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**FLORIDA PROFIT/NON PROFIT CORPORATION  
GUMBOPALOOZA, INC.**

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STATE OF FLORIDA  
ARTICLES OF INCORPORATION  
OF

**GUMBOPALOOZA, INC.**  
(A Florida Not for Profit Corporation)

The undersigned incorporator, being a natural person and an authorized agent for the principals designated herein, desiring to form a NOT FOR PROFIT CORPORATION under the provisions of Chapter 617 of the laws of the State of Florida, does hereby adopt and file the following Articles of Incorporation in accordance with the laws of the United States of America and the State of Florida.

**ARTICLE I**  
**NAME**

The name of this not for profit corporation shall be: GUMBOPALOOZA, INC.

**ARTICLE II**  
**PRINCIPAL OFFICE**

The principal place of business and the mailing address of this not for profit corporation shall be:

7049 Edgeworth Drive  
Orlando, Florida 32819

**ARTICLE III**  
**PURPOSE**

The purpose for which this not for profit corporation is organized is to operate exclusively for charitable and educational purposes, including, without limitation, for such purposes, 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 federal tax code; and to have and exercise any and all powers, rights and privileges and to engage in any and all lawful acts or activities for which a not for profit corporation may be organized under the laws of the State of Florida.

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**ARTICLE IV**  
**TERM OF EXISTENCE**

This not for profit corporation existence shall commence with the filing of these Articles of Incorporation, and shall have a perpetual existence unless dissolved according to this not for profit corporation's By-Laws or by the laws of the State of Florida.

**ARTICLE V**  
**MEMBERS**

The qualification for members, if any, and the manner of their admission and expulsion shall be as regulated by the By-Laws of this not for profit corporation.

**ARTICLE VI**  
**MANNER OF ELECTION OF DIRECTORS**

The manner in which the Directors are elected shall be as stated in the By-Laws of this not for profit corporation.

**ARTICLE VII**  
**BOARD OF DIRECTORS**

This not for profit corporation shall be managed by a Board of Directors consisting of no less than three (3) and no more than fifteen (15) persons, the exact number to be determined from time to time in accordance with the By-Laws. The names and addresses of the initial Board of Directors, who shall serve until the first election of Directors or until their earlier resignation, removal or death, shall be as follows:

<u>NAME:</u>	<u>ADDRESS:</u>
Michael Hetchler	36312 Brendenshire Court Grand Island, FL 32735
Michael Bresnahan	7049 Edgeworth Drive Orlando, FL 32819
Cathrina Wirick	412 Oakpoint Circle Davenport, FL 33837
Matthew Muenzner	10018 Lone Tree Lane Orlando, FL 32836

**ARTICLE VIII**  
**RESTRICTIONS AND INTERPRETATIONS**

The property of this not for profit corporation is irrevocably dedicated to the purposes of this not for profit corporation and no part of the net earnings or assets of this not for profit corporation shall ever inure to the benefit of, or be distributable to, its members, directors, trustees, officers, or other private persons, except that this not for profit 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 forth in Article III hereof.

No substantial part of the activities of this not for profit 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 or in opposition to any candidate for public office.

Notwithstanding any other provision of these Articles, this not for profit corporation shall not carry on any other activities 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 federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE IX**  
**DISSOLUTION**

Upon the dissolution of this not for profit corporation, the Board of Directors shall, after paying or making provisions for the payment of the liabilities of this not for profit corporation, dispose of all the assets of this not for profit corporation exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, which may include distribution to an organization or organizations organized and operated exclusively for one or more of such purposes, or shall distribute all of the assets of this not for profit corporation to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction in the county in which the principal office of this not for profit 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 one or more of such purposes.

**ARTICLE X**  
**REGISTERED AGENT AND ADDRESS**

The name and office address of the initial registered agent is:

Scott M. Goldberg, Esq.  
6052 Turkey Lake Road, Suite 100  
Orlando, Florida 32819

**ARTICLE XI**  
**INCORPORATOR**

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

Scott M. Goldberg, Esq.  
6052 Turkey Lake Road, Suite 100  
Orlando, Florida 32819

**ARTICLE XII**  
**AMENDMENTS TO ARTICLES OF INCORPORATION**

These Articles shall be amended, altered, modified or revoked only by the Board of Directors in accordance with the By-Laws of this not for profit corporation.

IN WITNESS WHEREOF, the undersigned Incorporator of this Not For Profit Corporation has executed these Articles of Incorporation on this the 6<sup>th</sup> day of June, 2014.

  
Scott M. Goldberg, Incorporator


**GUMBOPALOOZA, INC.**

(A Florida Not for Profit Corporation)

**ACCEPTANCE BY REGISTERED AGENT**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED NOT FOR PROFIT CORPORATION, AT THE REGISTERED OFFICE DESIGNATED IN ARTICLE X OF THESE ARTICLES OF INCORPORATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL FLORIDA 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, this the 6<sup>th</sup> day of June, 2014.

  
By: Scott M. Goldberg  
as Registered Agent for Gumbopalooza, Inc.

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