
- \_\_\_\_\_ Corp Record Search \_\_\_\_\_
- \_\_\_\_\_ Officer Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Owner Search \_\_\_\_\_
- \_\_\_\_\_ Vehicle Search \_\_\_\_\_
- \_\_\_\_\_ Driving Record \_\_\_\_\_
- \_\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Search \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_
- \_\_\_\_\_ Courier \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE

Jim Smith  
Secretary of State

November 19, 2002

CAPITAL CONNECTION, INC.

TALLAHASSEE, FL

SUBJECT: MISS ORLANDO SCHOLARSHIP PAGEANT, INC.  
Ref. Number: N37027

**RE-SUBMIT**  
PLEASE OBTAIN THE ORIGINAL  
FILE DATE

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02 NOV 25 PM 12:15

We have received your document for MISS ORLANDO SCHOLARSHIP PAGEANT, INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette  
Document Specialist

Letter Number: 102A00062493

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**

**OF**

**MISS ORLANDO SCHOLARSHIP PAGEANT, INC.  
A FLORIDA NOT FOR PROFIT CORPORATION**

FILED  
02 NOV 19 PM 4:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being above the age of eighteen (18) years and competent to contract, for the purpose of amending and restating the articles of incorporation of a not for profit corporation pursuant to Chapter 617 of the laws of the State of Florida, being an officer of the corporation having no members, being authorized and directed by its Board of Directors to file this "Amended and Restated Articles of Incorporation" adopted by the Board of Directors of the Corporation on the 18<sup>th</sup> day of November, 2002 , does hereby certify as follows:

**ARTICLE I**

Name. The name of this corporation (the "Corporation") shall be Miss Orlando Scholarship Pageant, Inc. \_\_\_\_\_

**ARTICLE II**

Corporate Existence. This Corporation shall continue in corporate existence upon the filing of these Articles by the Florida Department of State and shall have perpetual existence unless sooner dissolved according to law.

**ARTICLE III**

Principal Office. The principal office and the mailing address of the Corporation shall be: 4675 Chuluota Road, Orlando, FL 32820. The Corporation may change its principal office and the mailing address of the Corporation, from time to time without amendment of these Articles of Incorporation. \_\_\_\_\_

#### **ARTICLE IV**

**Purposes.** This Corporation is organized exclusively for charitable, religious, scientific, literary, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code (the "Code"). The Corporation may initiate, carry on, and otherwise provide direct support only for programs that have charitable, religious, scientific, literary, and educational purposes and may make distributions for one or more of the purposes set forth in the first sentence of this Article IV to organizations organized and operated exclusively for such purposes at the times of such distributions and that qualify as exempt organizations under Section 501(c)(3) of the Code.

#### **ARTICLE V**

**Powers.** The Corporation shall have and may exercise all of the powers, privileges, rights, and immunities necessary or convenient for carrying out the purposes set forth in Article IV hereof, and all the benefits, privileges, rights, and powers created, given, extended or conferred now or hereafter on a corporation organized under the Florida Not For Profit Corporation Act as currently in effect and as it may be amended, and all such other powers as are permitted by applicable law, except as restricted by Article XI herein. Without limiting the generality of the foregoing, the Corporation is empowered:

Section 1. to acquire, own, maintain and use its assets for the purposes set forth in Article IV hereof;

Section 2. to buy, own, sell, convey, assign, mortgage or lease any interest in real estate and personal property and to construct, maintain and operate improvements thereon necessary or incident to the accomplishment of its purposes set forth in Article IV hereof;

Section 3. to borrow money and issue evidence of indebtedness in furtherance of any or all its purposes set forth in Article IV hereof, and to secure the same by mortgage, pledge or other lien on the Corporation's property;

Section 4. to raise funds by any legal means for the accomplishment of its purposes set forth in Article IV hereof; and

Section 5. to do and perform all acts reasonable necessary to accomplish its purposes set forth in Article IV hereof.

## ARTICLE VI

Management. All power and authority of the Corporation shall be vested in and exercised by its Board of Directors, which shall manage and direct the affairs of the Corporation in accordance with applicable law and as provided in the Bylaws of the Corporation. The number, as well as the manner of election or appointment, of the directors of the Corporation shall be specified, from time to time, by the Bylaws without amendment of these Articles of Incorporation. Provided, however, that the number of directors shall never be less than three (3). The voting and other rights of the members of the Board of Directors shall be as provided in the Bylaws of the Corporation, and directors of the Corporation may be assigned different voting rights, including, without limitation, super-voting rights for one or more designated directors.

## ARTICLE VII

Board of Directors. The Board of Directors of the Corporation shall consist of ten (10) directors until changed in accordance with the By-laws of the corporation within the limits above. The names and street addresses of the directors of this Corporation are:

Christine David, Executive Director and Treasurer  
4675 Chuluota Rd., Orlando, FL 32820

Jean Miller, CEO  
961 Wedgewood Dr., Winter Springs, FL 32708

Sharon Quinlan, Vice President  
PO Box 5612, Winter Park, FL 32792

Jan McRight, Secretary  
3716 Bradley Ave., Orlando, FL 32839

Muffett Baker King  
9119 Pristine Cr., Orlando, FL 32818

Darby Turnipseed  
2518 Sandy Lane, Orlando, FL 32818

Darren Cochran  
3602 Ibis Dr., Orlando, FL 32803

Mary Wheaton  
1861 Aster Dr., Winter Park , FL 32792

Georgia Williams  
2818 Sand Lake Rd., Longwood, FL 32779

Lori Zavitz  
1116 Serissa Ct., Orlando FL 32818

#### **ARTICLE VIII**

Members. The Corporation shall not have members.

#### **ARTICLE IX**

Bylaws. The power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors.

#### **ARTICLE X**

Amendment. This Corporation reserves the right to adopt, alter amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto and such powers shall be vested in the Board of Directors.

#### **ARTICLE XI**

##### Restrictions and Interpretation.

Section 1. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its 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.

Section 2. No 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 or in opposition to any candidate for public office or engage in political activities of any kind.

Section 3. Notwithstanding any other provisions of these Amended and Restated Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on

a. by a 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), 2055, 2106(a)(2) and 2522 of the Code.

Section 4. All references herein to the provisions of the Internal Revenue Code of 1986 shall include both amendments thereto and the corresponding provisions of any future federal tax code.

## **ARTICLE XII**

**Dissolution.** Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for one or more of the exempt purposes of the Corporation within the meaning of Section 501(c)(3) of the Code, or corresponding section of any future federal tax code, which may include distribution to an organization or organizations organized and operated exclusively for one or more of such exempt purposes, or shall distribute all of the assets of the Corporation 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 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 of the exempt purposes of the Corporation.

## **ARTICLE XIII**

**Registered Office and Agent.** The registered office of this Corporation shall be located at 4675 Chuluota Road, Orlando, FL 32820, and the registered agent of the Corporation at that address shall be Christine David. The Corporation may change its



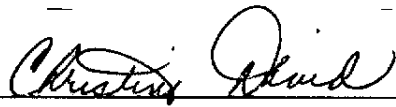
registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

#### ARTICLE XIV

Incorporator(s). The name and street address of the incorporator remains unchanged and is:

JEAN MILLER, 961 Wedgewood Drive, North Winter Springs, FL 3708

IN WITNESS WHEREOF, the undersigned does hereby make and file these Amended and Restated Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribe thereto and hereunto set their hand and seal this 22 day of November, 2002.

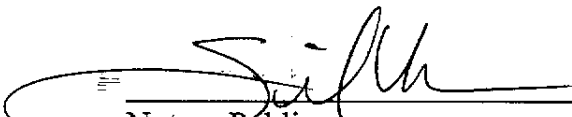
  
Christine David, Officer  
Dir./Tres.

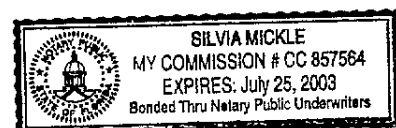
STATE OF FLORIDA

COUNTY OF ORANGE

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared known to me and known by me to be the person who executed the foregoing Amended and Restated Articles of Incorporation, and who acknowledged before me having executed those Amended and Restated Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 22<sup>nd</sup> day of November, 2002.

  
Notary Public



**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED  
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 617.0501, Florida Statutes, the following is submitted:


Miss Orlando Scholarship Pageant, Inc. (the "Corporation") organized as a domestic not for profit corporation and qualify under the laws of the State of Florida has named and designated, Christine David as its Registered Agent to accept service of process within the State of Florida with its registered office located at 4675 Chuluota Road, Orlando FL 32820

  
\_\_\_\_\_  
Christine David, Officer

**ACKNOWLEDGMENT**

Having been named as Registered Agent for the Corporation at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Section 617.0501 and 617.003, Florida Statutes, as the same may apply to the Corporation; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this 22 day of November, 2002

  
\_\_\_\_\_  
Christine David, Registered Agent