

N100000011032

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H10000254413 3)))



H100002544133ABCU

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850)617-6381

From: Account Name : GRAYROBINSON, P.A. - ORLANDO
Account Number : I20010000078
Phone : (407)843-8880
Fax Number : (407)244-5690

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: wweinberg@leadershipseminole.org
wayne.weinberg@gmail.com

FLORIDA PROFIT/NON PROFIT CORPORATION
FLORIDA FIRST ROBOTICS EDUCATION FOUNDATION, INC.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10 NOV 24 PM 1:56

RECEIVED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2010 NOV 24 AM 10:44

FILED

Electronic Filing Menu

Corporate Filing Menu

Help

J. Shivers NOV 29 2010

H10000254413 3

2010 NOV 24 AM 10:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

**ARTICLES OF INCORPORATION
OF
FLORIDA FIRST ROBOTICS EDUCATION FOUNDATION, INC.**

The undersigned hereby forms a corporation not for profit under Chapter 617 of the Florida Statutes, and, for these purposes, does hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be FLORIDA FIRST ROBOTICS EDUCATION FOUNDATION, INC. (the "corporation"), a Florida not for profit corporation.

ARTICLE II - PURPOSES

The purposes for which this corporation is organized shall be limited to those which promote the education of Florida's youth by motivating and inspiring young people to have an appreciation of science, technology, robotics, mathematics and engineering and to pursue career opportunities in these fields, for the benefit of the technology and scientific community.

The corporation will support Florida's economic development by encouraging and promoting participation in science, technology, robotics, mathematics and engineering for the benefit of Florida's technology and scientific community. The corporation will design accessible, innovative mentor-based programs to help young people build science, engineering, robotics and technology skills, inspire innovation, and foster well-rounded life capabilities including self-confidence, communication and leadership.

In no event shall this corporation engage in any activity which would be contrary to the purposes and activities: (1) permitted to be engaged in by any organization the activities of which are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986; or (2) of a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

The corporation shall not engage, nor shall any of its funds, property, or income be used for: (i) carrying on propaganda or otherwise attempting to influence legislation, (ii) participating in or intervening in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, or (iii) engaging in subversive activities. Further, (i) no part of the net earnings of the corporation shall inure to the benefit of any officer or director of the corporation or other individual; (ii) the income of the corporation for each taxable year must be distributed at such time and in such manner so as not to subject the corporation to the tax imposed by Section 4942 of the Code; (iii) the corporation shall not engage in any act of self dealing (as defined in Section 4941(d) of the Code), retain any excess business holdings (as defined in Section 4943(c) of the Code), make any investment in such a manner so as to subject the corporation to taxation

H10000254413 3

H10000254413 3

under Section 4944 of the Code, or make any taxable expenditure (as defined in Section 4945(d) of the Code), and (iv) the corporation shall not conduct its business or affairs in such a manner as to discriminate against any person on the basis of race, color, religion, sex, or age.

The corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

No compensation shall be paid to any officer, director, trustee, creator or organizer of the corporation or substantial contributor to it except as a reasonable allowance for services actually rendered to or for the corporation.

The corporation is organized to serve public interests. Accordingly, it shall not be operated for the benefit of private interests.

ARTICLE III - POWERS

The corporation shall have all the powers granted to not for profit corporations under the laws of the State of Florida which are necessary or convenient to effect any and all purposes for which the corporation is organized. Subject to any applicable limitations, the corporation shall have the power to receive, accept, use, hold, manage, and dispose of all types of real and personal property given, transferred, devised, or bequeathed to it, in trust or otherwise, for the purposes described above and for any purposes incidental thereto. In no event, however, shall the corporation have or exercise any power which would cause it not to qualify as a tax-exempt organization under Section 501(c)(3) or Section 170 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder; nor shall the corporation engage directly or indirectly in any activity which would cause the loss of such qualification. No part of the assets or the net earnings, current or accumulated, of the corporation shall inure to the benefit of any private individual.

ARTICLE IV - MEMBERS

This Corporation shall have no Members.

ARTICLE V - TERM OF EXISTENCE

The corporation shall have perpetual existence, commencing on the filing of these Articles with the Florida Department of State.

ARTICLE VI - DIRECTORS AND OFFICERS

The affairs of the corporation shall be managed by the Board of Directors consisting of not less than three (3) persons. The number of directors and the manner of their election shall be set forth in the Bylaws of this corporation.

H10000254413 3

H10000254413 3

The officers of the corporation shall consist of a Chair, Vice Chair, Secretary and Treasurer and such other officers as provided in the Bylaws. Each officer shall serve for a term of one (1) year, beginning the 1st day of the month immediately following his election by a majority of the Board of Directors at the annual meeting of the Board of Directors. Officers may be re-elected to serve subsequent terms. In the event of a vacancy on the Board of Directors or in any office for any reason, the Board of Directors shall fill such vacancy for the unexpired term.

ARTICLE VII - FIRST BOARD OF DIRECTORS

The number of persons constituting the first Board of Directors shall be four (4), and the names and addresses of the persons who are to serve as directors until the first election under these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Wayne Weinberg	1055 AAA Drive, Suite 153 Heathrow, Florida 32746
Erik Halleus	1055 AAA Drive, Suite 153 Heathrow, Florida 32746
Kathleen Harer	1055 AAA Drive, Suite 153 Heathrow, Florida 32746
Chris Fairey	1055 AAA Drive, Suite 153 Heathrow, Florida 32746

The number of directors shall be fixed in the Bylaws of this corporation. Directors shall be elected as provided in the Bylaws of this corporation.

ARTICLE VIII - NAMES OF OFFICERS

The names of the initial officers who are to serve until the first election under the Articles of Incorporation are as follows:

<u>Name</u>	<u>Office</u>
Wayne Weinberg	Chair
Erik Halleus	Vice Chair
Kathleen Harer	Secretary
Chris Fairey	Treasurer

H10000254413 3

ARTICLE IX - BYLAWS

The Bylaws of the corporation shall be adopted, altered, amended and rescinded by a majority vote of the Board of Directors at a meeting of the Directors duly called and held in accordance with the Bylaws.

ARTICLE X - AMENDMENTS TO THE ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by the Board of Directors, by majority vote, at a meeting of the Directors duly called and held in accordance with the Bylaws.

ARTICLE XI - DISSOLUTION

Upon the liquidation or dissolution of the corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the corporation, shall be distributed as determined by the Board of Directors for one or more exempt purposes to, and only to, (i) any one or more organizations qualified as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder, or (ii) the federal government or to a state or local government for public purposes. Any such assets not so disposed of shall be distributed by the Circuit Court of the county in which the principal office of the corporation is located, exclusively for the purposes described herein, to such organization or organizations as said Court shall determine. No part of the assets or the net earnings, current or accumulated, of the corporation shall inure to the benefit of a private individual.

ARTICLE XII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be:

301 E. Pine St., Ste. 1400
Orlando, FL 32801

The name of the initial registered agent of this corporation shall be:

William A. Boyles, Esq.

ARTICLE XIII - CORPORATION'S PRINCIPAL OFFICE
AND MAILING ADDRESS

The principal office and mailing address of this corporation shall be:

1055 AAA Drive, Suite 153
Heathrow, Florida 32746

H10000254413 3

H10000254413 3

ARTICLE XIV - INCORPORATOR

The following is the name and street address of the incorporator signing these Articles:

William A. Boyles, Esq.
301 E. Pine St., Ste. 1400
Orlando, Florida 32801

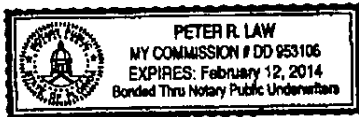
IN WITNESS WHEREOF, I have set my hand and seal this 24th day of November, 2010.

William A. Boyles
William A. Boyles, Esq.

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing Articles of Incorporation were acknowledged before me this 24th day of November, 2010, by William A. Boyles, Esq., who is personally known to me or who produced a Florida driver's license as identification and who did not take an oath.

(Affix Notary Seal)



Peter R. Law
NOTARY PUBLIC, State of Florida
Print Name: Peter R. Law
My commission expires: 2/12/14

2010 NOV 24 AM 10:44
SECRETARY OF STATE
ALLAHASSEE FLORIDA

FILED

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

The undersigned, having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in the foregoing Articles of Incorporation, hereby accepts this appointment as such Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties. The undersigned further certifies that the undersigned is familiar with and accepts the obligations of such position as Registered Agent.

William A. Boyles
William A. Boyles, Esq.

H10000254413 3