

N140000001950

(Requestor's Name)

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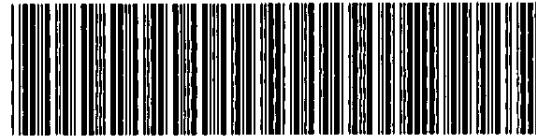
(Business Entity Name)

(Document Number)

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TO: TALLAHASSEE
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2014 FEB 26 AM 11:24

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14 FEB 27 AM 8:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FEB 28 2014
J. BRYAN

WKL-12714

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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FLORIDA MEDICAL CANNABIS

ASSOCIATION, INC.

- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- Courier _____

Signature _____

Requested by: SETH

Name _____ Date _____ Time _____

Walk-In _____ Will Pick Up _____

COVER LETTER

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

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14 FEB 27 AM 8:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA

SUBJECT: FLORIDA MEDICAL CANNABIS ASSOCIATION, 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: RANDALL C. SMITH ESQ
Name (Printed or typed)

533 VERSAILLES DRIVE, SUITE 100
Address

MAITLAND, FLORIDA 32751
City, State & Zip

407-599-0002
Daytime Telephone number

RANDALL SMITH@SMITHBROWNLL
E-mail address: (to be used for future annual report notification)

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED
14 FEB 27 PM 3:27
DIVISION OF CORPORATIONS

February 27, 2014

CAPITAL CONNECTION, INC.
417 E. VIRGINIA STREET, STE.1
TALLAHASSEE, FL 32301

SUBJECT: FLORIDA MEDICAL CANNABIS ASSOCIATION, INC.
Ref. Number: W14000012714

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TALLAHASSEE FLORIDA

We have received your document for FLORIDA MEDICAL CANNABIS ASSOCIATION, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.)

The registered agent must sign accepting the designation.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Maryanne Dickey
Regulatory Specialist II
New Filing Section

Letter Number: 314A00004348

**ARTICLES OF INCORPORATION
OF
FLORIDA MEDICAL CANNABIS ASSOCIATION, INC.**
(A Corporation Not-For-Profit)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, in accordance with the provisions of Chapter 617, Florida Statutes, hereby submits the following Articles of Incorporation of Florida Medical Cannabis Association, Inc.

Article 1: Name

The name of the corporation is: **Florida Medical Cannabis Association, Inc.**

Article 2: Purposes

The corporation is organized exclusively as a trade association within the meaning of § 501(c)(6) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law. To the extent consistent therewith, those purposes may include the following:

- A. To promote the development in Florida of a medical cannabis industry;
- B. To provide an awareness of the need for the education and treatment of those suffering from medical conditions for which medicinal cannabis provides relief;
- C. To enhance the system for the delivery of services to those for whom medical cannabis products have been prescribed in accordance with law;
- D. To engage in such additional activities permitted by law as may be necessary in furtherance of the exempt purposes of the corporation.

Notwithstanding any other provisions of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under § 501(c)(6) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. No part of the net earnings of the corporation shall inure to the benefit of any private shareholder or individual.

Article 3: Members

The corporation may have two classes of members: (a) voting, and (b) non-voting as provided by the Bylaws of the corporation.

Article 4: Term of Existence

The duration of the corporation shall be perpetual.

Article 5: Board of Directors

The affairs of the corporation shall be managed by a Board of Directors which shall consist of at least three (3) members and not more than prescribed by the bylaws of the corporation. The method of election of directors shall be as stated in the bylaws of the corporation. The initial directors of the corporation are the following to serve until their successors are duly nominated and confirmed:

Leland W. McKee
424 East Central Boulevard, Unit 404
Orlando, Florida 32801

James E. Urban
425 Curry Street
Altamonte Springs, Florida 32714

Frank Gorgone
7540 SE Teton Drive
Hobe Sound, Florida 33455

Article 6: Distribution of Assets Upon Dissolution

Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of § 501(c)(6) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of applicable 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 7: Incorporator

The name and address of the original incorporator of the corporation is as follows:

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TALLAHASSEE FLORIDA

Randall C. Smith, Esquire
533 Versailles Drive, Suite 100
Maitland, Florida 32751

Article 8: Initial Principal Office and Mailing Address

The principal office and mailing address of the corporation is as follows:

1299 West Fairbanks Avenue, Suite (a)
Winter Park, Florida, 32789

Article 9: Initial Registered Agent and Office

The street address of the registered office of the corporation and the name of the initial registered agent at that address are as follows:

Randall C. Smith, Esquire
533 Versailles Drive, Suite 100
Maitland, Florida 32751

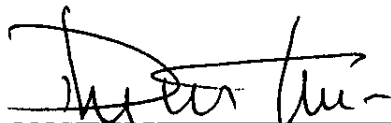
Article 10: Bylaws of the Corporation

The board of directors of the corporation shall have the sole power to establish, enact, alter, and repeal bylaws for the management of the corporation, and the duties of the officers of the corporation shall be as prescribed by such bylaws.

Article 11: Amendment

These Articles may be amended in the manner prescribed by law.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal, this ___ day of February, 2014.



Randall C. Smith, Incorporator

STATE OF FLORIDA)
)
COUNTY OF ORANGE)

ss:

Before me the undersigned officer, on this 25th day of February, 2014, personally appeared Randall C. Smith, personally well known to me or satisfactorily identified by

production of a Florida drivers license to be the person who executed the foregoing Articles, and who acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed and in the capacity therein stated and, under the penalties of perjury, that the contents thereof are true to the best of his knowledge, information, and belief.

[Seal]



Patrick Ingram
State of Florida
MY COMMISSION # FF 70213
Expires: November 13, 2017

Patrick Ingram

Notary Public

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

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TALLAHASSEE FLORIDA

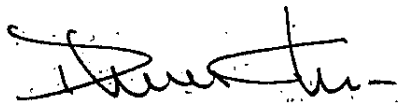
Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the state of Florida.

1. The name of the corporation is: **FLORIDA MEDICAL CANNABIS ASSOCIATION, INC**

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

**RANDALL C. SMITH ESQ
533 VERSAILLES DRIVE SUITE 100
MAITLAND, FLORIDA 32751**

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.



RANDALL C. SMITH