

N 9900000 1352

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

EFFECTIVE DATE

2-23-99

FILED
99 MAR -1 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: Orlando Fitness, Nutrition and Learning Center, Incorporated
(Proposed corporate name - must include suffix)

500002791155--6
-03/01/99-01147-008
*****78.75 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☒ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Vinette Morris Hudson
Name (Printed or typed)

430 Anderson Court
Address

Orlando, Florida 32801
City, State & Zip

(407) 999-9547
Daytime Telephone number

F. CHESSEN MAR 4 1999

NOTE: Please provide the original and one copy of the articles.

NOT FOR PROFIT ARTICLES OF INCORPORATION

ORLANDO FITNESS, NUTRITION AND LEARNING CENTER, INCORPORATED

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of incorporation.

EFFECTIVE DATE
2-23-99

ARTICLE I-NAME

The name of the corporation shall be: ORLANDO FITNESS, NUTRITION AND LEARNING CENTER, INCORPORATED

The principal place of business of this corporation shall be:
820 Washington Street
Orlando, Florida 32805

ARTICLE II

PRINCIPAL OFFICE
820 Washington Street
Orlando, Florida 32805

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ARTICLES III

PURPOSE

This corporation is organized exclusively for charitable, and educational purposes more specifically to promote healthier lifestyles for children by meeting nutritional as well as their academic needs.

ARTICLE IV

EXEMPTION REQUIREMENTS

At all times shall the following operate as conditions restriction the operations and activities of the corporation:

1. The corporation shall not afford pecuniary gain, incidentally or otherwise to its members. No part of the net earnings of this corporation shall inure to the benefit of any member of the corporation, except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes. Such net earnings, if any, of this corporation shall be used to carry out the nonprofit corporate purposes set forth in article II above.

2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including) by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any political campaign on behalf of, or in opposition to, any candidate for public office.

3. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.

ARTICLE V

DURATION

The duration of the corporation existence shall be perpetual.

ARTICLE VI

MEMBERSHIP/BOARD OF DIRECTORS

The corporation shall have one or more classes of members, as provided in the corporation's bylaws. The management of the affairs of the corporation shall be vested in a Board of Directors, as defined in the corporation's bylaws. No Director shall have any right, title, or interest in or to any property of the corporation.

The number of Directors constituting the first Board of Directors is 7, their names and addresses being as follows:

Pete Knocke, P.A.
3895 North Lake
Orlando, Florida 32808

Lynn Nicholson, M.E.D.
12548 Lakeridge Circle
Clermont, Florida 34711

Daisey Lynum, City Commissioner
400 South Orange Ave.
Orlando, Florida 32801

Clara Walters, Orange County School Board
334 Ventura Ave.
Orlando, Florida 32703

William Glover, D.D.S.
9227 Longfellow Place
Apopka, Florida 32703

Kelly Powell, Community Activist
713 Arlington Street
Orlando, Florida 32805

ARTICLE VII

PERSONAL LIABILITY

No (member) officer, or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the (members) officer, or Directors be subject to the payment of the debts or obligations of this corporation.

ARTICLE VIII

DISSOLUTION

At the time of Dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, dispose of all of the assets of the corporation. In no case shall a disposition be made which would not qualify as a charitable contribution under Section 170(c)(1) or (2) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, in such manner as the Board of Directors shall determine.

ARTICLE IX

INCORPORATOR(S)

The incorporator(s) of this corporation is/are:
Kelly Powell

The undersigned incorporator(s) certifies that she execute(s) these articles for the purposes herein stated.


Signature and Date

ARTICLE X

Initial registered agent and street address:


Vinette Morris Hudson
430 Anderson Court
Orlando, Fl, 32801

ARTICLE XI

EFFECTIVE DATE:

The effective date of this corporation shall be five business days prior to the date of filing.


IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 23rd day February, 1999.

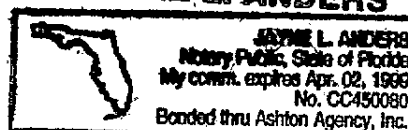

Signature(s) of incorporator(s)

STATE OF FLORIDA
COUNTY OF ORANGE

THE FOREGOING instruments was acknowledged before me this 23rd day of February, 1999,
by Kelly Powell.

☒ who is/are personally known to me, or
☐ who has/have produced _____ Drivers Licenses
as identification.


Notary Public
State of Florida at Large
My Commission Expires: April 02, 1999
JAYNE L. ANDERS



CERTIFICATE DESIGNATING
REGISTERED AGENT REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Orlando Fitness, Nutrition and Learning Center, Incorporated.
2. The name and address of the registered agent and office is:
Vinette Morris Hudson
430 Anderson Court
Orlando, Florida 32801

FILED
99 MAR - 1 PM 12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Vinette Morris Hudson
Date: February 23, 1999

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

Vinette Morris Hudson
Vinette Morris Hudson
Registered Agent
Date: February 3, 1999