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TALLAHASSEE, FLORIDA

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BRASHEAR & ASSOC. PL

C o u n s e l o r s A t L a w

925 N.W. 56th TERRACE, SUITE C
GAINESVILLE FL 32605-6451
TELEPHONE: 352/336-0800
FACSIMILE: 352/336-0505
BBRASHEAR@NFLALAW.COM

BRUCE BRASHEAR, JD
PETER C. FOCKS, JD

OF COUNSEL:
LARRY D. MARSH, JD, LLM

November 4, 2014

Secretary of State
Division of Corporations
Non-Profit Section
P. O. Box 6327
Tallahassee, FL 32301

RE: HANDS ON GAINESVILLE, INC.

Gentlemen:

Please find the original and one (1) copy of the Articles of Incorporation for the above-referenced not-for-profit corporation, as well as this firm's check in the amount of \$78.75 representing the following:

Filing Fee	\$ 35.00
Certificate Designating	
Registered Agent	35.00
Certified Copy of Articles	
of Incorporation	8.75

After filing the original Articles of Incorporation, please certify the enclosed copy and return same to this office. Thank you.

Sincerely,

BRASHEAR & ASSOC., PL


for Bruce Brashear, Esq.

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF
HANDS ON GAINESVILLE, INC.
A FLORIDA NONPROFIT CORPORATION**

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ARTICLE ONE. NAME

The name of this corporation is Hands On Gainesville, Inc.

ARTICLE TWO. STATEMENT OF CORPORATE NATURE

This is a nonprofit corporation organized solely for general charitable purposes pursuant to the Florida Not For Profit Corporation Act set forth in Chapter 617 of the Florida Statutes.

ARTICLE THREE. GENERAL AND SPECIFIC PURPOSES

(a) The specific and primary purposes for which this corporation is formed are to advance and provide experience-based scientific education through, among other things, the creation of a virtual and sustainable museum, developed by students and mentors, consisting of hands-on exhibits that demonstrate a scientific principle or technology related to environmental, business or research activities in the local community, and for other charitable purposes, and by the distribution of its funds for such purposes.

(b) The general purposes for which this corporation is formed are to operate exclusively for such educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

(c) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

ARTICLE FOUR. TERM

This corporation shall have a perpetual existence.

ARTICLE FIVE. TRUSTEES AS MEMBERSHIP

a) **Trustees as Membership.** The sole class of membership of this corporation shall be its trustees. The Trustees may create additional classes of membership.

b) **Rights and Liabilities of Members.** The members of this corporation shall have no right, title or interest whatsoever in its income, property or assets, nor shall any portion of such income, property or assets be distributed to any member on the dissolution or winding up of this corporation. Members of this corporation shall not be personally liable for the debts, liabilities or obligations of the corporation and shall not be subject to any assessment.

ARTICLE SIX. SUBSCRIBERS

The names and residence addresses of the subscribers of this corporation are as follows:

Barbara Beck
811 S.W. 171st Place
Micanopy FL 32667

Adrienne Thieke
1309 S.W. 101st Street
Gainesville FL 32607

James Yawn
18015 N.W. 46th Avenue
Alachua FL 32615

ARTICLE SEVEN. LOCATION OF PRINCIPAL OFFICE AND IDENTIFICATION OF REGISTERED AGENT

(a) The address of the principal office of the corporation is 1309 S.W. 101st Street, Gainesville FL 32607. The county in which Corporation's business is to be transacted is Alachua County, Florida.

(b) The name and address of this corporation's registered agent is Adrienne Thieke, 1309 S.W. 101st Street, Gainesville FL 32607. The principal address is the same as the registered office.

ARTICLE EIGHT. BOARD OF TRUSTEES.

The number of trustees shall not be less than 3 nor more than 5. The first trustees of the Corporation are:

James Yawn
18015 N.W. 46th Avenue
Alachua FL 32615
Class 1 Trustee

Barbara Beck
811 S.W. 171st Place
Micanopy FL 32667
Class 2 Trustee

Adrienne Thieke
1309 S.W. 101st Street
Gainesville FL 32607
Class 3 Trustee

After their first election, trustees shall hold office for a three year term. Annual meetings of members shall be held prior to September 1 of each year at the principal office of the corporation or at such other place or places as the board of trustees may designate from time to time. The trustee named herein as the class 1 trustee shall hold office until the first annual meeting of members to be held on November 1, 2015, or at such other date and time as the board of trustees shall designate, at the offices of the Corporation at which time an election of the class 1 trustee shall be held. The trustee named herein as the class 2 trustee shall hold office until the second annual meeting of members to be held on November 1, 2016, or at such other date and time as the board of trustees shall designate, at the offices of the Corporation at which time an election of the class 2 trustee shall be held. The trustee named herein as the class 3 trustee shall hold office until the third annual meeting of members to be held on November 1, 2017, or at such other date and time as the board of trustees shall designate, at the offices of the Corporation at which time an election of the class 3 trustee shall be held.

Any action required or permitted to be taken by the board of trustees under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the trustees. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the

board of trustees without a meeting and that the articles of incorporation of this corporation authorize the trustees to so act. Such a statement shall be *prima facie* evidence of such authority.

Corporate Officers. The board of trustees shall elect the following officers: chairman, vice-chairman, president, and secretary/treasurer, and such other officers as the bylaws of this corporation may authorize the trustees to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the board of trustees. Until such election is held, the following persons shall serve as corporate officers:

Adrienne Thieke	Chairman
Barbara Beck	Vice-Chairman
Adrienne Thieke	President
James Yawn	Vice-President
Barbara Beck	Secretary/Treasurer

ARTICLE NINE. BYLAWS

Subject to the limitations contained in the bylaws, and any limitations set forth in the Florida Not For Profit Corporation Act, concerning corporate action that must be authorized or approved by the members of the corporation, bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of trustees or by following the procedure set forth therefor in the bylaws.

ARTICLE TEN. DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to educational purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any trustee, officer, or member thereof, or to the benefit of any private individual.

ARTICLE ELEVEN. DISTRIBUTION OF ASSETS

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

**ARTICLE TWELVE. DISTRIBUTION OF INCOME
AND
PROHIBITED TRANSACTIONS**

(a) **Distribution of Income.** The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax law.

(b) **Self Dealing.** The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax law.

(c) **Excess Business Holdings.** The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(d) **Investments Jeopardizing Charitable Purpose.** The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(e) **Taxable Expenditures.** The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax law.

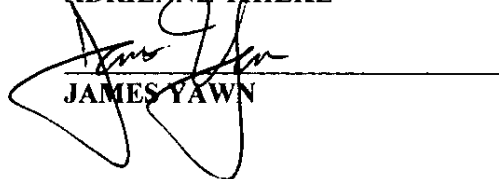
ARTICLE THIRTEEN. AMENDMENT OF ARTICLES

Amendments to these articles of incorporation may be purposed by a resolution adopted by the board of trustees and presented to a quorum of members for their vote. Amendments may be adopted by the vote of two-thirds of a quorum of members of the corporation.

We, the undersigned, being the incorporators of this corporation, and including all the persons herein named as the subscribers of this corporation, for the purpose of forming this nonprofit charitable corporation under the Laws of Florida have executed these Articles of Incorporation on Oct 31, 2014.


ADRIENNE THIEKE


BARBARA BECK


JAMES YAWN

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of HANDS ON GAINESVILLE, INC., which is contained in the foregoing Articles of Incorporation.

DATED this 1 day of November, 2014.


ADRIENNE THIEKE
Registered Agent

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