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TALLAHASSEE, FLORIDA

✓ 08/15/12

Donald Musilli
1141 Arbroid Drive
Englewood, FL 34223
donmusilli@gmail.com

August 8, 2012

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

**RE: Englewood Incubation Center, Inc.
Articles of Incorporation of Domestic Nonprofit Corporation**

Dear Secretary:

Please find enclosed with this letter the original and two (2) copies of the Articles of Incorporation for Englewood Incubation Center, Inc., a domestic, nonprofit corporation. In accordance with the Department's prescribed fees for filing and issuing certificates, this letter also includes one cashier's check remitted in the amount of \$87.50.

Please process the enclosed Articles of Incorporation at your earliest convenience and return one certified copy and one certificate of status to the address provided above.

Sincerely yours,

Donald Musilli

Encl. (2): Articles of Incorporation of Englewood Incubation Center, Inc. (1 original; 2 copies)
Cashier's check payable to the Department of State in the amount of \$87.50

Executed Version

**ARTICLES OF INCORPORATION
OF
ENGLEWOOD INCUBATION CENTER, INC.**

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STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a not-for-profit corporation pursuant to Chapter 617 of the Florida Statutes, as amended, and being the sole incorporator thereof, does hereby certify and adopt the following Articles of Incorporation:

**ARTICLE ONE
Name of Corporation**

The name of this corporation is **Englewood Incubation Center, Inc.** (the "Corporation").

**ARTICLE TWO
Location of Principal Office**

The place in Florida where the Corporation is to be located, and its principal place of business there transacted and mail received shall be 1390 Old Englewood Road Englewood, Florida 34223.

**ARTICLE THREE
Registered Agent & Registered Office**

The street address of the initial Registered Office of the Corporation shall be 1390 Old Englewood Road Englewood, Florida 34223. The name of the initial Registered Agent of the Corporation shall be DONALD MUSILLI, an individual residing in the state of Florida.

**ARTICLE FOUR
Purpose of Corporation**

The Corporation is organized and shall at all times be a nonprofit corporation and operated for any lawful purpose, including the following:

(1) To engage in any lawful act or activity for which corporations not for profit may be formed under Chapter 617, and any amendments thereto, of the Florida Statutes, and to exercise any powers or rights now or hereinafter conferred on nonprofit corporations under the laws of the state of Florida, which are in furtherance of any of the purposes for which the Corporation is formed;

(2) To engage exclusively in charitable, scientific, and educational purposes, including, but not limited to, 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 tax code; and

(3) To promote the advancement of regional economic and business development and to provide a vehicle for such advancement primarily through the education and mentoring of entrepreneurs and business owners and the facilitation of industrial, commercial, and research-driven development.

ARTICLE FIVE

No Inurement

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to, its Members, Directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and goods acquired and to make payments and distributions in furtherance of the purposes set forth in Article Four hereof.

ARTICLE SIX

Certain Restrictions on Activities

(1) No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by section 501(h) of the Internal Revenue Code, or the corresponding section of any future tax code); nor shall the Corporation, in any manner or to any extent, 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.

(2) The Corporation shall neither have, nor exercise, any power, nor shall it engage directly or indirectly in any activity 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 tax code, or (b) by a company, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future tax code.

ARTICLE SEVEN

Dissolution

(1) Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all assets of the Corporation exclusively for one or more purposes of the Corporation, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code, in such manner as the Directors shall determine.

(2) Any assets not disposed of shall be disposed of by a court of competent jurisdiction in 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.

ARTICLE EIGHT

Bylaws

(1) The Bylaws of the Corporation, once adopted by the Board of Directors, may only be amended as provided therein.

(2) No provision in the Bylaws, nor any amendment thereto, shall conflict with these Articles of Incorporation, and to the extent of such conflict, the provisions of these Articles of Incorporation shall fully control.

ARTICLE NINE

Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors, determined in accordance with the Bylaws and in the manner provided by the Bylaws, except that the incorporator shall appoint the initial Directors of the Corporation, whose names and addresses are as follows:

| | |
|-------------------------|---|
| Elaine Miller | 300 West Dearborn Street Englewood, FL 34223 |
| Donald Musilli | 1141 Arbroid Drive Englewood, FL 34223 |
| Lee Allen Perron | 320 O Day Drive Englewood, FL 34223 |
| Jennifer Monaghan Perry | 2109 Albren Street North Port, FL 34286 |

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ARTICLE TEN

Incorporator

The name and address of the sole incorporator of the Corporation is DONALD MUSILLI, 1141 Arbroid Drive Englewood, Florida 34223.

ARTICLE ELEVEN

Membership

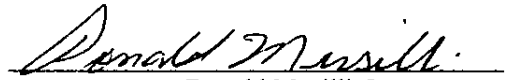
Membership in the Corporation shall be provided for and governed by the Bylaws.

Executed Version

ARTICLE TWELVE
Amendment

These Articles of Incorporation may be amended as follows: (a) only by the affirmative vote of a majority of the total votes eligible to be cast by the Directors or by the Members, if permitted in the Bylaws, in attendance at any annual meeting or at a special meeting called for that purpose, approving the amendments or the restatement of the articles as amended; (b) upon written action by the Board of Directors approving such amendments or the restatement of the articles as amended; and (c) upon the filing of such amendment or such amended and restated articles with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned, being the sole incorporator of the Corporation, has executed this instrument on this 8 day of AUGUST, 2012.


Donald Musilli, Incorporator

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STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION AND
ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT**

Pursuant to the provisions of Florida Statutes Section 617.0501, the undersigned corporation organized under the not for profit corporation laws of the state of Florida does hereby submit the following statement in designating the Registered Office and Registered Agent of the Corporation in the state of Florida.

1. The name of the Corporation is: ENGLEWOOD INCUBATION CENTER, INC.
2. The name and street address of the Registered Agent and Registered Office of the Corporation are: DONALD MUSILLI, 1390 Old Englewood Road Englewood, Florida 34223.

I, the undersigned person, having been named as registered agent to accept service of process for the above-stated corporation at the place designated in this certificate, hereby accept the appointment as registered agent for said Corporation and agree to act in such capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: AUGUST 8, 2012


Donald Musilli, Registered Agent

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TALLAHASSEE, FLORIDA