

2014-01-10 12:09 Vasallo Sloan L 86638-2760 > 850-617-6381 P 1/10
Division of Corporations Page 1 of 1

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Florida Department of State
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FLORIDA PROFIT/NON PROFIT CORPORATION
Orlando Tech, Inc.

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Maryann V. Thomas, ACP, FCP, FRP
Advanced Certified Paralegal
Florida Certified Paralegal
Florida Registered Paralegal
mthomas@vasallosloane.com

January 10, 2014

VIA FACSIMILE

Florida Department of State
Division of Corporations
Registration Section
Post Office Box 6327
Tallahassee, Florida 32314

Re: Orlando Tech, Inc.

Dear Sir/Madam:

With this cover letter, I am transmitting for filing the Articles of Incorporation of Orlando Tech, Inc., together with a copy of a Unanimous Written Consent of Managing Members of Orlando Tech, LLC (Florida Document No.: L13000083229) approving use of the name "Orlando Tech, Inc."

Should you have any questions about the enclosed documents, or if you require additional information with which to file the Articles of Incorporation of Orlando Tech, Inc., please do not hesitate to contact me.

Sincerely,

A handwritten signature in cursive script, appearing to read 'Maryann Thomas'.

Maryann V. Thomas

MVT
Enclosures

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(vi) to perform such other lawful activities as are necessary for, incidental to or convenient for the exercise of the foregoing purposes, but solely to the extent permitted by not-for-profit corporations under the Act and permitted by organizations which are exempt from federal income tax under Section 501(c)(6) of the Code.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(6) of the Code, or corresponding section of any future federal tax laws.

B. Powers. The Corporation shall not be empowered to engage in a regular business of a kind ordinarily carried on for profit, it being the intent that the Corporation shall be limited to the purposes and powers permitted to be exercised by Corporations which are exempt from federal income tax under Section 501(c)(6) of the Code. Subject to the provisions contained in Article II.A, above, and this Article II.B, the Corporation shall have all of the powers reserved for not-for-profit corporations as set forth in Section 617.0302 of the Act.

C. Limitations on Powers. The following provisions are hereby adopted for purposes of defining, limiting and regulating the powers of the Corporation and its Board of Directors (the "Board");

(i) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's members, directors, officers or other private persons, *except that* the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to and make payments and distributions in furtherance of, the purposes set forth in these Articles, to the extent permissible under Section 501(c)(6) of the Code and the Regulations.

(ii) 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 any candidate for public office.

(iii) The primary activity of the Corporation shall not consist of performing particular services for individual persons.

(iv) Upon dissolution of the Corporation, the Board shall, after paying, or making provision for the payment of, all of the liabilities of the Corporation, dispose of all of the assets of the Corporation in a manner consistent with Section 501(c)(6) of the Code. The Board shall determine how the Corporation's assets will be distributed in accordance with the foregoing sentence. Any of the Corporation's assets not so disposed of shall be disposed of by the Circuit Court located in Orlando, Orange County, Florida or such other court sitting in equity in the political subdivision in which the principal office of the Corporation is then located, exclusively for such purposes to such organization or organizations, as the foregoing court shall determine, which are consistent with the requirements of the Code and the Regulations.

D. Amendment of Corporate Purposes. The Board retains the right to further amend the corporate purposes of the Corporation so that it may embrace any activity which may properly be engaged in by any organization which is exempt from federal income tax under Section 501(c)(6) of the Code and the Regulations, and all contributions or payments to the Corporation are made subject to this provision unless otherwise specifically stated in writing at the time of contribution.

E. Scope of Powers. The enumeration and definition of particular powers of the Board included in this Article II shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other Article of these Articles, or construed as or deemed by inference or

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otherwise in any manner to exclude or limit any powers conferred upon the Board under the laws of the State of Florida now or hereafter in force, except to the extent that the laws of the State of Florida permit activities which are not permitted under federal law for any organization which is exempt from federal income tax under Section 501(c)(6) of the Code.

ARTICLE III

INDEMNIFICATION AND EXCULPATION

A. Indemnification. The Corporation shall indemnify the Corporation's directors, members, and officers, if any, to the fullest extent permitted by the laws of the State of Florida now or hereafter in force and the Bylaws, including the advance of expenses under the procedures provided by such laws and Bylaws; *provided, however*, that the foregoing shall not limit the authority of the Corporation to indemnify other employees and agents of the Corporation consistent with the laws of the State of Florida and, *provided further*, that indemnification shall only be to the extent permitted of organizations which are exempt from federal income tax under Section 501(c)(6) of the Code and the Regulations.

B. Exculpation. To the fullest extent permitted by Florida statutory or decisional law, as amended or interpreted, no member, director or officer of the Corporation shall be personally liable to the Corporation for money damages; *provided, however*, that the foregoing limitation of liability shall only be to the extent permitted of organizations which are exempt from federal income tax under Section 501(c)(6) of the Code and the Regulations. No amendment of these Articles or repeal of any provisions hereof shall limit or eliminate the benefits provided to directors, members, and officers under this provision with respect to any act or omission which occurred prior to such amendment or repeal.

ARTICLE IV

RESTRICTIONS ON ISSUANCE OF CAPITAL STOCK

The Corporation shall not be authorized to issue capital stock.

ARTICLE V

COMMENCEMENT OF CORPORATE EXISTENCE

The Corporation's existence as a separate legal entity shall be deemed to have commenced at 12:01 a.m. on the date of acceptance for filing of the Articles by the Florida Division of Corporations.

ARTICLE VI

PRINCIPAL OFFICE ADDRESS AND MAILING ADDRESS

The principal office and mailing address of the Corporation is as follows:

142 Southern Pecan Circle, 205
Winter Garden, Florida 34787

The location of the principal office shall be subject to change as provided in Bylaws duly adopted by the Corporation (as amended from time to time, the "*Bylaws*").

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ARTICLE VII
INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The address of the initial registered office of the Corporation, and the registered agent at such address, are as follows:

Vasallo Sloane, P.L.
 Jeremy S. Sloane, Esq.
 301 E. Pine Street, Suite 250
 Orlando, FL 32801

ARTICLE VIII
BOARD OF DIRECTORS; OFFICERS

A. The management and affairs of the Corporation shall be vested solely and exclusively in the Board, and all of the duties and powers of the Corporation shall be exercised by the Board; *provided, however*, that the Board may delegate authority consistent with the Bylaws. The initial number of directors of the Corporation (the "**Directors**") shall be three (3), which number may be increased or decreased pursuant to the Bylaws, but shall never be less than the minimum number permitted by the laws of the State of Florida now or hereafter in force. The Directors shall be elected, replaced and removed in the manner provided in these Articles and the Bylaws. The names of the Directors who will serve until the first annual meeting of directors (unless earlier removed pursuant to the Bylaws) and until their successors are elected and qualified are as follows:

Robert Schiller
 Orrett Davis
 Joshua J. Brown

B. Notwithstanding Article VIIIA, above, the Board may delegate authority to administer the day-to-day management and affairs of the Corporation to officers elected in accordance with the Bylaws (the "**Officers**"). The Officers shall have such power and authority as may be delegated by the Board consistent with applicable law, these Articles, and the Bylaws. The Officers shall be elected, replaced and removed by the Board in accordance with the Bylaws.

ARTICLE IX
MEMBERSHIP; CLASSES OF MEMBERSHIP

A. Classes of Membership. The Corporation shall initially have three (3) classes of membership: (1) Founding Members, (2) Individual Members, and (3) Corporate Sponsors. The Founding Members, Individual Members, Corporate Sponsors, and any additional persons or entities subsequently holding memberships in the Corporation are hereinafter referred to as the "**Members**." The members of each of the foregoing classes of Members shall have solely the rights, duties and preferences designated in these Articles and the Bylaws from time to time. Additional classes of membership in the Corporation, and the rights, duties and preferences of the Members corresponding to such memberships, shall be established from time to time by the Board by amending the Bylaws, and such Members shall have the rights, duties, preferences, and obligations established for them by the Board in accordance with the Bylaws. Persons or entities shall be admitted to membership as Members from time to time solely in accordance with these Articles and the Bylaws.

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B. Qualifications of Members. As a condition precedent to becoming a Member of the Corporation, a person or entity must possess a common business interest (within the meaning of Code §501(c)(6) and consistent with the provisions of Article III of these Articles) with the then-existing Members and the Corporation (a "**Common Business Interest**").

(1) Every person who is an individual who resides or works in the Region, has a Common Business Interest, and is named as an incorporator pursuant to Article XII of these Articles shall be eligible for membership in the Corporation as a Founding Member (a "**Founding Member**").

(2) Every person who is an individual who resides or works in the Region and has a Common Business Interest shall be eligible for membership in the Corporation as an individual member (an "**Individual Member**"). An Individual Member shall have, subject to these Articles and the Bylaws, all privileges afforded by the Corporation, including but not limited to voting rights of one (1) vote for each Individual Member.

(3) Every person who is a corporation or business entity located in the Region or doing business in the Region and having a Common Business Interest shall be eligible for membership in the Corporation as a corporate sponsor (a "**Corporate Sponsor**"). A Corporate Sponsor shall have, subject to these Articles and the Bylaws, all privileges afforded by the Corporation but shall not be entitled to voting rights. Employees or agents of a Corporate Sponsor are eligible for membership in the Corporation as Individual Members if their business or professional activities on behalf of such Corporate Sponsor are such as would entitle such employees or agents to membership as Individual Members if such employees or agents were not so employed.

(4) Persons seeking membership in the Corporation as Members shall become Members of the Corporation only upon approval of a majority of the members of the Board present at any regular or special meeting of the Board at which a quorum (as defined in the Bylaws) shall be present.

(5) Any additional qualifications and rights of the Members, the quorum and voting requirements for meetings and activities of the Members, and the notice requirements for meetings and activities of the Members shall be as set forth in the Bylaws.

C. Record of Members. Certificates or cards evidencing membership in the Corporation shall be in a form adopted by the Board and shall be signed by the President of the Corporation. Any person bearing such certificate or card whose name does not appear on the list or record of the Members of the Corporation, as required to be maintained pursuant to the Bylaws, shall not be deemed an Individual Member of the Corporation entitled to vote at meetings of the Members. Consistent with the Act, the Corporation shall at all times maintain a membership book containing, in alphabetical order, the name and address of each Member and the class of membership held by such Member.

D. Election of Directors. Notwithstanding any other provision of these Articles and/or the Bylaws, the Founder Members shall at all times have the sole right to elect, remove and replace a majority of the Directors in accordance with the Bylaws, and the remaining Directors shall be elected solely by the Individual Members in accordance with the Bylaws. Except as provided in the immediately preceding sentence, the Members shall have no right to appoint, vote on or approve the election, removal or replacement of any of the Directors.

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B. Limitations on Voting Rights of Members. Except to the extent expressly provided in these Articles and the Bylaws, the Members shall have no voting or other rights with respect to the Corporation.

C. Resignation, Expulsion, Suspension or Termination of Membership. Members may resign from membership or be expelled, suspended or terminated from membership in accordance with the Bylaws of the Corporation.

D. Liability of Members. The Members shall not, in their capacity as members of the Corporation, respectively, be personally liable for any act, debt, liability, or obligation of the Corporation; *provided, however*, that a Member may become liable to the Corporation for dues, assessments, or fees as provided in the Bylaws and the Act.

E. Transfers of Membership. A Member may not transfer, assign, pledge or otherwise hypothecate (each, a "*Transfer*") its membership in the Corporation. Any such attempted Transfer shall not bind the Corporation, the Corporation shall not be required to recognize any such transferee or assignee as a Member of the Corporation, and such attempted transfer or assignment shall be void *ab initio*. Upon a prohibited Transfer, the membership in the Corporation held by such Member attempting to Transfer its membership shall be deemed to have been terminated effective as of the date of such attempted Transfer and such Member shall have no further rights or preferences of a Member from and after such date.

F. Dues of Members. The Members shall, as a condition precedent to their membership or continued membership in the Corporation, pay such dues, fees and assessments as are established for the Members from time to time by the Board. The membership of any delinquent Member may be terminated by the Corporation in the manner provided in the Bylaws.

ARTICLE X

DURATION OF CORPORATION

The duration of the Corporation shall be perpetual, unless earlier dissolved in accordance with the Bylaws.

ARTICLE XI

BYLAWS; AMENDMENT OF ARTICLES OF INCORPORATION

These Articles may be amended solely in accordance with the procedures set forth in the Bylaws; *provided, however*, that notwithstanding any provision of these Articles and/or the Bylaws to the contrary, (i) any such amendment which changes the rights, duties, preferences and obligations attributable to a Founding Member shall require the prior written consent of not less than a majority of the Founding Members; and (ii) any such amendment which changes the rights, duties, preferences, and obligations of the Individual Members or Corporate Sponsors shall require the prior written consent of not less than a majority of the Individual Members or Corporate Sponsors (as applicable) and the prior written consent of not less than a majority of the Founding Members.

ARTICLE XII

INCORPORATORS

The names and addresses of the sole incorporators of the Corporation are as follows:

Robert Schiller
142 Southern Pecan Circle, Unit #205
Winter Garden, Florida 34787


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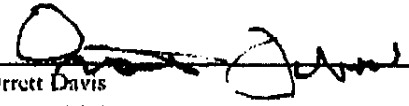
Orrett Davis
4065 Torres Circle
West Palm Beach, Florida 33409

ARTICLE XIII
APPLICABLE LAW

The Corporation is created pursuant to Chapter 617, Florida Statutes, and shall be governed by the laws of the State of Florida.

IN WITNESS WHEREOF, these Articles have been signed by the undersigned incorporators this
12/11/2013 day of December, 2013.


Robert Schiller
Incorporator


Orrett Davis
Incorporator

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CLERK OF DISTRICT COURT
PALM BEACH COUNTY, FLORIDA


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**ACCEPTANCE OF APPOINTMENT
BY INITIAL REGISTERED AGENT**

THE UNDERSIGNED, an individual resident of the State of Florida, having been named in Article VII of the foregoing Articles of Incorporation as initial registered agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 617.0503, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as registered agent of the Corporation.

DATED this 31st day of December, 2013.

VASALLO SLOANE, P.L.

By: 
Jeremy S. Sloane, Esq.

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Vasallo Sloane PL 8663892760 >> 850-617-6381

P 12/20

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ORLANDO TECH, LLC
(a Florida limited liability company)

Unanimous Written Consent of
Managing Members in Lieu of Meeting

Exhibit A

Articles of Incorporation

of

Orlando Tech, Inc.

[A copy of the Articles of Incorporation appears on the following pages.]

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STATE OF FLORIDA

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Vasallo Sloane PL 8663892760 >> 850-617-6381

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CLERK OF DISTRICT COURT
STATE OF FLORIDA
TALLAHASSEE

ORLANDO TECH, LLC
(a Florida limited liability company)

**Unanimous Written Consent of
Managing Members in Lieu of Meeting**

Pursuant to the Florida Limited Liability Company Act, the undersigned, constituting all of the managing members (the "*Managing Members*") of ORLANDO TECH, LLC, a Florida limited liability company (the "*Company*"), hereby waive the calling or holding of a meeting and consent in writing as of the ~~12/04/2013~~ day of December, 2013, to the following actions, and direct that this Unanimous Written Consent of Managing Members in Lieu of Meeting (this "*Consent*") be filed with the minutes of the proceedings of the Company.

IT IS HEREBY RESOLVED:

1. That in accordance with §607.0401, Florida Statutes, the Company consents to the filing of the Articles of Incorporation of the corporation identified as "ORLANDO TECH, INC.," in substantially the form attached hereto as Exhibit A (the "*Articles*"), and to the use of the name "ORLANDO TECH, INC."
2. That each of the Managing Members of the Company, be, and hereby is, individually authorized and directed to deliver a copy of this Consent to ORLANDO TECH, INC. for filing with the Florida Division of Corporations in conjunction with the filing of the Articles.
3. That each of the Managing Members is hereby individually authorized and directed to take any and all actions and to execute any and all further agreements, instruments and documents as the Managing Member or Managing Members so acting shall determine to be necessary or appropriate to effect the foregoing resolution, the taking of any such action to be conclusive evidence that the same was deemed to be necessary or appropriate and was hereby authorized, and that all such actions taken prior to the effectiveness of these resolutions are hereby ratified, confirmed and approved.

IN WITNESS WHEREOF, the undersigned Managing Members of the Company have executed this Consent as of the date and year first above written.

MANAGING MEMBERS:



Robb Schiller



Orrett G. Davis Jr.