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Florida Department of State

Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

THE EDO ASSOCIATION OF CENTRAL FLORIDA, INC.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
FOR
THE EDO ASSOCIATION OF CENTRAL FLORIDA, INC.**

The undersigned, for the purpose of forming a nonprofit corporation under the provisions of Chapter 617, Florida Statutes, hereby accepts all the rights, privileges, benefits and obligations conferred and imposed by said law on corporations pursuant to the provisions thereof, and does hereby make, subscribe, certify, acknowledge and file these Articles of Incorporation as follows:

ARTICLE I - NAME

The name of the corporation shall be: THE EDO ASSOCIATION OF CENTRAL FLORIDA, INC.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The Principal place of business and mailing address of the nonprofit corporation shall be: 10069 North Florida Avenue, Suite 11, Tampa, Florida 33612

ARTICLE III - DURATION

The term of existence of the corporation is perpetual.

ARTICLE IV - PURPOSE

The Corporation is a nonprofit corporation under the laws of the State of Florida. The specific purpose of the corporation is to provide for the EDO community an appropriate education in order that they may become more effective and productive in contributing to the development of Central Florida. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Trustees or Officers, except to the extent permissible under law.

The general nature of the business to be transacted by the said corporation shall be as follows:

- A. To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state and any political body.
- B. To establish and maintain offices for any and all operations of this corporation at such places to be determined by the directors, wheresoever the same may be located.
- C. To purchase, lease, hire, or otherwise acquire, to hold, own, maintain, improve, alter, and to sell, rent, convey, mortgage, or otherwise dispose of real estate and personal property, and any interest herein or out of this State, and elsewhere in the United States or any of its territories, or in any foreign country.

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- D. To borrow or raise money for any of the purposes of the corporation, and from time to time, without limit as to amount, to draw, make, accept, endorse, and execute promissory notes, drafts, bonds, debentures and other negotiable and non-negotiable instruments and evidence of indebtedness, and to secure the payment of any thereof and of the interest thereof by mortgage of the whole or any part of the property of the corporation, by mortgage conveyance or assignment in trust of the whole or any part thereof, and to sell, pledge, or otherwise dispose of such bonds or other obligation for its corporate purpose.
- E. To do any and all things necessary, suitable and proper for the accomplishment of any of the purposes or for the attainment of any of the objects, or for the exercise of any of the powers herein set forth, whether herein specified or not, either alone or in connection with other firms, individuals, or corporations, either in the State of Florida, or throughout the United States or elsewhere, and to do any other act or acts, thing or things, incidental or pertinent to or connected with the business hereinbefore described, or any part or parts thereof, if not inconsistent with the laws of the State of Florida.
- F. The enumeration herein of the powers, objects, and purposes of the corporation shall not be deemed to exclude by inference any powers, objects, or purposes which the corporation is empowered to exercise, whether expressly by force of the General Corporation laws of the State of Florida, or implied by the reasonable construction of said laws.
- G. To exercise all other rights and powers conferred by the laws of the State of Florida upon nonprofit corporation.

ARTICLE V - LIMITATION

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Trustees or Officers, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV (Purpose) hereof.

ARTICLE VI - VOTING MEMBERS

The Corporation shall have Voting Members who shall be elected (and may be removed) by the Voting Members and shall have all the rights and privileges of members of the Corporation. The Bylaws may provide for Nonvoting members of one or more classes, who shall be admitted in such manner and who shall have rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote. The name and address of each initial Voting Member is as follows:

Name

Address

- | | |
|--------------------------|---|
| 1. Dr. Patrick Ijawere | 1740 Hulett Drive Brandon, FL 33511 |
| 2. Christopher E. Osimen | 12408 Cardiff Drive Tampa, FL 33625 |
| 3. Godday Daudu | 14530 Knollridge Drive, Tampa, FL 33626 |

ARTICLE VII - INITIAL BOARD OF TRUSTEES

The management of the Corporation shall be vested in a Board of Trustees. The number of Trustees constituting the initial Board of Trustees is Three (3). The number of Trustees may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three (3). The Voting Members shall elect the Trustees annually. The Bylaws may provide for ex officio and honorary Trustees, and their rights and privileges. The name and address of each initial Trustee of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
1. Dr. Patrick Ijewere	1740 Hulett Drive Brandon, FL. 33511
2. Christopher E. Osimen	12408 Cardiff Drive Tampa, FL. 33625
3. Godday Daudu	14530 Knollridge Drive, Tampa, FL. 33625

ARTICLE VIII - OFFICERS

The Officers of the Corporation shall consist of a President, Secretary, Treasurer and such other Officers and Assistant Officers as may be provided in the Bylaws. Each Officer shall be elected by the Board of Trustees (and may be removed by the Board of Trustees) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
1. Dr. Patrick Ijewere	President 1740 Hulett Drive Brandon, FL. 33511
2. Christopher E. Osimen	VP/Financial 12408 Cardiff Drive Tampa, FL. 33625
3. Godday Daudu	Sec/Pro 14530 Knollridge Drive, Tampa, FL. 33625

ARTICLE IX - NONSTOCK BASIS

This Corporation is organized on a nonstock basis. This Corporation shall not issue shares of stock.

ARTICLE X - INCORPORATOR

The name and residence address of the Incorporator of these Articles of Incorporation is: Christopher E. Osimen at 12408 Cardiff Drive Tampa, FL 33625

Christopher E. Osimen
Christopher E. Osimen
 Incorporator

ARTICLE XI - BYLAWS

The Bylaws of the corporation are to be made and adopted by the approval of the Board of Trustees of the corporation, and may be altered, amended or rescinded by the Board of Trustees.

ARTICLES XII - AMENDMENTS TO ARTICLES

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Trustees and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

ARTICLE XIII - INDEMNIFICATION

The corporation shall indemnify each Officer and Trustee, including former Officers and Trustees, to the full extent permitted by the laws of the State of Florida.

ARTICLE XIV - INITIAL REGISTERED AGENT

The name and address of the initial registered agent of the corporation is: Christopher E. Osimen at 12408 Cardiff Drive Tampa, FL 33625.

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

In compliance with Section 607.034 Florida Statutes, the following is submitted:

FIRST: That THE EDO ASSOCIATION OF CENTRAL FLORIDA, desiring to organize or qualify under the laws of the State of Florida as a Nonprofit corporation, with its principal place of business at 10069 North Florida, Suite 11, Tampa, FL 33625, has named Christopher E. Osimen of 12408 Cardiff Drive Tampa, FL 33625 as its agent to accept service of process within Florida.

SECOND: Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Date

Christopher E. Osimen
Christopher E. Osimen
Resident Agent

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