

N 97 000000710

Requestor's Name

The X Foundation

407 351-7700

HU-BUSINESS CENTERS

7380 SAND LAKE RD STE 500

ORLANDO

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- (407)
1. (352-5236 David Rongey)  
(Corporation Name) (Document #)
  2. (Corporation Name) (Document #)
  3. (Corporation Name) (Document #)
  4. (Corporation Name) (Document #)

☐ Walk in

☐ Pick up time

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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\*\*\*\*\*35.00 \*\*\*\*\*35.00

6/11/97

Amended  
Resubmitted  
Art.



6000

FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 24, 1997

THE X FOUNDATION, INC.  
HQ-BUSINESS CENTERS  
7380 SAND LAKE ROAD, SUITE 500  
ORLANDO, FL 32819

SUBJECT: THE X FOUNDATION, INC.  
Ref. Number: N97000000710

We have received your document for THE X FOUNDATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Restated Articles of Incorporation for a Florida nonprofit corporation are filed pursuant to section 617.1007, Florida Statutes.

\* A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; ~~OR (2) if the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.~~

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 (904) 487-6906.

Darlene Connell  
Corporate Specialist

Letter Number: 697A00021256

RECEIVED  
97 JUL -6  
DIVISION OF CORPORATIONS

**RESTATED AND AMENDED  
ARTICLES of INCORPORATION  
of  
The X Foundation, Inc.  
A Florida Corporation, Not for Profit**

FILED  
91 JUN -6 AM 10:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To: Department of State  
Tallahassee, Florida 32314

Pursuant to the provisions of Section 617.1007 of the Florida Statutes, the undersigned corporation, originally incorporated under the name of The X Foundation, Inc., on Feb 7, 1997, pursuant to a resolution duly adopted by its board of directors, there are no amendments requiring member approval, fully restates its articles of incorporation in its entirety to read as follow:

**ARTICLE I  
Name**

The name of this Corporation is The X Foundation, Inc.

**ARTICLE II  
Status**

The Corporation is organized pursuant to the provisions of the General Non-profit Corporation Law of the State Florida and is a Corporation not for profit.

**ARTICLE III  
Principal Office**

The principal office for the transaction of business of this Corporation is to be located in Orlando, Orange County, Florida.

**ARTICLE IV  
Duration**

The duration of this Corporation shall be perpetual.

**ARTICLE V  
Purposes**

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

- A. The specific and primary purposes are:

- (1) To raise the economic, educational and social levels of youth in Central Florida, by providing underprivileged youths with a physical location to go after schools, and in the evenings; and provide mentorship, counseling, core value training, and entertainment for underprivileged youths.
- (2) To expand the economic opportunities available to underprivileged groups in the Central Florida area.
- (3) To aid, support and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable or educational purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual and no substantial part of the activities of which is for carrying on propaganda, or otherwise attempting to influence legislation.
- (4) 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, associations, trusts, institutions, foundations, or governmental bureaus, department or agencies.

B. In furtherance, but not in limitation, of the foregoing charitable and educational purposes, the Corporation shall be the following powers:

- (1) To solicit, collect and receive money and other assets, and to administer funds and contributions received by grant, gift, deed, bequest or devise, and otherwise to acquire money, securities, property, rights and services of every kind and description, and to hold, invest, expend, contribute, use, sell or otherwise dispose of any money, securities, property, rights or services so acquired for the purposes above mentioned.
- (2) To borrow money, and to make, accept, endorse, execute and issue bonds, debentures, promissory notes, and other corporate obligations for monies borrowed, or in payment for property acquired or for any of the purposes of the Corporation, and to secure payment of any such obligation by mortgage, pledge, deed, indenture agreement or other instrument of trust, or by other lien upon, assignment of or agreement in regard to all or any part of the property, rights or privileges of the Corporation.
- (3) To invest and reinvest its funds in such mortgages, bonds, notes, debentures, shares of preferred and common stock, and any other securities of any kind whatsoever, and property, real, personal or mixed, tangible or intangible, all as the Corporation's Board of Directors shall deem advisable and as may be

permitted by law.

- (4) To provide advice, support, credit, funds, capital, gifts, and all other lawful forms of assistance, financial and otherwise, to or for use in aid of said youths.
- (5) To furnish management, administrative and other advice, support, training and technical assistance to said youths in order to enable them to become productive members of the community
- (6) To obtain information and conduct research, studies and analysis of the problems facing youths in the Central Florida area, and prepare and publish reports, as to any and all matters that may be of use in furthering the purposes of this Corporation.
- (7) To aid, support and assist by gifts, contributions, loans, investments and other lawful forms of assistance other persons or organizations where such assistance will further the primary purposes of this Corporation.
- (8) To conduct educational activities designed to provide instruction or training of said youths and groups for the purpose of improving or developing their capabilities, language and job skills, and the instruction of the public on subjects useful to said youths and groups and beneficial to the community as a whole.
- (9) To engage in the activity of operating business ventures for the purposes of providing job training, employment, services, and managerial development opportunities to said youths for the charitable purpose of furthering the economic development of the community.
- (10) To engage in any and all other activities which will directly or indirectly improve the welfare and economic conditions of said youths and groups.
- (11) To exercise all other rights and powers conferred upon corporations formed under the General Nonprofit Corporation Law of the State of Florida, provided, however, that the Corporation shall not engage in any activities or exercise any powers, including those specifically mentioned herein, that are not in furtherance of the specific and primarily charitable and educational purposes of the Corporation.

C. All of the foregoing purposes and powers shall be exercised exclusively for charitable and educational purposes in such manner that the Corporation shall qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 as it is currently and shall hereafter be in force and effect.

## **ARTICLE VI**

### **Restrictions**

No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in, any political campaign of behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal and state income taxes under Section 501(c)(3) of the Internal Revenue Code of 1954 as the same may be amended from time to time.

## **ARTICLE VII**

### **Officers, Board of Directors, and Members**

The names and addresses of the officers of this Corporation and initial Board of Directors who shall serve until the election of their successors are:

#### **B. Officers**

David C. Rongey, President  
14527 Mandolin Drive  
Orlando, FL 32837

Peggy A. Rongey, Vice-President  
14527 Mandolin Drive  
Orlando, FL 32837

Peggy A. Rongey, Secretary  
14527 Mandolin Drive  
Orlando, FL 32837

#### **B. Directors**

The initial Directors of the Corporation are as follow:

David C. Rongey.  
Peggy A. Rongey  
Galen Blom

The manner in which Directors shall be chosen and removed from office, their qualifications, powers, duties, compensation, if any, tenure of office, the manner of filling vacancies of the Board of Directors, shall be as stated in the Bylaws of this Corporation.

C. Members

The authorized number, if any, and qualifications of members of the Corporation, the different classes of memberships, if any, the property, voting and other rights and privileges of members and their liabilities to dues and assessments and the method of collection, and the termination and transfer of membership, shall be as set forth in the Bylaws.

**ARTICLES VIII**  
**Corporation Management**

The affairs of this Corporation shall be managed by the officers of the Board of Directors who shall be elected at the first general meeting and elected as outlined in the Corporation Bylaws.

**ARTICLES IX**  
**Registered Agent**

The initial registered agent of this Corporation and his address is:

David C. Rongey  
14527 Mandolin Drive  
Orlando, FL 32837

**ARTICLES X**  
**Nature of Activities**

The Corporation is formed solely for charitable and educational purposes. The Corporation is not organized, nor shall it be operated for the primary purpose of generating pecuniary gain or profit, and it will not distribute any gain, profits, or dividends to the directors, officers, or members thereof, or to any individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distribution in furtherance of income of its specific and primary purposes. The property, assets, profits, and net income of the Corporation are irrevocably dedicated to charitable and educational purposes, and no part of the profit or net income of the corporation shall inure to the benefit of any individual.

**ARTICLE XI**  
**Winding Up and Dissolution**

Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of, or provision for payment of, all debts and liabilities of the Corporation, shall be distributed to an organization and used exclusively to accomplish the primary purposes for which this Corporation is organized. If the Corporation holds any assets in trust, such assets shall be disposed of in such manner as may be directed by decree of the Circuit Court of the county in which the Corporation's principal office is located, upon petition by the Attorney General, or by any persons concerned in the liquidation in a proceeding to which the Attorney General is a party.

**ARTICLE XII**  
**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.

**ARTICLE XIII**  
**Indemnification**

The Corporation shall indemnify each officer, director and employee (Indemnities) from the expenses and risks as set forth in these Articles if such Indemnitee has acted in good faith or in a manner which he/she reasonably believed to be in the best interest of the Corporation.

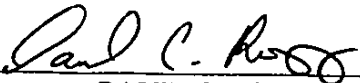
**ARTICLE XIII**  
**Bylaws**

The Bylaws of this Corporation shall be promulgated by the Board of Directors and may be amended as provided therein.

**ARTICLE XIII**  
**Transfer of Assets Upon Dissolution**

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501 (c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State or local government for exclusive public purpose.

IN WITNESS WHEREOF, the undersigned incorporator(s) have executed these Articles of Incorporation on March 28, 1997.

  
\_\_\_\_\_  
DAVID C. RONGEY  
PRESIDENT

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 17 day of April, 1997, by David C. Rongey, 14527 Mandolin Drive, Orlando, FL 32837, as President of THE X FOUNDATION, INC., a Florida corporation, not for profit, on behalf of the corporation. He has produced personally known as identification and did not take an oath.

(NOTARY SEAL)



CAROL L. KOZIOLE  
My Commission CC556202  
Expires May, 20, 2000

Carol L. Koziole  
(Notary Signature)

Carol L. Koziole  
(Notary Name Printed)

NOTARY PUBLIC

Commission No. CC556202