

NO3000009822

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

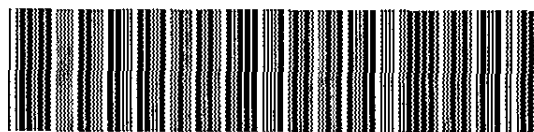
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



300024439163

11/12/03--U1021--U18 **78.75

FILED
03 NOV 12 PM 1:46
STATE
TALLAHASSEE
FLORIDA

RECEIVED
03 NOV 12 AM 9:48
TALLAHASSEE
FLORIDA

02/11/12

CAPITAL CONNECTION, INC.

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

Integration Research

Signature _____

Requested by: SW

11/10

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

☒ 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 _____

**ARTICLES OF INCORPORATION
OF
INTEGRATION RESEARCH, INC.
A FLORIDA CORPORATION NOT FOR PROFIT**

FILED
03 NOV 12 PM 1:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This is a nonprofit corporation, organized solely for general charitable, educational, scientific and artistic purposes pursuant to the Florida Corporations Not For Profit Act set forth in Chapter 617 of the Florida Statutes.

**ARTICLE I
CORPORATE NAME**

The name of the Corporation is:

INTEGRATION RESEARCH, INC.

**ARTICLE II
PRINCIPAL OFFICE**

The initial principal office and mailing address of the Corporation is:

1102 SE 3rd St. #3
Deerfield Beach, FL 33441

**ARTICLE III
DURATION**

The period of duration of this Corporation is perpetual, unless dissolved according to law. Corporate existence shall commence upon the filing of these Articles of Incorporation.

**ARTICLE IV
SPECIFIC AND GENERAL PURPOSES**

The specific and general purposes for which the Corporation is formed are:

(a) To use the Web, and other emerging technologies created by this organization or others, to help publish artists that have either not yet been funneled into the marketing/distributing stovepipes of the established publishing enterprises, or because of the nature of their production will never be, and create alternative marketing/distribution techniques based on the networking paradigms and flattened hierarchies afforded us by said new technology;

(b) To use the Web, and other emerging technologies created by this organization or others, to provide a networking structure for artistic producers and consumers, and to help build synergistic grassroots artistic production and consumption communities for the benefit of all;

(c) To educate art consumers, both explicitly and through the art IR produces itself; and

(d) To operate exclusively in any other manner for such charitable, educational, scientific and artistic purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended.

ARTICLE V MEMBERSHIP

The Corporation may, but need not, admit any person as a member of the Corporation upon such conditions and with such privileges as approved by a resolution of the Board of Directors. Any member so admitted shall have no right to receive notice of, vote in, or otherwise participate in any meeting concerning the operations of the Corporation unless otherwise provided in the Bylaws.

ARTICLE VI REGISTERED OFFICE AND AGENT

The street address and city of the initial registered agent of the Corporation is as follows:

800 Village Square Crossing, #310
Palm Beach Gardens, FL 33410

The name of the registered agent at such address is Terrence N. Freeman II

ARTICLE VII MANAGEMENT OF CORPORATE AFFAIRS

The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of Directors of the Corporation shall be no less than three, and shall otherwise be established and regulated by the Bylaws. Directors of the Corporation shall be elected in the manner provided in the Bylaws.

**ARTICLE VIII
INITIAL DIRECTORS**

The names and addresses of the persons who are to serve as the initial directors are:

<u>NAME</u>	<u>ADDRESS</u>
Daniel Miller	1102 SE 3rd St. #3 Deerfield Beach, FL 33441
Daniel Hughes	6808 Eastridge Drive #14 Dallas, TX 75231
Scott Gravatt	4365 SW 10th Place #104 Deerfield Beach, FL 33442

The Directors named herein as the initial Board of Directors shall hold office until their successors are elected and qualified at the first annual meeting of the Board at which time an election of Directors shall be held.

**ARTICLE IX
AMENDMENT OF ARTICLES**

Amendments to these Articles of Incorporation may be adopted at a meeting of the Board of Directors by a majority vote of the directors then in office.

**ARTICLE X
EARNINGS AND ACTIVITIES OF THE CORPORATION**

(A) No part of the net earnings or assets of the Corporation shall inure to the benefit of, or be distributable 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 as set forth in Article IV hereof.

(B) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise 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.

(C) Notwithstanding any other provision of these articles, this 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 of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under

Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

(D) Notwithstanding any other provision of these articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

ARTICLE XI DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, scientific or artistic purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code, as then in effect, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII AMENDMENT OF BYLAWS

Subject to the limitations contained in the Bylaws and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, the Bylaws of this Corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth in the Bylaws.

ARTICLE XIII INCORPORATOR

The name and address of the Incorporator of this Corporation is as follows:

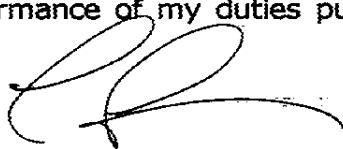
Daniel Miller
1102 SE 3rd St. #3
Deerfield Beach, FL 33441

The undersigned, being the Incorporator of this Corporation, for the purpose of forming this nonprofit Corporation under the laws of the State of Florida, has executed these Articles of Incorporation, this 6 day of November, 2003.


DANIEL MILLER, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated in the above Articles, I hereby agree to act in this capacity and I further agree to comply with the provisions of all the Statutes relative to the proper and complete performance of my duties pursuant to Section 617.0503, Florida Statutes.



TERRENCE N. FREEMAN II, Registered Agent

03 NOV 12 PM 1:44
STATE
TALLAHASSEE, FLORIDA