

Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION

ACE OPPORTUNITIES, INC.

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ARTICLES OF INCORPORATION

OF

ACE OPPORTUNITIES, INC.

**A Corporation Not-For-Profit
Under the Laws of Florida**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, desiring to form a corporation not-for-profit under the laws of the State of Florida, Chapter 617, do hereby certify as follows:

ARTICLE 1 - Name

The name of the corporation shall be ACE OPPORTUNITIES, INC., and it is to be located at 7699 Aralia Way, Largo, Florida 33777.

ARTICLE 2 - Purpose

The general purpose of the corporation shall be to operate exclusively for charitable, educational, religious or scientific purposes as said terms are defined within Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, as well as any other exempt purposes described in Section 501(c)(3) of the Internal Revenue Code of 1954, as amended.

ARTICLE 3 - General Scope of Activity

The corporation shall be a corporation not-for-profit, and no part of the income is distributable to its members, directors, or officers. The corporation is organized and shall be operated exclusively for the above-described purposes, no part of the net earnings of which shall inure to the benefit of any private individual, no substantial part of the activities of which shall be carrying on propaganda, or otherwise attempting to influence legislation,

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and which does not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these articles, this corporation will not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, as amended.

ARTICLE 4 - Membership

The qualifications of members and the manner of their admission shall be determined from time to time as needed or required by the Board of Directors in accordance with the By-Laws, these Articles of Incorporation, and with any applicable laws of the State of Florida or the United States of America, upon an applicant submitting an application and dues for membership and approval by the Board of Directors.

ARTICLE 5 - Term

This corporation shall have perpetual existence.

ARTICLE 6 - Incorporator

The name and residence of the incorporator is as follows:

| NAME | ADDRESS |
|-------------|---|
| Frank Seidl | 7699 Aralia Way Largo, Florida 33777 |

The incorporator hereto is over the age of eighteen (18) years and is a resident of the State of Florida.

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ARTICLE 7 - Board of Directors

The Board of Directors shall consist of not less than three (3) nor more than fifteen (15) persons, elected by the membership at the annual membership meeting. The initial members of the Board of Directors, who shall serve until the first annual meeting of the membership shall be:

| NAME | ADDRESS |
|--------------|---|
| Frank Seidl | 7699 Aralia Way Largo, Florida 33777 |
| Robert Cizek | 3244 Watson's Bend Alpharetta, GA 30004 |
| Andrew Marr | 8620 Sweet Magnolia Place Largo, Florida 33777 |

ARTICLE 8 - Officers

The corporation shall be managed by a President, a Vice President, a Secretary and a Treasurer.

The following person shall serve as its initial President Secretary & Treasure until the organizational meeting of the Board of Directors:

Frank Seidl President, Secretary & Treasurer

The duties of each Officer shall be determined from time to time by the By-Laws and by the Board of Directors.

ARTICLE 9 - Address

The street address of the initial registered office of the Corporation in the State of Florida shall be:

311 South Missouri Avenue
Clearwater, Florida 33756

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and the name of its initial Registered Agent at such address is:

Gary W. Lyons

This corporation may have and establish offices, conduct business and promote its objectives within any part of the State of Florida, or in any state, District of Columbia, and Territories and colonies of the United States and in foreign countries, as the Directors may designate.

ARTICLE 10 By-Laws

The initial By-Laws of the corporation shall be established and adopted by the corporation by unanimous agreement of the corporation's first Board of Directors. Thereafter, the By-Laws of the corporation are to be made, altered or rescinded by a two-thirds (2/3) majority of the Board of Directors, subject to the approval of a majority of the membership present and voting at a duly called meeting of the membership.

The By-Laws of the corporation, among other matters, shall set forth the requirements for membership, and the requirement for a meeting of the membership of the corporation to conduct such business as is necessary to be conducted in a meeting of the membership of the corporation. The Secretary of the corporation shall maintain a current roster of all members.

ARTICLE 11 - Amendments

Amendments to these Articles of Incorporation shall be adopted by a two-thirds (2/3) majority of the Board of Directors, subject to the approval of a majority of the membership present and voting at a duly called meeting of the membership; PROVIDED HOWEVER, that the amendment is filed with the Department of State, approved by it, and all filing fees are paid.

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ARTICLE 12 - Corporate Powers

This corporation is to have the power to do any and all things necessary or expedient for carrying out the purposes of the corporation and to possess all rights, privileges and immunities, and enjoy all the benefits granted to corporations not-for-profit under the laws of the State of Florida, including but not limited to the following powers:

- (1) Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.
- (2) Adopt and use a common corporate seal and alter the same; PROVIDED HOWEVER, that such seal shall always contain the words "corporation not-for-profit".
- (3) Elect or appoint such Officers and agents as its affairs shall require and allow them reasonable compensation for their services.
- (4) Adopt, change, amend and repeal By-Laws, not inconsistent with law or its Articles of Incorporation, for the administration of the affairs of the corporation and the exercise of its corporate powers.
- (5) Increase, by a vote of its members cast as the By-Laws may direct, the number of its Directors, managers or trustees so that the number shall not be less than three (3) but may be any number in excess thereof.
- (6) Make contracts and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises or income.
- (7) Purchase, take, receive, lease, take by gift, devise or bequest, or otherwise buy, acquire, own, hold, improve, use or otherwise deal in and with real or personal property, or any interest therein, wherever situated.
- (8) Acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses and other rights or interests thereunder or therein.
- (9) Sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets.

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- (10) Make donations for the public welfare or for religious, charitable, scientific, educational or other similar purpose.
- (11) Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized.
- (12) Merge and consolidate with other corporations not-for-profit, domestic and foreign, provided that the surviving corporation is a corporation not-for-profit and exempt under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended.
- (13) Conduct its affairs, carry on its operations, and have offices and exercise the powers granted by this part in any state, territory, district, or possession of the United States of any foreign country.
- (14) Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of an otherwise use and deal in and with, shares and other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not-for-profit, associations, partnerships or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district, municipality, or of any instrumentality thereof.
- (15) Lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

ARTICLE 13 - Limitations on Corporate Powers

Notwithstanding any provisions of these Articles of Incorporation to the contrary, or any provision of state or federal law not inconsistent herewith, the following shall be controlling restrictions upon the corporation:

- (1) The corporation shall not exercise any power, right, privilege or immunity, except in furtherance of an exempt purpose as defined in the relevant statutes of the Internal Revenue Code.
- (2) The corporation shall not exercise any power, right, privilege or immunity, that would constitute the carrying on of a trade or business for profit within the meaning of the relevant statutes of the Internal Revenue Code.

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- (3) The corporation shall not have nor issue shares of stock. No dividends shall be paid, and no part of the income of the corporation shall be distributed to its members, Directors or officers, PROVIDED HOWEVER, that the corporation may pay compensation in a reasonable amount to its members, Directors and Officers for services rendered, and may confer benefits upon its members in conformity with its purposes.
- (4) If at any time the corporation is deemed to be a private foundation as defined in Internal Revenue Code Section 509(a), the following restrictions shall apply:
 - (a) The corporation shall not engage in any act of "self dealing" as defined in Internal Revenue Code Section 4941(d), which would give rise to any liability for the tax imposed by Internal Revenue Code Section 4941(a);
 - (b) Retain any "excess business holdings", as defined in Internal Revenue Code Section 4943(c) which would give rise to any liability for the tax imposed by Internal Revenue Code Section 4943(a);
 - (c) Make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Internal Revenue Code Section 4944, so as to give rise to any liability for the tax imposed by Internal Revenue Code Section 4944(a);
 - (d) Make any "taxable expenditures" as defined in Internal Revenue Code Section 4945(d), which would give rise to any liability for the tax imposed by Internal Revenue Code Section 4945(a); and
 - (e) Distribute, for the purposes specified in its Articles of Incorporation, for each taxable year, amounts at least sufficient to avoid liability for the tax imposed by Internal Revenue Code Section 4942(a).

ARTICLE 14 - Distribution on Dissolution or Liquidation

In the event of the liquidation or dissolution of the corporation, whether voluntary or involuntary, no Officer, Director or member shall be entitled to any distribution or division of its remaining property or to its proceeds, and the residual assets of the corporation from any source, after the payment of all debts and obligations of the corporation, shall be used

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or distributed, subject to the Order of any Court of competent jurisdiction, exclusively for purposes within the intendment of Internal Revenue Code Sections 501(c)(3) and 170(c)(2) and the regulations thereunder as the same now exist or as they may be hereafter amended from time to time, to one or more organizations which are exempt as organizations described in said Sections 501(c)(3) with purposes consistent with the purposes of this corporation as set forth in Article II herein.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 27th day of July, 2009.

Frank Seidl
FRANK SEIDL, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named Corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated this 27th day of July, 2009.

Gary W. Lyons
GARY W. LYONS, as Registered Agent

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