

Division of Corporations

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SARAH
HEDEGAARD

FLORIDA NON-PROFIT CORPORATION**Winter Park Neighborhood Development Corporation**

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**ARTICLES OF INCORPORATION
OF
WINTER PARK NEIGHBORHOOD DEVELOPMENT CORPORATION**

THE UNDERSIGNED, acting as the incorporators of the **WINTER PARK NEIGHBORHOOD DEVELOPMENT CORPORATION** (the "Corporation"), under the Florida Not For Profit Corporation Act (Chapter 617 of the Florida Statutes), hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

Name

The name of the Corporation is **WINTER PARK NEIGHBORHOOD DEVELOPMENT CORPORATION**.

ARTICLE II

Principal Office and Mailing Address

The principal office and mailing address of the Corporation is 1011 Palmer Avenue, Winter Park, Florida 32789-2641. The location of the principal office shall be subject to change as may be provided in bylaws duly adopted by the Corporation.

ARTICLE III

Initial Registered Office and Agent

The address of the initial Registered Office of the Corporation is The Greenleaf Building, Third Floor, 200 Laura Street, Jacksonville, Florida 32201-0240, and the initial Registered Agent at such address is F&L Corp.

ARTICLE IV

Purposes

The Corporation is organized and shall be operated exclusively for charitable, scientific, religious and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law) (hereinafter the "Internal Revenue Code"); to engage in activities relating to the aforementioned purposes; and to invest in, receive, hold, use and dispose of all property, real or personal, as may be necessary or desirable to carry into effect the aforementioned purposes.

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

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ARTICLE V

Powers

The Corporation shall have all powers conferred upon not for profit corporations organized under Chapter 617 of the Florida Statutes and any successor provisions thereto now enacted or hereafter amended but shall exercise such powers only in fulfillment of its above-stated purposes.

The Corporation shall not engage in any of the following activities:

(1) The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

(2) No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation; provided, however, that this provision shall not apply to activities consisting of carrying on propaganda or otherwise attempting to influence legislation to the extent the Corporation has made an election pursuant to and remains in compliance with the restrictions of Section 501(h) of the Internal Revenue Code.

(3) No dividends shall be paid and no part of the net earnings of the Corporation shall inure to the benefit of any private individual within the meaning of Section 501(c)(3) of the Internal Revenue Code.

At any time when the Corporation is or becomes a "private foundation" within the meaning of Section 509(a) of the Internal Revenue Code (the "Code") and Section 617.0835 of the Florida Statutes, the following additional limitations on the Corporation's activities shall apply:

(1) The Corporation shall distribute, for one or more of the purposes specified in these Articles of Incorporation, for each taxable year, amounts at least sufficient to avoid liability for the tax on undistributed income imposed by Code Section 4942(a).

(2) The Corporation shall not engage in any act of self-dealing as defined in Code Section 4941(d), which would give rise to any liability for the tax imposed by Code Section 4941(a).

(3) The Corporation shall not retain any excess business holdings, as defined in Code Section 4943(c), which would give rise to any liability for the tax imposed by Code Section 4943(a).

(4) The Corporation shall not make any investments in such manner as to subject it to the tax under Code Section 4944.

(5) The Corporation shall not make any taxable expenditures, as defined in Code Section 4945(d), which would give rise to any liability for the tax imposed by Code Section 4945(a).

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ARTICLE VI**Members**

The authorized number and qualifications of Members of the Corporation, the different classes of membership, if any, the property, voting and other rights and privileges of Members and their liabilities for dues and assessments and the method of collection thereof, shall be as set forth in the bylaws.

ARTICLE VII**Board of Directors**

The affairs of the Corporation shall be managed by a Board of Directors. The number and manner of election or appointment of Directors and their terms of office shall be as provided in the bylaws, but the number of Directors shall not be less than three (3).

ARTICLE VIII**Dissolution and Liquidation**

The Corporation may be dissolved upon the adoption of a plan to dissolve in the manner now or hereafter provided in the Florida Statutes. In the event of dissolution of the Corporation, no liquidating or other dividends and no distribution of property owned by the Corporation shall be declared or paid to any private individual, but the net assets of the Corporation shall be distributed as follows:

(1) All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefor;

(2) Remaining assets shall be distributed to one or more organizations described in Section 501(c)(3) of the Internal Revenue Code, as determined in the plan to dissolve adopted in the manner set forth above in this Article VIII.

ARTICLE IX**Indemnification**

Any person (or any heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he or she is or was director or officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorneys' fees and disbursements, incurred by him or her (or by his or her heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such director or officer is liable for negligence or misconduct in the performance of his or her duties. Such right of indemnification shall not be deemed exclusive of any other rights to which directors or officers (or such heirs, executors or administrators) may be entitled apart from this Article.

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ARTICLE X
Incorporators

The names and addresses of the incorporators of the Corporation are:

Martin F. Crean
1011 Palmer Avenue
Winter Park, Florida 32789-2641

Sherry Koger
c/o Bank of America
390 North Orange Avenue, Suite 700
Orlando, Florida 32801

19th IN WITNESS WHEREOF, the undersigned have hereunto set their hands this
day of October, 1999.


Martin F. Crean, Incorporator

Sherry Koger, Incorporator

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ACCEPTANCE OF APPOINTMENT

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BY INITIAL REGISTERED AGENT

THE UNDERSIGNED, having been named in Article III of the foregoing Articles of Incorporation as Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and accepts, the obligations set forth in Section 617.0501, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as Registered Agent of the Corporation.

DATED, this 15th day of November, 1999

REGISTERED AGENT:**F&L CORP.**By: 

John A. Sanders, As Agent

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