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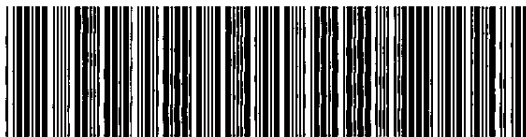
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TALLAHASSEE, FLORIDA

EP 3/20/09

COVER LETTER

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

SUBJECT: ATLANTIC GULF ALLIANCE, 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: FRANK P. RAINER

Name (Printed or typed)

411 EAST COLLEGE AVENUE

Address

TALLAHASSEE, FL 32301

City, State & Zip

(850) 577-6577

Daytime Telephone number

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

**ARTICLES OF INCORPORATION
OF
ATLANTIC GULF ALLIANCE, INC.
(A NOT-FOR-PROFIT FLORIDA CORPORATION)**

THE UNDERSIGNED hereby incorporates a not-for-profit corporation (the "Corporation"), under the laws of the State of Florida, pursuant to Chapter 617, Florida Statutes, and hereby certifies as follows:

ARTICLE I: NAME

The name of the Corporation shall be: Atlantic Gulf Alliance, Inc., a Florida nonprofit corporation

ATLANTIC GULF ALLIANCE

Located at: 5420 West Cypress Street, Tampa, Florida 33607-1706

ARTICLE II: TYPE OF CORPORATION

The Corporation shall be not-for-profit and shall not have any capital stock or stockholders.

ARTICLE III: PURPOSE OF CORPORATION

The nature of the business and the objects and purposes to be transacted, promoted, or carried on by the corporation are as follows:

- a) This corporation is a nonprofit corporation as defined in the Florida Nonprofit Act. The corporation is not formed for pecuniary profit.
- b) This corporation is organized and operated exclusively for charitable purposes within the meaning of Internal Revenue Code Section 501(c)(3).
- c) This corporation is authorized to engage in any lawful activity for which nonprofit corporations may be organized under the laws of the State of

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Florida and shall have all of the powers vested in a nonprofit corporation organized under and existing by virtue of the laws of the State of Florida, consistent with the purposes in Paragraph b above.

ARTICLE IV: LIMITATIONS AND ACTIVITIES

4.1 No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, director or officer of the Corporation or any other private individual, and no member, director or officer of the Corporation, or any other private individual, shall be entitled to receive any assets on the dissolution of the Corporation; provided, however, the Corporation may confer benefits in the form of distributions, in dissolution or otherwise, upon any not-for-profit corporation described in Section 501(c)(3) of the Internal Revenue Code.

4.2 Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE V: DISSOLUTION

5.1 In the event of dissolution or final liquidation of this corporation, the Board of Directors shall, after paying or making provision for the payment of all the lawful debts and liabilities of the corporation, distribute all the assets of the corporation to one or more of the following categories of recipients as the Board of Directors of the corporation shall determine:

- a. A nonprofit organization or organization which may have been created to succeed the corporation as long as such organization or each such organization shall then qualify as a governmental unit under Internal Revenue Code Section 170(c) or as an organization exempt from federal

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income taxation under Internal Revenue Code Section 501(a) as organization described in Internal Revenue Code Section 501(c)(3); and/or

- b. A nonprofit organization or organizations having similar aims and objects as the corporation and which may be selected as an appropriate recipient of such assets, as long as such organization or each of such organizations shall then qualify as a governmental unit under Internal Revenue Code Section 170(c) or as an organization exempt from federal income taxation under Internal Revenue Code Section 501(a) as an organization described in Internal Revenue Code Section 501(c)(3).

ARTICLE VI: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this Corporation in the State of Florida and the Corporation's initial registered agent at that office shall be:

Frank P. Rainer, Esq.
411 East College Avenue
Tallahassee, Florida 32301

ARTICLE VII: INCORPORATOR

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

James M. Freyvogel, President
5420 West Cypress Street
Tampa, Florida 33607-1706

ARTICLE VIII: TERMS OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE IX: MEMBERSHIP

Procedures and qualifications for membership shall be established in a manner provided in the Corporation's By-Laws.

ARTICLE X: BOARD OF DIRECTORS

The affairs of the Corporation are to be managed by the Board of Directors. Each voting member of the Corporation in good standing shall be entitled to designate a

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director to serve on the Board. The method of election and appointment of the directors of the Corporation shall be as set forth in the Corporation's Bylaws.

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ARTICLE XI: OFFICERS

10.1 The officers of the Board shall include the following: a President, Vice-President, Secretary, and Treasurer, or any combination of these officers as decided upon by board resolution. The number of offices may be fixed, increased, or decreased as provided in the Bylaws.

10.2 The officers shall be elected, removed and shall hold office as provided in the Bylaws. Vacancies occurring in the offices by death, resignation, expulsion, or otherwise, shall be filled in the manner prescribed by the Bylaws.

10.3 The officers shall have such powers and responsibilities as provided in the Bylaws.

ARTICLE XII: INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Corporation shall indemnify each Board member and officer of the Corporation, his or her heirs, executors and administrators, from and against all costs and expenses reasonably incurred by or imposed upon him or her in connection with or resulting from any suit, action, or proceeding to which he or she may be made a party by reason of his or her being or having been heretofore or hereafter a Board member or officer of the Corporation, except in relation to matters as to which any such Board Member or officer or former officer is adjudged in such suit, action, or proceeding to be liable for negligence or misconduct in the performance of duty. Such indemnification will not be deemed exclusive of any other right to which such person, his or her heirs,

executors, or administrators may be entitled as a matter of law. Before any costs or expenses are incurred as provided for herein, the Board Members shall be consulted with respect thereto.

ARTICLE XIII: BYLAWS

The Bylaws of the Corporation shall be prescribed and adopted by the initial Board of Directors of the Corporation. The Board of Directors shall have the sole and exclusive power at any time, and from time to time, to make, alter, amend or repeal Bylaws, not inconsistent with these Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of the affairs of the Corporation.

ARTICLE XIV: AMENDMENTS


The Board of Directors may amend the Articles of Incorporation for the conduct of its business and in the carrying out of its purposes as may be deemed necessary from time to time, as provided in the Bylaws.

ARTICLE XV: COMMENCEMENT

This Corporation shall commence its corporate existence upon the filing of these Articles of Incorporation.

THE UNDERSIGNED Incorporator, for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated herein are true.

Dated: March 4, 2009

By: 
James M. Freyvogel

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**CERTIFICATE OF 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 48.091, Florida Statutes, the following is submitted:

The Atlantic Gulf Alliance desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Tampa, State of Florida, has named Frank P. Rainer, Esq, located at 411 East College Avenue, Tallahassee, Florida, 32301, as its agent to accept services of process within Florida.

Atlantic Gulf Alliance, Inc.

By: 
Corporate Officer: James M. Freyvogel, President

Date: March 4, 2009

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

Sternstein, Rainer & Clarke, P.A.

By: 
Frank P. Rainer, Esq.

Title: President

Date: March 11, 2009

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF TAMPA

I HEREBY CERTIFY that the foregoing instrument was acknowledged before me
this 4th day of March, 2009, by James M. Freyvogel, who is
personally known to me ☒ or who has produced _____ as identification and who
did/did not take an oath.



SUSAN A. MESKO
MY COMMISSION # DD 758328
EXPIRES: May 10, 2012
Bonded Thru Budget Notary Services

Susan A. Mesko

Notary Public
State of Florida
County of Hillsborough

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