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FLORIDA PROFIT/NON PROFIT CORPORATION
ASSOCIATION OF ERP PROFESSIONALS, INC.

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**ARTICLES OF INCORPORATION
OF
ASSOCIATION OF ERP PROFESSIONALS, INC.**

The undersigned incorporator hereby executes these Articles of Incorporation for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida.

ARTICLE 1

Name and Address

The name of this corporation shall be:

ASSOCIATION OF ERP PROFESSIONALS, INC.

The initial principal office of this corporation shall be located at 5415 W. Sligh Ave., Suite 102, Tampa, FL 33634, which office may be changed from time to time by action of the Board of Directors.

ARTICLE 2

Purposes

(a) This corporation is organized and shall be operated exclusively as an independent, not-for-profit membership organization devoted to improving the enterprise resource planning (ERP) software industry and community. The corporation exists to serve the interests of its members and to improve the community as a whole through education, knowledge-sharing and the establishment of competency standards and assessments, and to take any other action which, from time to time, shall be deemed appropriate by the Directors of this corporation and which shall further the stated purposes

(b) No part of the net earnings of this corporation shall inure to the benefit of any Director, officer of this corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for this corporation affecting one or more of its purposes), and no Director or officer of this corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of this corporation. No substantial part of the activities of this corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and this corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provisions of these Articles of Incorporation, this corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(6) of the Code or the regulations issued thereunder.

(d) Upon the dissolution of this corporation or the winding up of its affairs, the assets of this corporation shall be distributed first in repayment of any liabilities or indebtedness of the corporation, and then, if any funds shall remain, exclusively to such organization or organizations which have purposes and objectives similar to those of the corporation as may be determined by the Board of Directors. No Director, officer or private individual shall be entitled to share in the distribution of any of the assets.

ARTICLE 3

Powers

(a) This corporation shall have and exercise all powers necessary or convenient to effect any and all of the industry, educational, standards and assessments purposes for which this corporation is organized.

(b) This corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity that would invalidate its status as a corporation that is exempt from federal income taxation as an organization described in Section 501(c)(6) of the Code.

ARTICLE 4

Members

The Corporation shall have members, and the qualifications and rights of such members, quorum and voting requirements, and notice requirements shall be specified in the Bylaws of the Corporation.

ARTICLE 5

Duration

This corporation shall have perpetual existence.

ARTICLE 6

Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 4915 Troydale Rd., Tampa, Florida 33615, and the initial registered agent of this corporation at such office shall be Brian K. Deming. This corporation shall have the right to change such registered agent and such registered office from time to time, as provided by law.

ARTICLE 7

Incorporator

The name and street address of the incorporator making these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Brian K. Deming	4915 Troydale Rd. Tampa, Florida 33615

ARTICLE 8

Officers and Directors

The affairs of this corporation shall be managed by a Board of Directors who shall be elected by the members as provided in the bylaws of this corporation and by officers who shall be elected by the Board of Directors. The officers thus to be elected shall be a president, a vice president, a secretary and a treasurer and such other officers as may be provided for in the bylaws of this corporation. The duties of the respective officers and the manner of filling vacancies in the offices of this corporation shall be as provided in the bylaws.

The number of Directors and the manner of filling vacancies in the Board of Directors shall be provided in the bylaws of this corporation. The number shall not be less than three, but may be any number in excess thereof. A quorum for the transaction of business shall be a majority of the Directors qualified and active, and the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Directors. Meetings of the Directors may be held within or without the State of Florida.

ARTICLE 9

Directors

The initial members of the Board of Directors of this corporation shall consist of the following members, who shall hold office until their successors have been duly elected and qualify:

<u>Name</u>	<u>Address</u>
Brian K. Deming	4915 Troydale Rd. Tampa, Florida 33615

Andy Hafer

2407 S. Dundee St.
Tampa, Florida 33629

John Bruels

5910 Skimmer Point Blvd. S.
Gulfport, Florida 33707

ARTICLE 10

Bylaws

The power to adopt the bylaws of this corporation, to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this corporation.

ARTICLE 11

Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes therein stated.

DATED this 14 day of April, 2015.


BRIAN K. DEMING

4/14/2015 2:46:33 PM From: To: 8506176381(6/6)

ASSOCIATION OF ERP PROFESSIONALS, INC.

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, Brian K. Deming, having been named as registered agent to accept service of process for the above-named corporation at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of a registered agent under applicable law.

DATED this 14 day of April, 2015.


BRIAN K. DEMING

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