

Division of Corporations

Page 1 of 2

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Florida Department of State

Division of Corporations

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To: Division of Corporations
Fax Number : (850) 922-4001

From: Account Name : ROBERT J. HUTCHINS
Account Number : I19990000126
Phone : (407) 645-2377
Fax Number : (407) 645-0945

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FLORIDA NON-PROFIT CORPORATION

Central Fla Holiday Golf Classic/Toys for Tots, Inc.

Certificate of Status	0
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H99000016942 7

ARTICLES OF INCORPORATION**OF****Central Florida Holiday Golf Classic/ Toys for Tots, Inc.**

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

ARTICLE I - NAME

The name of this corporation is: Central Florida Holiday Golf Classic/ Toys for Tots, Inc..

ARTICLE II - PRINCIPAL OFFICE

The street address of the initial principal office of this corporation is: 5260 Cypress Court, Orlando, Florida 32811.

ARTICLE III - MAILING ADDRESS

The mailing address of this corporation is: Post Office Box 618759, Orlando, Florida 32861.

ARTICLE IV - TERM OF EXISTENCE

The corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually.

ARTICLE V - PURPOSES

The purposes for which this corporation is formed are to provide toys and bicycles to needy children of Central Florida during the holiday season, and to engage in charitable, scientific, or educational activities, all within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, as amended and applicable rules and regulations thereunder (the "Code"), together with all other activities permitted by the Florida Not For Profit Corporation Act which further its exempt purposes, as specified herein, including, but not limited to, the payment of overhead expenses, administrative costs, and reasonable salaries to its members where necessary to carry out the exempt purposes of the corporation; provided, however, that:

a) no part of the net earnings of the corporation shall inure to the benefit of any member or other individual nor shall any distribution of the corporation's assets be made to any member or other individual, unless such distribution is in furtherance of the exempt purposes specified above, or pursuant to ARTICLE VI immediately following;

b) no substantial part of the corporation's activities shall consist of carrying on propaganda or otherwise attempting to influence legislation;

c) the corporation shall not participate or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office;

d) the income of the corporation for each taxable year must be distributed at such time and in such manner so as not to subject the corporation to the tax imposed by §4942 of the Code;

Prepared by:

Robert J. Hutchins, Attorney Fla. Bar #: 435521

P.O. Box 547607

Orlando, FL 32854-7607

Tel: (407)645-2377

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H99000016942 7

e) the corporation shall not engage in any act of self dealing (as defined in §4941(d) of the Code), retain any excess business holdings (as defined in §4943(c) of the Code), make any investment in such a manner so as to subject the corporation to taxation under §4944 of the Code, or make any taxable expenditure (as defined in §4945(d) of the Code); and,

f) the corporation shall not conduct its business or affairs in such a manner as to discriminate against any person on the basis of race, color, religion, sex, or age.

It is the specific intention of the incorporator that the purposes and activities of the corporation be as broad as permitted by §617.001 et seq. of the Florida Not For Profit Corporation Act, but only to the extent that the corporation qualifies as a tax exempt organization within §501(c)(3) of the Code.

ARTICLE VI - DISTRIBUTION OF ASSETS UPON LIQUIDATION

The assets of the corporation are irrevocably dedicated to the purposes specified in ARTICLE V. Therefore, upon liquidation of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, distribute all remaining assets of the corporation as they shall determine; provided, however, that such distributions shall be made exclusively:

a) for one or more exempt purposes within the contemplation of §501(c)(3) of the Code; and/or,

b) to the United States federal government, and/or to a state or local government, for a public purpose; or,

c) for a comparable purpose, as specified in paragraphs (i) and (ii) of this ARTICLE VI, pursuant to court order.

ARTICLE VII - MANNER OF ELECTION OF DIRECTORS

The method of election of directors will be stated in the corporation's By-Laws.

ARTICLE VIII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 222 West Comstock Avenue, Suite 111, Winter Park, Florida 32789 and the name of the initial registered agent of this corporation at that address is Robert J. Hutchins.

ARTICLE IX - INITIAL BOARD OF DIRECTORS

a) The initial number of directors of the corporation shall be three (3).

b) The number of directors of the corporation may be increased or decreased from time to time pursuant to By-Laws adopted by the members, but shall never be less than the minimum number of directors required by applicable law, or more than the number of voting members of the corporation.

c) The name and street addresses of the initial members of the Board of Directors, who shall hold office until their successors are duly elected and have qualified are:

Name	Address
Scott Barrett	5260 Cypress Court, Orlando, Florida 32811
Barbara Kenny	2095 Premier Row, Orlando, Florida 32809
Elizabeth Mosely	9925 Ulmerton Road, Suite 249, Largo, Florida 32771

H99000016942 7

H99000016942 7

ARTICLE X - MEMBERS

The members of the Initial Board of Directors shall also constitute all of the initial members of the corporation.

Any natural person over 18 years of age, or any business entity interested in furthering the purposes of the corporation may be admitted as a member of the corporation upon meeting such requirements as established by the Board of Directors (or committee thereof).

Each member shall be entitled to one (1) vote on all matters submitted to a vote of the members.

ARTICLE XI - BY-LAWS

The power to adopt, amend or repeal By-Laws for the management of the corporation shall be vested in the Board of Directors of the corporation.

ARTICLE XII - AMENDMENT TO ARTICLES

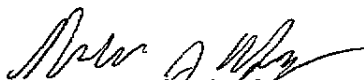
These Articles of Incorporation may be amended in any manner permitted by law.

ARTICLE XIII - INDEMNIFICATION

The corporation shall indemnify its directors, officers, employees, and agents to the full extent permitted by the Florida Not For Profit Corporation Act; provided, however, that no such indemnification shall be permitted if the same would violate any of the purposes of the corporation as specified in ARTICLE V hereof.

ARTICLE XIV - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: Robert J. Hutchins, 222 West Comstock Avenue, Suite 111, Winter Park, Florida 32789


Robert J. Hutchins, Incorporator

7/12/99
Date

REGISTERED AGENT'S ACCEPTANCE

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.


Robert J. Hutchins, Registered Agent

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