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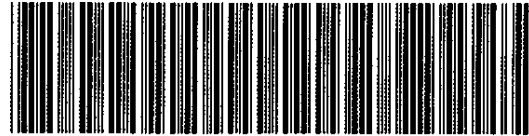
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1/H

Kim C. Brown
Attorney at Law

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33908

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November 8, 2013

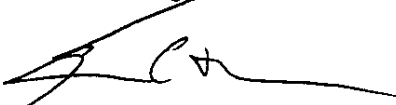
Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: Fusion Pointe, Inc.

Dear Sir or Madame:

Enclosed please find the Articles of Incorporation for Fusion Pointe, Inc a not for profit corporation for filing. Also enclosed is my check for \$78.75 to cover the filing costs; registered agent fee and a certified copy. A self addressed stamped envelope is also provided. Please give me a call if there are any issues or concerns.

Best regards,



Kim C. Brown
Attorney at Law
FL Bar # 0310387

**ARTICLES OF INCORPORATION
OF
FUSION POINTE, INC.
a not for profit corporation**

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Pursuant to the provisions of Section 617.1002, Florida Statutes, the undersigned Incorporator hereby adopts the following Articles of Incorporation:

**Article I
Name**

The name of the corporation shall be FUSION POINTE, Inc. (the "Corporation").

**Article II
Term**

The term of the Corporation shall be perpetual. In the event the Corporation is dissolved after the payment of all debts and expenses, the assets of the Corporation shall be distributed to one or more properly incorporated not for profit 501(c)(3) organizations which share the goals and objectives of the Corporation, such organization to be determined by the board of directors of the Corporation.

**Article III
Initial Principal Place of Business and
Mailing Address**

The address of the initial principal place of business of the Corporation shall be 3003 Tamiami Trail N, Suite 410, Naples FL 34103 and the mailing address is 3003 Tamiami Trail N, Suite 410, Naples FL 34103

**Article IV
Purposes, Property and Powers**

The Corporation is organized and shall be operated exclusively as a charity organized for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). The Corporation shall have all corporate powers of a not-for-profit corporation organized under Chapter 617, Florida Statutes and not prohibited under Section 501(c)(3) of the Code or any regulations promulgated hereunder.

The Corporation is organized and shall be operated exclusively for charitable and educational purposes, including for such purposes as combating community deterioration and lessening the burden of government by developing and maintaining programs and activities directed at:

1. Encouraging the creation of new employment opportunities for unemployed residents of the Southwest Florida by providing managerial and technical assistance and seed funding to aid the development and expansion of small businesses engaged in activities which have a high potential for providing employment opportunities and thereby contributing to the alleviation of economic distress in these areas;
2. Conducting activities to supplement State and Local economic and job development programs directed at encouraging the initiation, expansion, growth, and maturation of small businesses with a potential for providing enhanced employment opportunities and thereby contributing to economic revitalization of Southwest Florida which have experienced economic decline and community deterioration;
3. Providing education, information, advice, and technical assistance to individuals and small businesses concerning the development and operation of small businesses for the purpose of encouraging the initiation, expansion, growth, and maturation of both new and existing small business which can provide employment opportunities and thereby aid in alleviating unemployment, community deterioration, and economic distress in Southwest Florida;
4. Supporting the community revitalization, elimination of blight, and creation of jobs in other geographic areas experiencing economic decline, community deterioration, or joblessness by deploying the Corporation's expertise in connection with economic development programs conducted by or for such geographic areas;
5. Supporting the education of, and exchange of information by, members of the public interested in entrepreneurship and small business creation and growth by establishing and operating internet-based tools available to the public as information forums or information exchanges; and
6. Assisting women and minority owned businesses to expand, grow, and mature and providing advice and counsel to such businesses, thereby supporting the creation, maintenance, and growth of employment opportunities in the Southwest Florida and, through such assistance programs, reversing community deterioration and economic distress in such areas.

No substantial part of the activities of the Corporation shall consist of attempting to influence legislation or participating in any political campaign or otherwise engage in any activities that are unlawful under Federal, State or Local law or otherwise inconsistent with the Corporation's purpose to operate within the limits of Section 501(C)(3) of the Internal Revenue Code.

The Board of Directors and members of the Corporation shall have no vested right, interest or privilege of, in or to the assets, functions, affairs or contracts of the Corporation, and the Board of Directors and members shall not have any such right, privilege, or interest which may be transferable or inheritable, or which shall continue when membership ceases. Title to all property of the Corporation shall be held in the name of the Corporation or as otherwise may be provided pursuant to the authority of the bylaws of the Corporation. Any gift, bequest, devise or

donation of any kind whatsoever to the Corporation, its Board of Directors or members shall be deemed to vest title in the Corporation. No part of the earnings of the Corporation shall inure to the benefit of any member, director or officer of the Corporation or any other private person. Upon the dissolution of the Corporation, all of its assets, after the satisfaction of its liabilities or adequate provision therefore, shall be distributed to an organization exempt from taxation under Section 501(c)(3) of the Code.

The Corporation shall have all powers conferred upon not-for-profit corporations organized under Chapter 617 of the Florida Statutes and any successor provisions thereto now enacted or hereafter amended but shall exercise such powers only in fulfillment of its above-stated purposes.

Article V

Members

The membership of the Corporation and the voting rights, if any, of the members shall be as provided in the bylaws of the Corporation.

Article VI

Compensation

No director or officer of the Corporation shall receive compensation directly or indirectly for service as a director or officer of the Corporation.

Article VII

Officers and Directors

The number of members of the board of directors may be increased or decreased from time to time in accordance with the bylaws adopted by the Corporation, but shall never be less than three (3) directors. The officers shall be a President, Vice President, Secretary and Treasurer. The powers, duties, number, qualifications, terms of office, manner of election, and time and criteria for removal of directors and officers shall be as set forth in the bylaws of the Corporation..

The initial Officers and Directors are:

Steve Walling Chairmen, President, Director
3003 Tamiami Tr. N
Suite 410
Naples, FL 34103

Scott Relf, Vice President, Director
3003 Tamiami Tr. N
Suite 410
Naples, FL 34103

James Talano. Secretary, Director
3003 Tamiami Tr. N

Suite 410
Naples, FL 34103

Kim Brown, Treasurer, Director
6802 Griffin Blvd
Ft Myers, FL 33908

Timothy J. Cartwright
3003 Tamiami Trail N.
Suite 410
Naples, FL 34103

Article VIII Incorporator

The name and address of the incorporator of the Corporation is as follows:
Kim C. Brown, 6802 Griffin Blvd, Ft Myers, FL 33908.


Article IX Registered Officer and Agent

The address of the initial registered office of the Corporation shall be
Tim Cartwright
3003 Tamiami Tr. N
Suite 410
Naples, FL 34103.

Article X Amendments

These Articles of Incorporation may be amended at any regular meeting of the board of directors or any special meeting of the board of directors called for that purpose, in either case, upon receiving the vote of a majority of the directors in office.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation this 11th day of November, 2013.



Kim C. Brown, Incorporator

FUSION POINTE, INC.

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DIVISION OF CORPORATION

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ACCEPTANCE OF REGISTERED AGENT

Tim Cartwright located at 3003 Tamiami Trail N., Suite 410, Naples, Florida 34103, being named in the Articles of Incorporation of FUSION POINTE, INC., as the registered agent of the corporation, hereby consents to accept service of process for the corporation at the address set forth above, and accepts the appointment as registered agent and agrees to act in this capacity. By its authorized signature below, the registered agent agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties. By the authorized signature below, the registered agent signifies that it is familiar with and accepts the obligations of the position of registered agent as provided in Florida Statutes Chapter 608.

Tim Cartwright

 **DIRECTOR**

Date: November 11, 2013