

Greenberg

Requestor's Name

Address

Michelle 4258526

City/State/Zip

Phone #

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98 JUL 28 PM 2:17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Office Use Only

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

1. *Communities In Schools of Orange Co*
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☒ Walk in

☐ Mail out

☒ Pick up time *call*

☐ Will wait

☐ Photocopy

☒ Certified Copy

☐ Certificate of Status

RECEIVED
98 JUL 28 PM 12:20
COMMISSION OF CORPORATION

NEW FILINGS	
<input checked="" 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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-07/28/98--01066--022
****122.50 ****122.50

P. Hall

JUL 28 1998

Examiner's Initials

GREENBERG
ATTORNEYS AT LAW
TRAURIG

July 27, 1998

Via Federal Express

Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

Re: *Filing of Articles of Incorporation - Communities In Schools of Orange County, Inc. - a Florida not-for-profit corporation*

To the Florida Department of State:

Enclosed please find one manually executed and one photo copy of the articles of incorporation for the above referenced not-for-profit entity. Also, enclosed please find a check in the amount of \$122.50 to cover the cost of filing fees, registered agent and certified copy. Please file immediately with the State and return the certified copy to Michelle Beal in the Greenberg Tallahassee office.

Thank you for your assistance with this matter. Please contact me if you have any questions at (407) 418-2430.

Very truly yours,



Michele Turton
Paralegal

Encls.

cc: Frank Ioppolo, Jr., Esq.

ORLANDO/TURTONM/48213/1179011.DOC/7/27/98

GREENBERG TRAURIG HOFFMAN LIPOFF ROSEN & QUENTEL, P.A.
P.O. Box 4923 ORLANDO, FLORIDA 32802-4923
407-420-1000 FAX 407-420-5909
111 NORTH ORANGE AVENUE 20TH FLOOR ORLANDO, FLORIDA 32801
MIAMI NEW YORK WASHINGTON, D.C. PHILADELPHIA SAO PAULO
FORT LAUDERDALE WEST PALM BEACH ORLANDO TALLAHASSEE

ARTICLES OF INCORPORATION
OF
COMMUNITIES IN SCHOOLS OF ORANGE COUNTY, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators for purposes of forming a corporation under Chapter 617 of the Florida Statutes hereby states as follows: _

ARTICLE I

NAME

The name of this corporation shall be COMMUNITIES IN SCHOOLS OF ORANGE COUNTY, INC. (the "Corporation") and the principal office of the Corporation shall be located at 1421 Waltham Avenue, Orlando, Florida 32809, but the Corporation may maintain offices and transact business, in such other places within or without the State of Florida, as may from time to time be determined by the Board of Directors.

ARTICLE II

EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE III

PURPOSES AND POWERS

Section 1. Purposes.

(a) The general purpose of the Corporation is to receive, administer and distribute funds and property for religious, scientific, educational and charitable (including but not limited to municipal/governmental) purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (herein referred to as the "Code").

(b) To carry out its general purposes, the Corporation shall assist, with funds and property, any religious, scientific, educational, municipal/governmental (but only if exclusively for public purposes) and/or charitable institution or group that the Corporation, by a determination of the majority of the Board of Directors, may designate. The Board of Directors shall determine the amount of funds and/or property to be donated to each such religious, scientific, educational, municipal/governmental and/or charitable institution or group, and any and all conditions to be attached to each donation, if any. The Corporation may also engage in such charitable programs of its own, consistent with its general purpose as set forth in paragraph (a) of this Section 1, as the majority of the Board of Directors may determine. The Board of Directors shall determine the amount of funds and/or property to be allocated to each such program, and all conditions to be attached to each allocation, if any.

(a) The Corporation's purposes, as herein stated, shall be carried out by its Board of Directors in a manner that will enable the Corporation to qualify as a charitable organization within the meaning of Section 501(c)(3) of the Code. To this end, the Corporation shall have the following powers:

(1) To own, acquire, convey, exchange, lease, mortgage, encumber, transfer upon trust, or otherwise dispose of all property, real or personal; to borrow money, contract debts and issue bonds, notes and debentures; and to secure the payment or performance of its obligations by pledging its assets;

(2) To receive property by gift, devise or bequest, subject to the laws regulating the transfer of property by gift or will, and otherwise to acquire and hold all property, real or personal, including shares of stock, bonds and securities of other corporations;

(3) To enter into contracts with any person, firm, association, corporation, municipality, county, state, nation, other body politic or with any colony, dependency or agency of any of the foregoing; and

(4) To perform every act necessary or proper for the accomplishment of the objects and purposes enumerated above or for the protection and benefit of the Corporation.

(b) Notwithstanding any powers granted to the Corporation by these Articles, the Bylaws of the Corporation or the laws of the State of Florida, the following limitations of powers shall apply and be paramount:

(1) No part of the net earnings of the Corporation shall inure to the benefit of any member, director or officer of the Corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes, and except to the extent that benefit inures to persons in accordance with the carrying out of the Corporation's charitable purposes as herein defined), and no member, director or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation;

(2) No part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation;

(3) The Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office; and

(4) The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization exempt under Section 501(c)(3) of the Code, or by an organization contributions to which are deductible under Sections 170(c), 2055(a) or 2522(a) of the Code.

(c) Notwithstanding any other provisions contained herein, the Corporation shall comply with, and shall not conduct or carry on any activities prohibited by, Section 617.0105 of the Florida Statutes. In particular, to the extent required by applicable law, the Corporation:

(1) Shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code;

(2) Shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Code, which would subject any person to the imposition of any tax under Section 4941 of the Code;

(3) Shall not retain any excess business holdings, as defined in Section 4943(c) of the Code, which would subject the Corporation to the imposition of any tax under Section 4943 of the Code;

(4) Shall not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code; and

(5) Shall not make any taxable expenditures, as defined in Section 4945(d) of the Code, which would subject the Corporation to the imposition of any tax under Section 4945 of the Code.

(d) Except as may otherwise be provided herein, the Corporation shall have all of the corporate powers enumerated in Section 617.021 of the Florida Statutes, as the same may be amended from time to time.

ARTICLE IV

MEMBERS

The Corporation will have no members.

ARTICLE V

REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the Corporation is: 1421 Waltham Avenue, Orlando, Florida 32809, and the name of the initial registered agent of the Corporation at that address is Elizabeth Wiles.

ARTICLE VI

DIRECTORS

The affairs and property of the Corporation shall be managed and governed by a Board of Directors composed of not less than three (3) nor more than fifteen (15) persons, as shall be determined by the majority vote of the Board of Directors from time to time.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The directors shall be appointed in accordance with the procedures set forth in the Corporation's Bylaws. The initial Board of Directors of the Corporation shall be appointed by a majority vote of the Incorporators

ARTICLE VIII

INCORPORATORS

The name and address of the Incorporator of the Corporation is set forth below:

NAME

Frank S. Ioppolo, Jr.

ADDRESS

1421 Waltham Avenue
Orlando, Florida 32809

ARTICLE IX

DISSOLUTION

Upon the dissolution of the Corporation or upon the Corporation winding up its affairs, the assets of the Corporation shall be distributed exclusively to such charitable (including but not limited to municipal/governmental entities for exclusively public purposes as described under Section 170(c)(1) of the Code), religious, scientific, testing for public safety, literary or educational organizations, consistent with the Corporation's purposes as set forth in Section 1(a) of Article III of these Articles, which then qualify under the provisions of Section 501(c)(3) of the Code (or would qualify for a deduction as a charitable contribution under Section 170(c)(1) of the Code in the case of municipal/governmental entities), as a majority of the Board of Directors shall determine.

ARTICLE X

BYLAWS

The Bylaws of the Corporation shall initially be adopted by the Board of Directors, which Bylaws may be altered, amended or rescinded in accordance with the Bylaws at any duly called meeting of the Board of Directors of the Corporation by majority vote thereof.

ARTICLE XI

AMENDMENTS TO ARTICLES

(a) An amendment of these Articles of Incorporation shall require adoption by the majority vote of all of the members of the Board of Directors.

ARTICLE XII

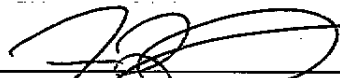
INDEMNIFICATION

(a) To the extent permissible under applicable law, but subject nevertheless to paragraphs (b) and (c) of Section 2 of Article III of these Articles of Incorporation, every director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him or her in connection with any proceeding or any settlement thereof, to which he or she may be a party, or in which he or she may become involved, by reason of being or having been a director or officer at the time such expenses were incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, the aforesaid right of indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interests of the Corporation.

(b) The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such director or officer may be entitled under applicable law.

(c) The Board of Directors may purchase liability insurance to insure all directors or officers, past or present, against all expenses and liabilities as set forth above. The premiums for such insurance shall be paid by the Corporation.

IN WITNESS WHEREOF, the undersigned have hereunto set our hands and seals this 27th day of July, 1998.

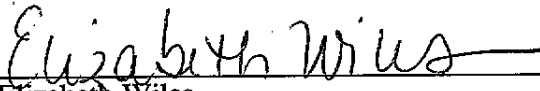


Frank S. Ioppolo, Jr.

ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

FILED
98 JUL 28 PM 2:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of the Florida Statutes.


Elizabeth Wiles