

JAN 14 1985

RESOLUTION NO. 85-M-02

A RESOLUTION APPROVING THE ARTICLES OF INCORPORATION
OF THE ORANGE BLOSSOM TRAIL DEVELOPMENT BOARD, INC.,
MAKING APPOINTMENTS TO THE BOARD OF DIRECTORS THEREOF
AND SETTING THE TERMS OF SAID DIRECTORS

PREMISES

WHEREAS, the Board of County Commissioners has adopted by
virtue of Resolution Number 83-M-08 guidelines for the creation,
composition and operation of new advisory boards and like bodies;
and

WHEREAS, on May 29, 1984, the Board of County Commissioners
adopted a certain interlocal agreement between Orange County,
Florida and the City of Orlando, Florida, which agreement called
for the creation of a non-profit corporation and the appointment
of two-thirds of the members of the Board of Directors of said
corporation by the Board of County Commissioners; and

WHEREAS, in accord with the terms of said interlocal agree-
ment, THE ORANGE BLOSSOM TRAIL DEVELOPMENT BOARD, INC. has been
organized and the Articles of Incorporation thereof are attached
hereto and made a part hereof by this reference; and

WHEREAS, the Board of County Commissioners now desires to
approve the Articles of Incorporation of the said Orange Blossom
Trail Development Board, Inc. and make appointments to the Board
of Directors of said corporation and fix the term of said appoint-
ments.

BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF
ORANGE COUNTY:

Section 1. The Board of County Commissioners has examined
the Articles of Incorporation of the Orange Blossom Trail Develop-
ment Board, Inc. and does hereby approve and ratify the same as
attached hereto.

Section 2. The following initial appointments are made
to the Board of Directors of the Orange Blossom Trail Development
Board, Inc. Such appointments shall be effective upon the date
hereof and shall terminate January 14, 1989.

Jack Martin
P. O. Box 13511A
Orlando, Florida 32859

Ted Schoppe
Mayes, Sudderth, Etheridge, Inc.
5750 Major Boulevard, Suite 200
Orlando, Florida 32805

James R. Kasper
1330 West Michigan Street
Orlando, Florida 32805

Lisbeth Encheandia
1215A 43rd Street
Orlando, Florida 32809

Gerald D. Hardage
14000 Lake Price Drive
Orlando, Florida 32826

Frank Fornaiolo
8991 Houston Place
Orlando, Florida 32819

Charles M. Hood, III
1210 Lancaster Drive
Orlando, Florida 32806

Elliott Zerivitz
704 Chickapee Trail
Maitland, Florida 32751

Winfield Ezell, Sr.
1408 Charta Court
Orlando, Florida 32804

Section 3. The duties and purposes of the Orange Blossom Trail Development Board, Inc. shall be to promote the revitalization of the Orange Blossom Trail area, within both the City of Orlando and the unincorporated territory of Orange County; by and through acquiring relevant informational studies, information assessment and/or development of land use plans, capital improvement programs, social and economic studies, and the promotion of private and public cooperation, interaction and knowledge in such fashion as to result in the improvement of economic, social and aesthetic conditions now found in the Orange Blossom Trail area.

Section 4. The Board of County Commissioners hereby determines that the Orange Blossom Trail Development Board, Inc. is an agency of local government amenable to Section 286.011 ("Sunshine Law"), Florida Statutes and that the members of the Board of Directors of the Orange Blossom Trail Development Board, Inc. are amenable to the financial disclosure requirements of Section 112.3145, Florida Statutes.

Section 5. This Resolution shall take effect upon adoption.

ADOPTED THIS 14th DAY OF January, 1985.

BOARD OF COUNTY COMMISSIONERS
OF ORANGE COUNTY

BY: Hal Garston
Chairman

ATTEST:

Thomas H. Locker,
Clerk to the Board
of County Commissioners

BY: Mary Jo Garrison
Deputy Clerk to the Board

ARTICLES OF INCORPORATION
OF
THE ORANGE BLOSSOM TRAIL
DEVELOPMENT BOARD, INC.

APPROVED BY THE BOARD OF COUNTY
COMMISSIONERS AT THEIR MEETING

JAN 14 1985

The undersigned hereby associate themselves to form a corporation not for profit under Chapter 617 of the Florida Statutes, and for these purposes, do hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be The Orange Blossom Trail Development Board, Inc., a Florida nonprofit corporation.

ARTICLE II - PURPOSES

The purposes for which the corporation is organized are:

1. to promote the revitalization of the Orange Blossom Trail area, within both the City of Orlando and the unincorporated territory of Orange County; by and through acquiring relevant informational studies, information assessment and/or development of land use plans, capital improvement programs, social and economic studies, and the promotion of private and public cooperation, interaction and knowledge in such fashion as to result in the improvement of economic, social and aesthetic conditions now found in the Orange Blossom Trail area.

2. To administer various fund raising projects for Board operations, equipment, maintenance, and management expenses if required.

3. To perform any and all lawful activities as are necessary and desirable for the management and operation of The Orange Blossom Trail Development Board, Inc., located in Orlando, Florida.

ARTICLE III - POWERS

The corporation shall have all the powers granted to corporations not for profit under the laws of the State of Florida which are necessary or convenient to effect any and all purposes for which the corporation is organized. In no event, however, shall the corporation have or exercise any power which would cause it not to qualify as a tax-exempt organization under Section 501(c) of the Internal Revenue Code, as it now exists, or as it may be amended from time to time; or to be ineligible to receive a charitable contribution under Section 170 of the Internal Revenue Code as it may be amended from time to time, nor shall the corporation engage directly or indirectly in any activity which would cause the loss of such qualification. No part of the assets or the net earnings, current or accumulated, of the corporation shall inure to the benefit of any private

individual.

ARTICLE IV - MEMBERS

1. Persons eligible for membership in the corporation shall consist of:

(a) All members of the Board of Directors of the corporation who are admitted to membership by vote of the Board of County Commissioners of Orange County, Florida, or by vote of the City Council of the City of Orlando, Florida. Each member of the corporation shall be entitled to one (1) vote at each meeting of the corporation.

(b) To become a member of the corporation, an individual shall be nominated to serve as a director of the corporation and be approved to serve as a director by a majority vote of either the Board of County Commissioners of Orange County, Florida, or the City Council of the City of Orlando, Florida.

(c) When an individual ceases to be a member of the Board of Directors of the corporation, he shall cease to be a member of the corporation.

ARTICLE V - TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE VI - SUBSCRIBERS

The name and residence address of the subscribers of the corporation are as follows:

Jack Martin
P. O. Box 13511A
Orlando, Florida 32859

James R. Kasper
1330 W. Michigan Street
Orlando, Florida 32805

Elliott Zerivitz
704 Chickapee Trail
Maitland, Florida 32751

ARTICLE VII - OFFICERS AND DIRECTORS

The affairs of the corporation shall be managed by a Board of Directors composed of no fewer than three (3) nor more than nine (9) individuals. The number of initial directors shall be nine (9) individuals.

Six (6) directors shall be appointed by a majority vote of the Board of County Commissioners of Orange County, Florida, and shall serve for the term provided in the by-laws. Appointments of new directors shall be made effective the 15th day of January, 1985, and effective the 15th day of January of each year thereafter to replace those directors whose term is expiring.

Three (3) directors shall be appointed by a

majority vote of the City Council of the City of Orlando, Florida, and shall serve for the term provided in the by-laws. Appointments of new directors shall be made effective the 15th day of January, 1985, and effective the 15th day of January of each year thereafter to replace those directors whose term is expiring.

In the event of a vacancy on the Board of Directors for any reason, the Board of County Commissioners of Orange County, Florida, or the City Council of the City of Orlando, Florida, whichever entity was the appointing authority, shall be authorized to fill such vacancy for the unexpired term. Any director may be removed with or without cause by a majority vote of the Board of County Commissioners of Orange County, Florida, or the City Council of the City of Orlando, Florida, whichever entity was the appointing authority of the director concerned.

The officers of the corporation shall be elected by the Board of Directors of the corporation and shall consist of a President, a Vice-President, a Secretary, and a Treasurer. The officers shall serve for a term of one (1) year, beginning the 1st day of January, immediately following their election by a majority of the Board of Directors present at a meeting to be held during December

in each preceding year. In the event of a vacancy in any office for any reason, the Board of Directors shall be authorized to fill such vacancy for the unexpired term.

ARTICLE VIII - NAMES OF OFFICERS

The names of the officers who are to serve until the first election under the by-laws of the corporation are as follows:

James R. Kasper	President
Gerald D. Hardage	Vice-President
Lizabeth Echeandia	Secretary
Elliott Zerivitz	Treasurer

ARTICLE IX - FIRST BOARD OF DIRECTORS

The number of persons constituting the first Board of Directors shall be nine (9), and the names and addresses of the persons who are to serve as directors until the first election under the Articles of Incorporation, and their terms of office, from date hereof, are as follows:

<u>Name and Address</u>	<u>Term Ends</u>
Jack Martin P. O. Box 13511A Orlando, Florida 32859	January 14th, 1989
Ted Schoppe Mayes, Sudderth, Etheridge, Inc. 5750 Major Blvd. Suite 200 Orlando, Florida 32805	January 14th, 1989
James R. Kasper 1330 W. Michigan Street Orlando, Florida 32805	January 14th, 1989
Lisbeth Echeandia 1215A 43rd Street Orlando, Florida 32809	January 14th, 1989
Gerald D. Hardage 14000 Lake Price Drive Orlando, Florida 32826	January 14th, 1989
Frank Fornaiolo 8991 Houston Place Orlando, Florida 32819	January 14th, 1989
Charles M. Hood, III 1210 Lancaster Drive Orlando, Florida 32806	January 14th, 1989
Elliott Zerivitz 704 Chickapee Trail Maitland, Florida 32751	January 14th, 1989
Winfield Ezell, Sr. 1408 Charta Court Orlando, Florida 32804	January 14th, 1989

ARTICLE X - BY-LAWS

The By-Laws of the corporation shall be initially

approved by a majority vote of both the Board of County Commissioners of Orange County, Florida, and the City Council of the City of Orlando, Florida, and thereafter shall be altered or rescinded by action of the majority of both said legislative bodies.

ARTICLE XI - AMENDMENTS TO THE ARTICLES OF INCORPORATION

Amendments to the Articles of Incorporation shall be adopted by a majority vote of both the Board of County Commissioners of Orange County, Florida, and the City Council of the City of Orlando, Florida.

ARTICLE XII - DISSOLUTION

Upon the liquidation or dissolution of the corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the corporation, shall be distributed to either

(a) The Board of County Commissioners of Orange County, Florida, and the City Council of the City of Orlando, Florida, in the proportion in which each said legislative body made payments to this corporation during its existence, such remitted funds to be appropriated and used by each said legislative body for its particular local government and devoted to the purposes set forth herein
or

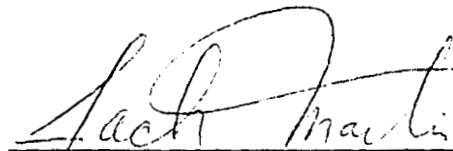
(b) One or more organizations qualified as exempt under Section 170(c) or Section 501(c)(3) of the Internal Revenue Code or corresponding provisions of any subsequent Federal Tax Laws and devoted to the purposes set forth herein.

**ARTICLE XIII - LOCATION OF PRINCIPAL OFFICE
AND IDENTIFICATION OF REGISTERED AGENT**

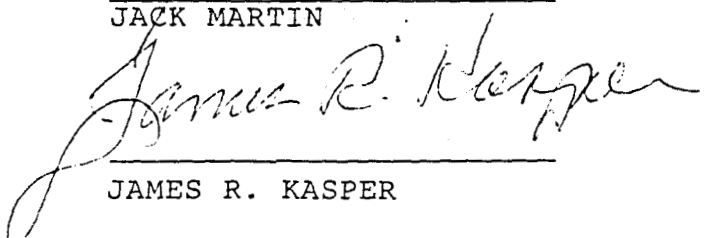
The County in the State of Florida where the principal office for the transaction of the business of this corporation is to be located is in the County of Orange. The name and address of this corporation's registered agent is as follows:

Thomas W. Ackert
Orange County Administration Center
201 S. Rosalind Avenue
Orlando, Florida 32801


IN WITNESS WHEREOF, we have set our hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 3rd day of January, 1985.



JACK MARTIN



JAMES R. KASPER



ELLIOTT ZERIVITZ

STATE OF FLORIDA)

COUNTY OF ORANGE)

BEFORE ME, the undersigned authority, personally appeared JACK MARTIN, JAMES R. KASPER, ELLIOTT ZERIVITZ, known to me to be the individuals described in and who executed the foregoing Articles of Incorporation, and they acknowledged that they subscribed the said instrument for the uses and purposes set forth therein.

WITNESS my hand and official seal in the County and State last aforesaid this 3rd day of January, 1985.


Notary Public

Notary Public, State of Florida at Law
My Commission Expires September 21, 1988
Bonded Thru Brown & Brown, Inc.

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes,
the following is submitted in compliance with said Act:

First -- That THE ORANGE BLOSSOM TRAIL DEVELOPMENT BOARD, INC., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at City of Orlando, County of Orange, State of Florida, has named Thomas W. Ackert, whose address is Orange County Administration Center, 201 South Rosalind Avenue, Orlando, Florida 32801, City of Orlando, County of Orange, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation at place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

BY: 
THOMAS W. ACKERT