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Apopka Area Chamber of Commerce 180 East Main Street Apopka, Florida 32703

City/State/Zip

Phone #

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Office Use Only

Examiner's Initials

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

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NonProfit	Resignation of R.A., O	Officer/Director	erre	-1-98
Limited Liability	Change of Registered	Agent		7 10
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ARTICLES OF INCORPORATION OF

EFFECTIVE DATE

8-1-98

APOPKA AREA POLITICAL ALLIANCE, INC.

In compliance with the requirements of Chapter 617 of the Florida Statutes, the undersigned, being of legal age and competent to contract for the purpose of organizing a not-for-profit corporation pursuant to the laws of the State of Florida, hereby adopts the following Articles of Incorporation, and hereby agrees and certifies, as follows:

ARTICLE I - NAME

The name of this corporation shall be APOPKA AREA POLITICAL ALLIANCE, INC., a non-profit corporation ["the Corporation"].

ARTICLE II - PRINCIPAL OFFICE

The physical address of the principal office of the Corporation shall be 180 East Main Street, Apopka, Florida 32703 and its mailing address shall be the same at 180 East Main Street, Apopka, Florida 32703.

ARTICLE III - COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with Section 607.0203 (1), Florida Statutes, the Corporation's corporate existence shall be deemed to have commenced at 12:01 a.m. on the 1st day of August, 1998, or if later, such time and date as is five (5) business days prior to the date on which these Articles of Incorporation are filed by the Department of State. This Corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE IV - PURPOSES AND GENERAL POWERS

This Corporation is organized for the following purposes:

- (a) To identify and monitor regulatory and legislative activity at the state and local levels which affect the economy and culture of Northwest Orange County, Florida, and to seek to influence these activities in such ways as to bring benefit to the Northwest Orange County community.
- (b) To unite the Northwest Orange County community to combine their efforts so as to promote the growth and development of this community.

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- (c) To support candidates for county and state offices (including school board and judicial candidates).
- (d) To encourage well-qualified individuals who utilize principles of responsible free enterprise to meet the needs for sound growth and development in the Northwest Orange County community.
- (e) To stimulate a more active and effective role of the citizenry in government affairs.
- (f) To raise funds and provide support to candidates, without regard to party
- (g) To participate in support of or opposition to local or statewide issues.
- (h) To develop an intelligent, aggressive and serviceable organization to Represent and support the business, civic, residential and community interests of Northwest Orange County, Florida.
- (i) To provide an opportunity to individuals for political expression and recognition, to train them as political workers and leaders, and provide a practical means by which they may contribute to the development and betterment of Northwest Orange County businesses, residents and the community.
- (j) To take all actions which are extensions of any of the foregoing purposes.

Further, this Corporation shall have all of the powers enumerated in the Florida Not for Profit Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law, provided, however, that the Corporation will not carry on any activities not permitted to be carried on by a political organization pursuant to Section 527 of the Internal Revenue Code of 1986, or any other corresponding provision of any future United States Internal Revenue Law.

ARTICLE V - MEMBERSHIP

The members of this not-for-profit corporation, if any, shall be qualified and admitted as set forth in the Bylaws of this Corporation.

ARTICLE VI - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of this Corporation shall be located at 108 East Main Street, Apopka, Florida 32703 and the initial Registered Agent of the Corporation at that address shall be ANDY GARDINER whose mailing address is 108 East Main Street, Apopka, Florida 32703. 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 VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have six (6) Directors initially. The Directors shall be elected and their number either increased or diminished from time to time as provided in the Bylaws. The names and street addresses of the initial Directors of this Corporation are:

STEVEN J. FRANCIS

1551 East Semoran Blvd. Apopka, Florida 32703

RAYMOND A. McLEOD

48 East Main Street Apopka, Florida 32703

HAROLD D. SMOTHERS

101 South Park Avenue Apopka, Florida 32703

DAVID L. RANKIN

2488 Semoran Blvd. Apopka, Florida 32703

ANDREW C. GARDINER

180 East Main Street Apopka, Florida 32703

JAMES M. GRABER

7 W. Main Street Apopka, FL 32703

Directors may be removed with or without cause.

ARTICLE VIII - INCORPORATOR

The name and street address of the person signing these Articles as incorporator is:

ANDREW C.GARDINER

180 East Main Street Apopka, Florida 32703

ARTICLE IX - BYLAWS

Except as otherwise provided by law, the power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors.

ARTICLE X - INDEMNIFICATION

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such except to the fullest extent possible under law.

ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the members is subject to this reservation.

ARTICLE XII - HEADINGS AND CAPTIONS

The headings or captions of these various Articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various Articles shall not be influenced by any of said headings or captions.

ARTICLE XIII - EARNINGS, DISSOLUTION ACTIVITIES

No part of the net earnings of the Corporation 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 Article III hereof. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations as shall at the time qualify as an exempt organization or organizations under any section of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or to the Federal Government, or to a state or local government for a public purpose, as the Board of Directors shall determine. 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 such purposes.

IN WITNESS WHEREOF, the undersigned, being the Incorporator hereinafter named, for the purpose of forming a not-for-profit corporation pursuant to the laws of the State of Florida to do business both within and without the State of Florida, hereby makes and files these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets his hand and seal this 21 day of July, 1998.

ANDREW C. GARDINER

(SEAL)

Incorporator

STATE OF FLORIDA COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared ANDREW C. GARDINER personally known by me to be the person who executed the foregoing Articles of Incorporation of APOPKA AREA POLITICAL ALLIANCE, INC. as the Incorporator, and he acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto placed my hand and seal this day of July, 1998.

Notary Public

Printed Name of Notary

My commission expires: 5/10/2002

MARLA R. SAMS

EALNotary Public - State of Florida

My Commission Expires May 10, 2002

Commission # CC740748

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

APOPKA AREA POLITICAL ALLIANCE, INC., desiring to organize as a not-for-profit corporation pursuant to the laws of the State of Florida with its registered office and principal place of business at has named and designated as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named not-for-profit corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

DATED this 2 lday of July, 1998.

ANDREW C. GARDINER
Initial Registered Agent

STATE OF FLORIDA COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared ANDREW C. GARDINER personally known by me to be the person who executed the foregoing Articles of Incorporation of APOPKA AREA POLITICAL ALLIANCE, INC. as the Initial Registered Agent, and he acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto placed my hand and seal this <u>Alot</u> day of July, 1998.

MARLA R. SAMS
Notary Public - State of Florida
My Commission Expires May 10, 2002
Commission # CC740748

[APOPKAARTICLES.PAC/07-08-98/RAM]

Notary Public

Notary Public

Printed Name of Notary

My commission expires: 5/10/2007

EFFECTIVE DATE

8-1-98

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