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LOWNDES DROSDICK

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N96000000525

10/22/98

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
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8:55 AM

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TO: DIVISION OF CORPORATIONS

FAX #: (850)487-6897

ATTENTION: Darlene Connell

FROM: LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P. ACCT#: 072720000036

CONTACT: KAREN L DIDEA

PHONE: (407)843-4600

FAX #: (407)843-4444

NAME: ORLANDO CHILDRENS' CHARITIES, INC.

AUDIT NUMBER.....H98000019625

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0 PAGES..... 6

CERT. COPIES.....1 DEL.METHOD.. FAX

EST.CHARGE.. \$43.75

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** ENTER 'M' FOR MENU. **

ATTORNEY: 424

CLIENT: 20339

MATTER: 46929

COMMENTS: Darlene, attached is the revised page 5 to this document. Please arrange
filing and return today. Thanks!

PLEASE NOTE THAT THIS DOCUMENT MUST BE FILED WITH AN EFFECTIVE DATE OF
TODAY, October 22, 1998. IF YOU HAVE ANY QUESTIONS, PLEASE DO NOT HESITATE TO CALL ME.

THANK YOU FOR YOUR ASSISTANCE IN THIS MATTER.

KAREN L. DIDEA
Direct Dial: 407/418-6462

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98 OCT 22 PM 2:04

DIVISION OF CORPORATIONS

Amended
&
Restated
Art.

10/22/98
PC

FILED
98 OCT 22 PM 2:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10/22/98 FLORIDA DIVISION OF CORPORATIONS 8:55 AM
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KAREN L. DIDEA
Direct Dial: 407/418-6462

(850)922-3709

10/22/98 11:40 Florida Department p1 /1



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 22, 1998

ORLANDO CHILDRENS' CHARITIES, INC.
5850 T.G. LEE BLVD.
SUITE 460
ORLANDO, FL 32822

SUBJECT: ORLANDO CHILDRENS' CHARITIES, INC.
REF: N96000000525

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the Amended and Restated Articles of Incorporation or statement that the method of election of directors is as stated in the bylaws.

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) 487-6906.

Darlene Connell
Corporate Specialist

FAX And. #: H98000019625
Letter Number: 098A00052116

H98000019625

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

FILED
98 OCT 22 PM 2:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Articles of Incorporation of Orlando Childrens' Charities, Inc., a Florida nonprofit corporation (the "Corporation"), were filed on January 30, 1996, and assigned Charter No. N96000000525.

As the Corporation has no members, the Board of Directors have unanimously agreed in a Written Consent to Action of Directors Taken in Lieu of a Special Meeting dated October 22nd, 1998, that the corporation's Articles of Incorporation be amended and restated in accordance with the Corporation's Articles of Incorporation and the provisions of Sections 617.1002 and 617.1007 of the Florida Not For Profit Corporation Act. Accordingly, Article III, Specific and General Purposes, and Article IX, Dedication of Assets and Dissolution, of the Articles of Incorporation are amended and restated to read as follows:

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 is 5850 T.G. Lee Boulevard., Suite 460, Orlando, Florida 32822.

This document was prepared by:
Richard J. Fildes, Esquire
Florida Bar Number: 237345
Lowndes, Drosdick, Doster, Kantor & Reed, P.A.
P. O. Box 2809
Orlando, Florida 32802-2809
(407) 843-4600

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ARTICLE IIREGISTERED 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 IIISPECIFIC 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 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 ("the Code"), or the corresponding provisions of any future federal tax code.

Section 3. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, 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 the purpose clause.

Section 4. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not

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participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 5. Notwithstanding any other provision of these articles, this corporation shall not carry on any activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, corresponding section or any future federal tax code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 6. 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.

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ARTICLE IVPOWERS

This corporation shall be authorized to exercise the powers permitted nonprofit corporations under Chapter 617 of Florida Statutes; provided, however, that this corporation, in exercising any one or more of such powers, shall do so in furtherance of the exempt purposes for which it has been organized within the meaning of Section 501(c)(3) of the Code.

ARTICLE VMEMBERSHIP

The corporation shall not have any members.

ARTICLE VITERM

This corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE VIINAME AND ADDRESS OF INCORPORATOR

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

Richard J. Fildes	215 North Eola Drive
	Orlando, Florida 32801

ARTICLE VIIIBOARD OF DIRECTORS

Section 1. The number of directors constituting the first Board of Directors of the corporation was three (3). Thereafter, the number of directors constituting the Board shall be as

H98000019625

provided in the Bylaws of the corporation; provided, however, that there shall never be less than three (3) directors.

Section 2. The names and addresses of the first Board of Directors are as follows:

Thomas B. Dyer	5850 T.G. Lee Boulevard, Suite 460 Orlando, Florida 32822
Kari D. Baker	5850 T.G. Lee Boulevard, Suite 460 Orlando, Florida 32822
Marty Williams	5850 T.G. Lee Boulevard, Suite 460 Orlando, Florida 32822

Section 3. The manner in which directors of the Corporation shall be elected or appointed shall be as stated in the Corporation's Bylaws.

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 Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of by the Court of Common Pleas of the county in which the principal

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office of the organization is then located, exclusively for such purposes or to such organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X

BYLAWS

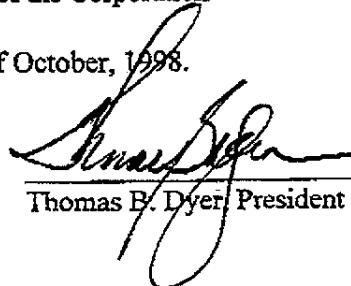
Subject to any limitations at any time contained in the Bylaws of this corporation and in Chapter 617, Florida Statutes, Bylaws of this corporation may be adopted, altered, amended or rescinded, and new Bylaws adopted, either by resolution of the Board of Directors or in the manner at any time provided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

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.

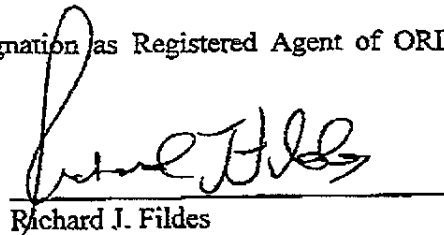
IN WITNESS WHEREOF, the President of the Corporation executed these Amended and Restated Articles of Incorporation this 22nd day of October, 1998.



Thomas B. Dyer, President

ACCEPTANCE OF REGISTERED AGENT

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



Richard J. Fildes