

NO2000007872

Harry K. Dean, Jr.
Requester's Name

2313 Eagle Bluff Dr.
Address

Valrico FL 33594
City/State/Zip
813/571-1019
Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. The Joshua Capital Group, Inc.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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TALLAHASSEE FLORIDA

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NEW FILINGS

- ☐ Profit
☒ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

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DIVISION OF CORPORATION

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Examiner's Initials
J
10/14/02

Articles of Incorporation
The Joshua Capital Group, Inc.

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CLERK OF STATE
TALLAHASSEE FLORIDA

Article I – Name

The name of the corporation is The Joshua Capital Group, Inc.

Article II – Duration

The period of duration of this corporation is perpetual.

Article III – Purpose

- (a) To act and operate exclusively as a nonprofit corporation pursuant to the laws of the State of Florida, and to act and operate as a charitable organization in lessening the burdens of government, providing relief of the poor and distressed or under-privileged, and promoting social welfare by reducing unemployment through economic development.
- (b) To engage in any and all activities and pursuits, and to support or assist such other organizations, as may be reasonably related to the foregoing and following purposes.
- (c) To engage in any and all other lawful purposes, activities and pursuits, which are substantially similar to the foregoing and which are or may hereafter be authorized by Section 501(c)(3) of the Internal Revenue Code and are consistent with those powers allowed by the State of Florida.
- (d) To solicit and receive contributions, purchase, own, and sell real and personal property, to make contracts, to invest corporate funds, to spend corporate funds for corporate purposes, and to engage in any activity in furtherance of, incidental to, or connected with any of the other purposes.
- (e) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the corporation and to make payments and distributions in furtherance of the purposes set forth herein;
- (f) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or other wise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office except as authorized under the Internal Revenue Code of 1954, as amended;
- (g) The corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under 501(c)(3) of the Internal Revenue Code of 1954, as amended or the corresponding provision of any future United States Internal Revenue law.

Article IV – Members/Stock

The corporation shall not have any class of members or stock.

Article V – By-Laws

- (a) **Board of Directors**
The Board of Directors shall be the governing body of the corporation. The corporation shall not have less than three (3) board members.
- (b) **Qualifications for Board Members**
Each member of the Board of Directors shall be at least 18 years of age and shall believe in the vision of the corporation and shall work toward the goals and the perfection of such vision.
- (c) **Regular Meetings**
Regular meetings of the Board of Directors may be held without notice, and at such time and place as shall be determined by the Board of Directors.
- (d) **Special Meetings**
Special meetings of the Board of directors may be called by the Chairperson of the Board, or any director. The person or persons authorized to call special meetings of the Board of Directors may fix a reasonable time and place for holding them.
- (e) **Telephone Meetings**
Directors may participate in meetings of the Board of Directors by means of a telephone conference or similar communications equipment (by which all persons participating can hear each other at the same time), and participation by such means shall constitute presence in person at such meeting.
- (f) **Action Without Meeting**
Any action of the Board of Directors may be taken without a meeting, if a consent in writing, setting forth the action so taken signed by all of the Directors, is filed in the minutes of the Board of Directors. Such consent shall have the same effect as a unanimous vote.
- (g) **Notice of Meetings**
Notice of any special meeting shall be given at least three (3) days prior thereto by written notice delivered personally, by mail, by telegram and by E-mail to each Director to his or her address. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail with postage prepaid. If notice is given by telegram or E-mail, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company or the E-mail is sent.

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- (h) **Waiver of Notice**
Any Director may waive notice of any meeting, either before, or after such meeting, by signing a waiver of notice. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place and time of such meeting, or the manner in which it has been called or convened, except when a Director states at the beginning of the meeting any objection to the transaction of business because the meeting is not lawfully called or convened.
- (i) **Quorum and Voting**
A majority of Directors in office shall constitute a quorum for the transaction of business. The vote of a majority of Directors present at a meeting (at which a quorum is present) shall constitute the action of the Board of Directors. If less than a quorum is present, then a majority of those Directors present may adjourn the meeting from time to time without notice until a quorum is present.
- (j) **Vacancies**
Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors even though it is less than a quorum of the Board of Directors, unless otherwise provided by law or the Articles of Incorporation. A Director elected to fill a vacancy shall hold office only until the next election of Directors. Any directorship to be filled by reason of an increase in the number of Directors shall be filled by election at a special meeting called for that purpose or at the annual meeting of the Board of Directors based on which is the most necessary.
- (k) **Removal of Director**
At any meeting of Directors called expressly for that purpose, any Director may be removed from office, with or without cause, by vote of a majority of the Directors, except that any removal of an initial or founding Director shall be based upon cause and may only be done based upon a unanimous vote of the other Directors. New Directors may be elected for the un-expired terms of Directors removed from office at the same meetings at which such removals are voted.
- (l) **Presumption of Assent**
A Director of the corporation who is present at a meeting of the Board of Directors (at which action on any corporate matter is taken) shall be presumed to have assented to the action taken, unless they vote against such action or abstains from voting because of an asserted conflict of interest.
- (m) **Duties**
The Chairman of the Board, or the president if there is not a Chairman of the Board, shall preside at all meetings of the Board of Directors. The president shall be the chief executive officer of the Corporation. Subject to the foregoing, the officers of the Corporation shall have such powers and duties as usually pertain to

their respective offices and such additional powers and duties specifically conferred by law, by the Articles of Incorporation, by these By-Laws, or as may be assigned to them from time to time by the Board of Directors.

- (n) **Term of Office**
The Officers of the Corporation shall be elected annually by the Board of Directors and serve for a period of one year, unless elected subject to any other provision of these By-Laws.
- (o) **Salaries**
Reimbursement of the Officers of the Corporation may be fixed from time to time by the Board of Directors, and no Officer shall be prevented from receiving such reimbursement by reason of the fact that he is also a Director of the Corporation. All shall be paid as reasonable compensation to the persons for services rendered and no part of the net earnings of the Corporation shall inure to the benefit of or distributed to it's Officers or Directors.
- (p) **Officers**
The Officers of the Corporation shall be a President, Secretary and Treasurer, each of who shall be elected by the Board of Directors and in the same manner. A Director may also serve as an Officer. Other Officer positions may be assigned as deemed to be necessary.
- (q) **Business Ventures**
The Corporation is hereby authorized to participate in any business venture so authorized by law and to engage in any and all other lawful purposes, activities and pursuits, which are substantially similar to the foregoing and which are or may hereafter be authorized by Section 501(c)(3) of the Internal Revenue Code and are consistent with those powers allowed by the State of Florida.
- (r) **By-Laws in General**
The Corporation may amend the By-Laws at any time at a legal meeting and by the majority of the Board of directors.

Article VI – Directors

The number of Directors of the Corporation shall be no less than three (3), or more than three as fixed from time to time by the By-Laws of the Corporation or vote of the Board of Directors. The number of Directors constituting the present Board of Directors is three (3), and the names and addresses of the persons who are to serve as the initial Directors are:

Edward A. Johnson
4433 W. Iowa Ave.
Tampa, FL 33616

Harry K. Dean, Jr.
2313 Eagle Bluff Dr.
Valrico, FL 33594

Thomas Zuniga
5100 New Kent Rd.
Richmond, VA 23225

Article VII - Incorporators

The names and addresses of the incorporators are:

Edward A. Johnson
4433 W. Iowa Ave.
Tampa, FL 33616

Harry K. Dean, Jr.
2313 Eagle Bluff Dr.
Valrico, FL 33594

Thomas Zuniga
5100 New Kent Rd.
Richmond, VA 23225

Article VIII - Registered Office and Agent

The address of the corporation's initial registered office shall be:

2313 Eagle Bluff Dr.
Valrico, FL 33594

Such office may be changed at any time by the Board of Directors without amendment of these Articles of Incorporation.

The Corporations initial registered agent at such address shall be:

Harry K. Dean, Jr.

I hereby acknowledge and accept appointment as corporate registered agent:


Harry K. Dean, Jr.

10/14/02
Date

Article IX - Principle Place of Business

The initial place of business of this Corporation shall be 2313 Eagle Bluff Dr. Valrico, FL 33594. The business of this Corporation may be conducted in all counties of the State of Florida and in all states of the United States, and in all territories thereof, and in all foreign countries as the Board of Directors shall determine.

Article X - Distribution

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its Directors, Officers, or other private persons, except that 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 III hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or other wise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office except as authorized under the Internal Revenue Code of 1954, as amended. The corporation shall not carry

on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under 501(c)(3) of the Internal Revenue Code of 1954, as amended or the corresponding provision of any future United States Internal Revenue law.

Article XI – Dissolution

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended or supplemented, or shall be distributed to the federal government or to the state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the District Court 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.

In Witness Whereof, We, Harry K. Dean, Jr., Edward A. Johnson and Thomas Zuniga have executed these Articles of Incorporation in duplicate this 14th day of October, 2002, and say:

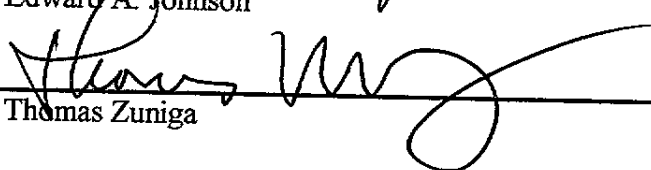
That they are the incorporators herein; that they have read the above and foregoing Articles of Incorporation; know the contents thereof and that the same is true to the best of their knowledge and belief, excepting as to matters herein alleged upon information and belief and as to those matters they believe to be true.



Harry K. Dean, Jr.



Edward A. Johnson



Thomas Zuniga

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