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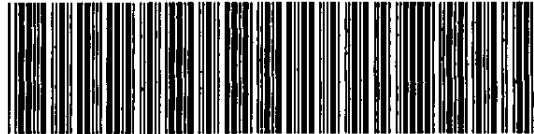
(Business Entity Name)

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FAIRBANKS & MCGILLIN, P.L.
ATTORNEYS AND COUNSELORS AT LAW

March 12, 2010

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

Re: Incorporation of TMACET, Inc.

Dear Sir/Madam:

I am enclosing the original Articles of Incorporation of TMACET, Inc. for filing in your records.

Also enclosed is my firm's trust check in the amount of \$87.50, made payable to the Department of State, representing your filing fee of \$35.00, the Designation of Registered Agent fee of \$35.00, and the certified copy and certificate of status fees of \$17.50.

Please send the Certificate of Status and the Certified Copy to my office.

Very truly yours,

Randal C. Fairbanks
For the Firm

RCF:jco
Enclosures
cc: Todd C. Martin

COVER LETTER

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

SUBJECT: TMACET, 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: RANDAL C. FAIRBANKS, ESQ.
Name (Printed or typed)

113 NATURE WALK PKWY., SUITE 103
Address

ST. AUGUSTINE, FL 32092
City, State & Zip

(904) 687-1140
Daytime Telephone number

E-mail address: (to be used for future annual report notification)

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

**ARTICLES OF INCORPORATION
TMACET, INC.**

ARTICLE I NAME

The name of the corporation shall be: TMACET, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: C/O Todd C. Martin, 156 Coach Lamp Way, Ponte Vedra Beach, Florida 32082.

ARTICLE III PURPOSE

The purpose for which the corporation is organized is: The corporation is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV LIMITATION ON EARNING AND DISTRIBUTIONS

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 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 this Article. 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V 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, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction 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.

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ARTICLE VI MANNER OF ELECTION

The initial Directors shall be elected in accordance with By-Laws.

ARTICLE VII INITIAL DIRECTORS

The names and addresses of the initial directors are as follows:

Director: Rick Ferman, 387 Wire Mill Road, Stamford, CT 06903

Director: Ted Fischer, 321 Cedar Avenue, Barrington, RI 02806

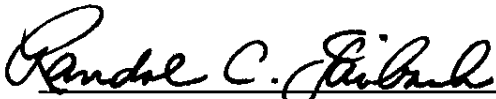
Director: Todd C. Martin, 156 Coach Lamp Way, Ponte Vedra Beach, FL 32082

ARTICLE VIII INITIAL REGISTERED AGENT AND STREET ADDRESS

Randal C. Fairbanks, 113 Nature Walk Parkway, Suite 103, St. Augustine, FL 32092

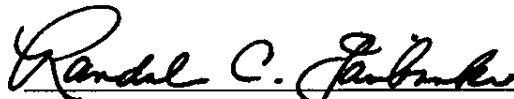
ARTICLE IX INCORPORATOR

The **name and address** of the *Incorporator* is: Randal C. Fairbanks, Esq. 113 Nature Walk Pkwy, Suite 103, St. Augustine, FL 32092



Randal C. Fairbanks, Esq.
Signature/Incorporator
Date: 3-12-10

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.



Randal C. Fairbanks
Signature/Registered Agent
Date: 3-12-10

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