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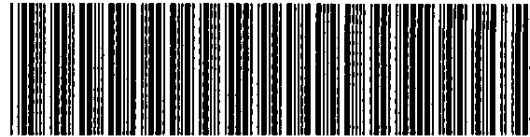
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DIVISION OF INFORMATION
14 MAY -9 AM 8:49

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14 MAY -9 AM 11:26

FLORIDA DEPARTMENT OF STATE
Division of Corporations

SECRET
TALLAH

DATE
11/11/09

April 14, 2014

CHRISTOPHER J. COLEMAN, ESQ.
1311 BEDFORD DRIVE
MELBOURNE, FL 32940

SUBJECT: INFUSION CAPITAL CORP.
Ref. Number: W14000023426

We have received your document for INFUSION CAPITAL CORP. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Sylvia Gilbert
Regulatory Specialist II
New Filing Section

Letter Number: 914A00007917

COVER LETTER

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

SUBJECT: Infusion Capital Corp. of Florida
(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: Christopher J. Coleman, Esquire
Name (Printed or typed)

1311 Bedford Drive
Address

Melbourne, Florida 32940
City, State & Zip

321-255-3737
Daytime Telephone number

ccoleman@fla-lawyers.com
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

OF

INFUSION CAPITAL CORP. OF FLORIDA

ARTICLE I – NAME AND ADDRESS

The name of this corporation is INFUSION CAPITAL CORP. OF FLORIDA and its initial office shall be 2316 Stepping Stone Court, Orlando, Florida 32837.

ARTICLE II - DURATION

This corporation shall have a perpetual existence commencing upon the filing of these Articles of Incorporation by the Department of State.

ARTICLE III – PURPOSE

This corporation is organized and chartered for the purpose of furthering the economic development and social well-being of the following thirteen (13) counties in Florida: Nassau, Duval, St. Johns, Flagler, Volusia, Seminole, Brevard, Indian River, St. Lucie, Clay, Putnam, Orange, and Osceola. In said areas, the corporation will promote and assist in the growth and development of business concerns, including small business concerns. The primary objective of this corporation shall be to benefit the area as measured by increased employment opportunities, expansion of business and industry, without pecuniary profit to the individual members of said corporation, and conducting such other activities shall be necessary to desirable to further the purpose of the corporation, so long as such activities are permitted to be carried on by a corporation exempt for federal income tax under Section 501(c)(3) and 501(c)(4) of the Internal Revenue Code of 1954 or the corresponding provision of any future Internal Revenue Code related to non-profit corporations.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLE IV - POWERS

This corporation is authorized and empowered to do all things necessary to carry on and accomplish the purpose for which it is organized and chartered, including authority and power:

To enter into, make, amend, performed contract of every kind and description

To borrow or raise money for any of the purposes of the corporation and, from time to time, without limit as to amount, to draw, make accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole of any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

To lend to any person, form or corporation any of its funds, either with or without security; however, any funds that the corporation lends from the proceeds of a debenture sale, which are guaranteed by the U.S. Small Business Administration, shall be secured with property security as may be required by the U.S. Small Business Administration.

To transfer membership.

To promote and assist the growth and development of small business concerns and others.

To have one or more offices, to carry on all of any of its operation as an business and without restriction or limit as to the amount to purchase or otherwise acquire, hold, own, mortgage, sell convey, or otherwise dispose of, real and personal property of every class and description.

To acquire, construct, convert, or expand plant facilities for lease or sale.

To have and exercise all powers incidental to the forgoing purpose, and to engage in any lawful activity permitted under the laws of the State of Florida.

ARTICLE V - LIMITATIONS

The corporation shall neither have, nor issue any stock. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, 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 for in Article III, above.

Any monetary or other benefits which flow to members shall be incidental to the corporation and member. No substantial part of the activities of the corporation shall be for the purpose of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene, any political campaign on behalf of any candidate for public office. The corporation shall not publish or distribute statements regarding any political candidate or approve or endorse any candidate for public office.

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activity not permitted to be carried on by: (a) a corporation exempt from federal income tax under subsection 501(c)(4) of the Internal Revenue Code of 1954, or the corresponding provisions or regulations related to said Code provision as it may be amended or modified; or (b) a corporation, contributions to which are deductible under sub-section 170(c)(2) of the Internal Revenue Code of 1954, or the corresponding provisions or regulations related to said Code provision as it may be amended or modified.

At all times that the corporation is certified to participate in programs of the U.S. Small Business Administration, a quorum for action by the Members or the Board of Directors shall be as required by the U.S. Small Business Administration pursuant to applicable law and regulation.

ARTICLE VI – TERM and DISSOLUTION

Section 1. Term. This corporation shall have perpetual existence unless dissolved.

Section 2. Dissolution. Upon the dissolution of the corporation, no member or private person, corporate or individual, or other private interest, shall be entitled to any distribution or division of its remaining funds or other property and rights or interest in property. The balance thereof, after the payment of all debts and liabilities of the corporation of whatsoever kind and nature, including but not limited to the payment of loans and contributions, the repayment of which has been authorized in its certificate of incorporation or reincorporation, shall be distributed to the East Central Florida Regional Planning Council or its successor agency if one is in existence, if not then to one or more counties, cities, town, within the territory set forth herein as the territory which its operations are principally to be conducted, for furtherance of the purposes set for in Article III, or to such other organization as shall qualify under Section 501(c)(4) of the Internal Revenue Code of 1954, as amended, as shall be provided by the corporation.

ARTICLE VII - MEMBERSHIP

Section 1. Qualifications for Membership. Members of this corporation shall be persons who have evidenced concern and interest in its purposes and have also evidenced in their business, professional or public occupations, or in their activity in organizations related to the purposes of this corporation, characteristics of leadership and dedication towards stimulating and promoting the economic growth and development of the following thirteen (13) Florida counties: Nassau, Duval,

St. Johns, Flagler, Volusia, Seminole, Brevard, Indian River, St. Lucie, Clay, Putnam, Orange, and Osceola.

Each Member must represent one of the four categories of membership that follows: government, private-sector, lending institutions; community organizations, including public education or business organizations.

Section 2. Number of Members. The number of Members at any time shall not be less than twenty five (25). The membership should be fairly representative of the four categories listed in Article VII, Section 1.

Section 3. Admission of Members and Termination of Membership. Provided a potential Member meets the qualifications of Section 1, hereof, new Members of this corporation shall be admitted to membership in this corporation by a majority vote of all the Members at any meeting, regular or special, of the Members. All Members shall continue to be Members until membership is terminated by death or resignation of a Member. Upon resignation or death of Member, the President of the corporation shall nominate a replacement. The President may, but is not required, designate the nomination function to a nominating committee.

ARTICLE VIII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1311 Bedford Drive, Melbourne, Florida 32940, and the name of the initial registered agent of this corporation at that address is Christopher J. Coleman, Esquire.

ARTICLE IX - OFFICERS

The day to day affairs of this corporation shall be administered by a President, Vice President and Secretary-Treasurer, and such other officer(s) as may be provided in the By-laws.

The officers shall be chosen annually by the Board of Directors of the corporation at its annual meeting and shall serve until their successors are appointed and qualified.

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

NAME

ADDRESS

Christopher J. Coleman, Esquire

1311 Bedford Drive
Melbourne, Florida 32940

ARTICLE X - DIRECTORS

The corporation shall be managed and its policies established by a Board of Directors composed of no less than nine (9) Members who shall be elected to the Board of Directors by a majority of the Members.

ARTICLE XI - BY-LAWS

The By-laws of this corporation shall be shall be adopted by the initial Members and may thereafter be amended, altered, rescinded and new By-laws adopted by a majority vote of the Members.

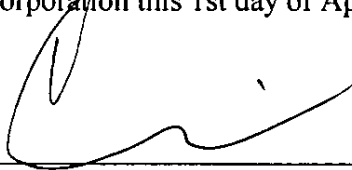
ARTICLE XII - INDEMNIFICATION

This corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XIII - AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned pursuant to Sec. 617.01201(1)(6)(b), Florida Statutes has executed these Articles of Incorporation this 1st day of April 2014 as incorporator.

A handwritten signature in black ink, appearing to read 'C. Coleman', is written over a horizontal line.

CHRISTOPHER J. COLEMAN, INCORPORATOR

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST that INFUSION CAPITAL CORP. OF FLORIDA desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Incorporation in the City of Orlando, County of Orange, State of Florida, has named Christopher J. Coleman, Esquire located at 1311 Bedford Drive, Melbourne, Florida 32940, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



CHRISTOPHER J. COLEMAN, ESQUIRE

Dated this 1st day of April 2014.

FILED
CLERK OF COURT
14 MAY -9 AM 8:50