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CÖVER LETTER

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

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SUBJECT:	IICE, INC		·	
	(PROPOSED CORPORATE	E NAME – <u>MUST INCLUI</u>	<u>DE SUFFIX</u>)	
				•
Enclosed is an original a	nd one (1) copy of the Artic	les of Incorporation and	a check for :]
570.00 Filing Fee	S78.75 Filing Fee & Certificate of Status	S78.75 Filing Fee & Certified Copy	S87.50 Filing Fee, Certified Copy & Certificate	
		ADDITIONAL CO	PY REQUIRED]
FROM:	CHR15 Name (Prir	FULTEN	- ,	
	2117 BAY	an DRIVE		
	HCLIDAN C.	FL 3469 ate & Zip	<u>)</u>	• • •
· · ·	727.51 Daytime Tele	4.6971 ephone number	- ,	· · ·
· É	FULLTEE	PMSN-CO	∧ ōn)	
NOTI	S: Please provide the orig	inal and one copy of t	he articles.	-

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ARTICLES OF INCORPORATION of Ni-iCE, Inc.

The undersigned hereby makes, subscribes, acknowledges, and files with the Secretary of State of the State of Florida these articles of incorporation for the purpose of forming a corporation not-for-profit in accordance with the laws of the State of Florida.

ARTICLE I Name

The name of this corporation shall be: Ni-iCE, Inc.

ARTICLE II Term of Existence and Fiscal Year

This corporation shall begin existence on the date of filing of these articles with the Secretary of State of the state of Florida, and shall have perpetual existence thereafter. This corporation shall have a fiscal year beginning January 1st of each year.

ARTICLE III Purdose

The Corporation is founded upon the principle or altruism. In accordance with this principle, all net proceeds from corporate sales, and any other corporate revenue, after payment of the costs and expenses of the operation of the corporation, shall be designated for charitable purposes as determined by the Board of Directors, but to initially include All Children's Hospital in St. Petersburg, Florida.

ARTICLE IV Powers

This corporation shall have all powers conferred by the laws of the state of Florida on corporations.

ARTICLE V Initial Registered Office and Agent

The name and street address of the initial registered agent of this corporation is CHRIS FULTON, 2117 Bayou Drive, Holiday, Florida 34691.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Chris Fulton

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ARTICLE VI Principal Place of Business

The principal place of business of the corporation shall be located at 2117 Bayou Drive, Holiday, Florida 34691 with any other place of business as may be determined and fixed by the board of directors from time to time. The initial mailing address of the business shall be P.O. Box 1967, tarpon Springs, Florida 34688-1967 with any other mailing address as may be determined and fixed by the board of directors from time to time.

ARTICLE VII Directors & Manner of Appointment

This corporation shall initially have five (5) directors. The number of directors may be increased or decreased from time to time by the members, provided that the corporation shall always have at least three (3) directors. Directors shall be elected to the Board by the Members of the corporation by a simple majority of a quorum. Directors may be removed at any time by the members by a simple majority vote of a quorum of the members with or without cause.

ARTICLE VIII Officers

The names and post office addresses of the officers of the corporation, who, subject to the provisions of the bylaws and the laws of the state of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and gualified, are as follows:

Office

Name and Post Office Address

President/Secretary

CHRIS FULTON, 2117 Bayou Drive, Holiday, Florida 34691

ARTICLE IX Initial Directors

The name and street addresses of the initial directors of this corporation, who, subject to the provisions of the bylaws and laws of the state of Florida, shall hold office for the first year of the corporation's existence, or until successors are elected and qualified, are:

Jeff Grant	2 Hunter Hill Road, Ballston Lake, New York 12019
Paul Greene	10 Eichybush Road, Kinderhook, New York 12106
Dean Robbins III	212 Oxford Way, Niskayuna, New York 12309
Bill Seward	22 Berkshire Drive West, Clifton Park New York 12065
Dan Woodfield	2 Flameflower Court, Trinity, Florida 34655

ARTICLE X Bylaws

(a) The power to adopt bylaws for this corporation, to alter, amend, or repeal said bylaws, and to adopt new bylaws shall be vested in the board of directors of this corporation.

(b) The bylaws of this corporation shall be for the government of the corporation and may contain any

provisions or requirements for the management or conduct of the affairs and business of the corporation, provided the same are not inconsistent with the provisions of the state of Florida or of the United States.

ARTICLE XI

Amendment

These articles of incorporation may be amended at any time by a vote of the majority of a quorum of the Board of Directors.

ARTICLE XII Incorporator

The name and post office address of the incorporator of this corporation is CHRIS FULTON, 2117 Bayou Drive, Holiday, Florida 34691

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on the $3/2^{-10}$ day of $\sqrt{2009}$ 2009

CHRIS FULTON (Incorporator)

CHRIS/FULTON (Incorporato 2117 Bayou Drive Holiday, Florida 34691

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