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Requestor's Name

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City

State

Zip

Phone

CORPORATION(S) NAME

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☐ Dissolution/Withdrawal

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☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Limited Liability Partnership

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THANKS

CHRIS AVERNA

*10/19*

**ARTICLES OF INCORPORATION  
OF  
EDIFICE ECONOMIC DEVELOPMENT CORPORATION**

I, the undersigned natural person over the age of eighteen (18), acting as an incorporator, adopt the following Articles of Incorporation of **EDIFICE ECONOMIC DEVELOPMENT CORPORATION** (referred to as the "Corporation") under Chapter 617, Florida Statutes (referred to as the "Statutes"):

**ARTICLE 1  
NAME**

The name of the Corporation is EDIFICE ECONOMIC DEVELOPMENT CORPORATION.

**ARTICLE 2  
NONPROFIT CORPORATION**

The Corporation is a nonprofit corporation. Upon dissolution, all of the Corporation's assets shall be distributed to the State of Florida or an organization exempt from taxes under Internal Revenue Code Section 501(c)(3).

**ARTICLE 3  
DURATION**

The Corporation shall continue in perpetuity.

**ARTICLE 4  
PURPOSES**

The purposes for which the Corporation is organized are to perform charitable and educational activities within the meaning of Internal Revenue Code Section 501(c)(3). Specifically, the Corporation is organized to act as an economic development corporation for the purpose of alleviating poverty and advancing economic opportunity.

**ARTICLE 5  
POWERS**

Except as otherwise provided in these Articles, the Corporation shall have all of the powers provided in the Statutes. Moreover, the Corporation shall have all implied powers necessary and proper to carry out its express powers. The Corporation may pay reasonable compensation to directors, or officers for services

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rendered to or for the Corporation in furtherance of one or more of its purposes set forth above.

## **ARTICLE 6 RESTRICTIONS AND REQUIREMENTS**

The Corporation shall not pay dividends or other corporate income to its directors or officers or otherwise accrue distributable profits or permit the realization of private gain. The Corporation shall have no power to take any action prohibited by the Statutes. The Corporation shall not have the power to engage in any activities, except to an insubstantial degree, that are not in furtherance of the purposes set forth above. The Corporation shall have no power to take any action that would be inconsistent with the requirements for a tax exemption under Internal Revenue Code Section 501(c)(3) and related regulations, rulings, and procedures. The Corporation shall have no power to take any action that would be inconsistent with the requirements for receiving tax deductible charitable contributions under Internal Revenue Code Section 170(c)(2) and related regulations, rulings, and procedures. Regardless of any other provision in these Articles of Incorporation or state law, the Corporation shall have no power to:

1. Engage in activities or use its assets in manners that are not in furtherance of one or more exempt purposes, as set forth above and defined by the Internal Revenue Code and related regulations, rulings, and procedures, except to an insubstantial degree.
2. Serve a private interest other than one that is clearly incidental to an overriding public interest.
3. Devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise, except as provided by the Internal Revenue Code and related regulations, rulings, and procedures.
4. Participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office. The prohibited activities include the publishing or distributing of statements and any other direct or indirect campaign activities.
5. Have objectives that characterize it as an "action organization" as defined by the Internal Revenue Code and related regulations, rulings, and procedures.
6. Distribute its assets on dissolution other than for one or more exempt purposes; on dissolution, the Corporation's assets shall be distributed to the state government for a public purpose, or to an organization exempt from taxes under

Internal Revenue Code Section 501(c)(3) to be used to accomplish the general purposes for which the Corporation was organized.

7. Permit any part of the net earnings of the Corporation to inure to the benefit of any private shareholder or member of the Corporation or any private individual.

8. Carry on an unrelated trade or business except as a secondary purpose related to the Corporation's primary, exempt, purposes.

#### **ARTICLE 7 MEMBERSHIP**

The Corporation shall have no members.

#### **ARTICLE 8 PRINCIPAL PLACE OF BUSINESS**

The principal place of business and mailing address of this corporation shall be 7512 Dr. Phillips Boulevard Suite 50-360, Orlando, Florida 32819.

#### **ARTICLE 9 INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 1200 South Pine Island Road, Plantation, Florida 33324. The name of the registered agent at this office is CT Corporation System.

#### **ARTICLE 10 BOARD OF DIRECTORS**

The qualifications, manner of selection, duties, terms, and other matters relating to the Board of Directors (referred to as the "Board of Directors") shall be provided in the bylaws. The initial Board of Directors shall consist of three (3) persons. The number of directors may be increased or decreased by amendment of bylaws. The number of directors may not be decreased to less than three. The initial Board of Directors shall consist of the following persons at the following addresses:

Name of Director  
Mark Chironna

Street Address  
4729 Royal Troon Drive  
Raleigh, North Carolina 27604

Ruth Chironna

4729 Royal Troon Drive  
Raleigh, North Carolina 27604

Gloria Hartsfield

14376 Colonial Grand Blvd.  
Unit 2310  
Orlando, Florida 32837

### **ARTICLE 11 LIMITATION ON LIABILITY OF DIRECTORS**

A director is not liable to the Corporation or members for monetary damages for an act or omission in the director's capacity as director except to the extent otherwise provided by a statute of the State of Florida.

### **ARTICLE 12 INDEMNIFICATION**

The Corporation may indemnify a person who was, is, or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a director or other person related to the Corporation as provided by the provisions in the Statutes governing indemnification. As provided in the bylaws, the Board of Directors shall have the power to define the requirements and limitations for the Corporation to indemnify directors, officers, or others related to the Corporation.

### **ARTICLE 13 CONSTRUCTION**

All references in these Articles of Incorporation to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

### **ARTICLE 14 INCORPORATOR**

The name and street address of the incorporator is:

Name of Incorporator  
Monika L. Manor

Address  
Brewer, Brewer, Anthony &  
Middlebrook  
1159 Cottonwood LN.#159  
Irving, Texas 75038

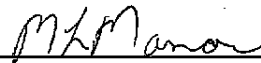
**ARTICLE 15**  
**ACTION BY WRITTEN CONSENT**

Action may be taken by use of signed written consents by the number of members, directors, or committee members whose vote would be necessary to take action at a meeting at which all such persons entitled to vote were present and voted. Each written consent must bear the date of signature of each person signing it. A consent signed by less than all of the members, directors, or committee members is not effective to take the intended action unless consents, signed by the required number of persons, are delivered to the Corporation within 60 days after the date of the earliest dated consent delivered to the Corporation. Delivery must be made by hand, or by certified or registered mail, return receipt requested. The delivery may be made to the corporation's registered office, registered agent, principal place of business, transfer agent, registrar, exchange agent, or an officer or agent having custody of books in which the relevant proceedings are recorded. If the delivery is made to the Corporation's principal place of business, the consent must be addressed to the president or principal executive officer.


The Corporation will give prompt notice of the action taken to persons who do not sign consents. If the action taken requires documents to be filed with the secretary of state, the filed documents will indicate that the written consent procedures have been properly followed.

A telegram, telex, cablegram, or similar transmission by a member, director, or committee member, or photographic, facsimile, or similar reproduction of a signed writing is to be regarded as being signed by the member, director, or committee member.

I execute these Articles of Incorporation on October 13, 1999.

  
Monika L. Manor

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.

 Steven C. Patterson  
Special Assistant Secretary 10-18-99  
Signature/ Registered Agent Date