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FLORIDA DIVISION OF CORPORATIONS
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409 EAST GAINES STREET ORLANDO FL 32801-
TALLAHASSEE, FL 32399 CONTACT: PATTIE M CALLAHAN

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(((H96000001361))) DOCUMENT TYPE: FLORIDA NON-PROFIT CORPORATION
NAME: ORLANDO CHILDRENS' CHARITIES, INC.

FAX AUDIT NUMBER: H96000001361 CURRENT STATUS: REQUESTED

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 30, 1996

LOWNDES, DROSDICK, DOSTER

ORLANDO, FL

SUBJECT: ORLANDO CHILDRENS' CHARTIES, INC.
REF: W96000002228

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

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Loria Poole
Corporate Specialist

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION
OF
ORLANDO CHILDRENS' CHARITIES, INC.
A FLORIDA NONPROFIT CORPORATION

FILED
55 JAN 30 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME OF CORPORATION, MAILING ADDRESS
AND ADDRESS OF PRINCIPAL OFFICE

The name of this corporation shall be ORLANDO CHILDRENS' CHARITIES, INC.
The mailing address and principal office of the corporation shall be 5850 T.G. Lee Blvd.,
Ste. 460, Orlando, Florida 32822.

ARTICLE II

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be 215 North
Eola Drive, Orlando, Florida 32801 and the name of the initial registered agent for the
corporation shall be Richard J. Fildes.

ARTICLE III

SPECIFIC AND GENERAL PURPOSES

Section 1. The specific and primary purpose for which this corporation is formed is to
solicit support from the general public by conducting charitable fund raising events and by using
such other methods that the corporation determines; and, to distribute the funds so raised to

This document was prepared by:
Richard J. Fildes, Esq.

Florida Bar Number: 237345
Lowndes, Drosdick, Doster, Kantor & Read, P.A.
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Orlando, Florida 32802-2809
(407) 843-4600

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existing charitable organizations qualified under Internal Revenue Code Section 501(c)(3), which provide services, support or benefits to children living in the area of Orlando, Florida.

Section 2. The general purposes for which this corporation is organized are exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code"), or the corresponding provisions of any future federal tax laws.

Section 3. Notwithstanding any other provision of these articles, this corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under the Code, or the corresponding provisions of any future federal tax laws.

Section 4. In the event this corporation is in any year determined to be a "private foundation" as defined in Section 509(a) of the Code it shall:

- (a) Distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Code, or the corresponding provisions of any future federal tax laws.
- (b) Not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or the corresponding provisions of any future federal tax laws.
- (c) Not retain any excess business holdings as defined in Section 4943(c) of the Code, or the corresponding provisions of any future federal tax laws.
- (d) Not make any taxable investments as defined in Section 4944 of the Code, or the corresponding provisions of any future federal tax laws.
- (e) Not make any taxable expenditures as defined in Section 4945(d) of the Code, or the corresponding provisions of any future federal tax laws.

ARTICLE IV

POWERS

This corporation shall be authorized to exercise the powers permitted nonprofit corporations under Chapter 617 of Florida Statutes; provided, however, that this corporation,

H96000001361

Karl D. Baker

5850 T.G. Lee Blvd., Ste. 460
Orlando, FL 32822

Murty Williams

5850 T.G. Lee Blvd., Ste. 460
Orlando, FL 32822

ARTICLE IX

DEDICATION OF ASSETS AND DISSOLUTION

Section 1. The property of this corporation is irrevocably dedicated to the purposes set forth herein and no part of the net earnings or assets of this corporation shall inure to the benefit of any officer, or director of the corporation or to the benefit of any private individual. When appropriate, the Board of Directors may determine to reasonably compensate any officer, or director of the corporation in accordance with and commensurate with the services performed by such person.

Section 2. Upon the dissolution and winding up of this corporation, its assets remaining after payment or provision for payment of its debts and liabilities shall be distributed to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) of the Code, or the corresponding provisions of any future federal tax laws, or to or among, the United States, the State of Florida or any local government(s) for exclusive public purposes.

ARTICLE X

BYLAWS

Subject to any limitations at any time contained in the Bylaws of this corporation and in Chapter 617, Florida Statutes, Bylaws of this corporation may be adopted, altered, amended or rescinded, and new Bylaws adopted, either by resolution of the Board of Directors or in the manner at any time provided in the Bylaws.

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ARTICLE XI

AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended or amended and restated pursuant to a resolution adopted by the Board of Directors.

IN WITNESS WHEREOF, the undersigned incorporator has hereto set his hand and seal this 29th day of January, 1996, for the purpose of forming this corporation not for profit under the laws of the State of Florida.

Richard J. Fildes

Richard J. Fildes

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of ORLANDO CHILDRENS' CHARITIES, INC.

Richard J. Fildes

Richard J. Fildes

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96 JAN 30 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA