

N9900000 2287

TRANSMITTAL LETTER

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

100002837181--2

-04/12/99--01148--005

\*\*\*\*\*87.50 \*\*\*\*\*87.50

**SUBJECT:** GREATER ORLANDO NEIGHBOHOODS, INC.  
(Proposed corporate name - must include suffix)

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:** Jean Sedlacko  
Name (Printed or typed)  
  
c/o The Enterprise Foundation  
10227 Wincopin Circle, Suite 500  
Address  
  
Columbia, Maryland 21044  
City, State & Zip  
  
(410) 772-2486  
Daytime Telephone number

FILED  
99 APR 12 AM 7:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

B. REGISTER APR 14 1999

**FILED**

99 APR 12 AM 7:42

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
GREATER ORLANDO NEIGHBORHOODS, INC.**

**(a nonstock corporation)**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, Section 617.0202, Florida Statutes, hereby adopts the following Articles of Incorporation:

**ARTICLE I**

The name of the corporation (hereinafter called the "Corporation") is GREATER ORLANDO NEIGHBORHOODS, INC.

**ARTICLE II**

The address of the principal office and the mailing address of the Corporation is 397 West Church Street, Orlando, Florida 32801.

**ARTICLE III**

The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code").

In furtherance of these purposes, the Corporation shall provide relief of the burdens of the poor and distressed by acquiring, developing, rehabilitating and preserving decent, affordable housing for low- and very low-income people. Through such activities, the Corporation will promote quality of economic and social participation in community life so as to eliminate poverty and will seek to provide permanent economic and social benefits for low- and very low-income people.

The Corporation may engage in any and all other charitable activities permitted to an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding future provisions of the federal tax law. To these ends, the Corporation may do and engage in any and all lawful activities that may be incidental or reasonably necessary to any of these purposes, and it shall have and may exercise all other powers and authority now or hereafter conferred upon nonstock corporations in the State of Florida.

No part of the income or principal of the Corporation shall inure to the benefit of any director or officer of this Corporation or any other private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered to it, and to make reasonable payments and distributions in furtherance of the aforementioned purposes of the Corporation.

The Corporation shall not engage in any activity which is prohibited to a corporation exempt from federal income tax under section 501(c)(3) of the Code or any corresponding future provisions of the federal tax law. In accordance with the existing federal tax law, the Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office by publishing or distributing statements, or in any other

way. No substantial part of the activities of the Corporation shall be for the carrying on of propaganda, or otherwise attempting to influence legislation.

#### **ARTICLE IV**

A statement as to the manner in which directors shall be elected or appointed shall be set forth in the Bylaws of the Corporation. Sole voting power in the Corporation shall be vested in the Board of Directors.

#### **ARTICLE V**

The Corporation shall not have members.

#### **ARTICLE VI**

The corporate powers of this Corporation are as provided in section 617.0302, Florida Statutes.

#### **ARTICLE VII**

The name and street address of the initial registered agent are:

Julia Lemon  
397 West Church Street  
Orlando, Florida 32801

#### **ARTICLE VIII**

The name and address of the incorporator are:

Jean Sedlacko  
c/o The Enterprise Foundation, Inc.  
10227 Wincopin Circle, Suite 500  
Columbia, Maryland 21044.

#### **ARTICLE IX**

Provisions for the distribution of assets on dissolution or the termination of the Corporation are as follows:

Although the period of duration of the Corporation is perpetual, if for any reason the Corporation is to be dissolved or otherwise terminated, no part of the property of the Corporation or any of the proceeds shall be distributed to or inure to the benefit of any of the directors of the Corporation. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, or the corresponding section of any future federal tax code. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction 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.

#### **ARTICLE X**

The initial number of directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the Bylaws of the Corporation, but shall never be less than three (3). The names and addresses of the directors who shall act until the first organizational meeting or until their successors are duly chosen and qualified are:

Lawrence Anderson  
c/o The Enterprise Foundation, Inc.  
34 Peachtree Street, Suite 600  
Atlanta, Georgia 30303

Lelia W. Allen  
400 S. Orange Avenue  
Orlando, Florida 32801

Judith Kovisars  
c/o Fannie Mae  
255 Smith Orange Avenue, Suite 1590  
Orlando, Florida 32801

#### **ARTICLE XI**

**THE CORPORATION IS A NONPROFIT CORPORATION AND SHALL NOT HAVE OR ISSUE SHARES OF STOCK OR PAY DIVIDENDS.**

#### **ARTICLE XII**

The directors and officers of the Corporation shall have no liability to the Corporation for money damages except (i) to the extent that it is proven that such person actually received an improper benefit or profit in money, property or services or (ii) to the extent that a judgment or other final adjudication adverse to such person is entered in a proceeding based on a finding in the proceeding that the person's action, or failure to act, was the result of active and deliberate dishonesty and was material to the cause of action adjudicated in the proceeding. This Article shall not be construed to affect the liability of a person in any capacity other than as a director or officer of the Corporation.

#### **ARTICLE XIII**

The Corporation shall indemnify any person, who was or is a party to any proceeding (other than an action by, or in the right of, the Corporation), by reason of the fact that he or she is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against liability incurred and certain expenses and amounts paid in settlement in connection with such proceeding, including any appeal, legal fees and/or judgment thereof, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the interest of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any proceeding by judgment, order, settlement, or conviction or upon plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful. The determination of indemnification shall be made in the manner set forth in the Bylaws or by law.

#### **ARTICLE XIV**

Every amendment to the Articles of Incorporation shall be approved by a two-thirds vote of the Board of Directors. Upon an amendment to the Articles of Incorporation being adopted, the

amendment shall be filed with the Secretary of the State of Florida, in the manner provided by law.

IN WITNESS WHEREOF, I have signed this Certificate of Incorporation, acknowledging the same to be my act, on this 3<sup>rd</sup> day of March, 1999.

Jean Sedlacko  
Jean Sedlacko  
Incorporator

*Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

Julia C. Lemon  
Signature/Registered Agent

April 6, 1999  
Date

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, 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:

**GREATER ORLANDO NEIGHBORHOODS, INC.**

2. The name and address of the registered agent and office is:

**JULIA LEMON  
397 WEST CHURCH STREET  
ORLANDO, FLORIDA 32801**

*Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

*Julia C. Lemon*  
Signature/Registered Agent

*April 6, 1999*  
Date

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TALLAHASSEE, FLORIDA