

# Florida Department of State

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## **DOMESTICATION** INSPIRENOW, INC.

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## **CERTIFICATE OF DOMESTICATION**

#### OF

## INSPIRENOW, INC.

THE UNDERSIGNED, Chad Varga, as President of InspireNow, Inc., an Ohio notfor-profit corporation (the "corporation"), in accordance with Section 617.1803, Florida Statutes, does hereby certify the following:

- 1. The date on which the corporation was first formed was April 23, 2013.
- 2. The jurisdiction where the corporation was first formed, incorporated, or otherwise came into being is the State of Ohio.
- 3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was InspireNow, Inc.
- 4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to Sections 617.01201 and 617.0202, Florida Statutes, with this certificate is InspireNow, Inc.
- 5. The jurisdiction that constituted the seat, siege social, principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was the State of Ohio.
- 6. Attached are Florida articles of incorporation pursuant to Section 617,1803, Florida Statutes.

I am the President of InspireNow, Inc., and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 2.7 day of September 2015.

Chad Varga President

#### ARTICLES OF INCORPORATION

OF

## INSPIRENOW, INC.

A Corporation Not for Profit
Under Chapter 617 of the Florida Statutes

In order to form a corporation under and in accordance with the provisions of Chapter 617, Florida Statutes, I hereby make, adopt and subscribe the following Articles of Incorporation:

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#### NAME OF CORPORATION

The name of this corporation shall be:

InspireNow, Inc.

The principal address and the mailing address of the corporation shall be:

6924 Grand Estuary Trail #102

Bradenton, Florida 34212

П.

#### **PURPOSE OF CORPORATION**

The purposes for which the corporation is organized are exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any United States Internal Revenue Law.

The general nature, objects and purposes of the corporation shall be to operate without profit and to accept and receive contributions by gift, grant, devise, bequest, or in any lawful manner from the public and to administer and distribute such contributions to organizations for charitable purposes that are described in Section 501(c)(3).

- To distribute property in accordance with the terms of gifts, bequests, or devises made to the corporation which are not inconsistent with its purposes;
- ii. To modify any restriction or condition on the administration and distribution of funds for any specified purpose consistent herewith if in the sole judgment of the board of directors, such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the designated purposes

of the corporation.

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, 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 forth in the purpose clause hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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. Notwithstanding any other provisions of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Tax Code, or corresponding section of any future federal tax code.

#### III.

### **BOARD OF DIRECTORS**

The affairs of the corporation shall be managed by a board of directors consisting of not less than three (3) persons, as determined pursuant to provisions of the Bylaws. The method of election of directors shall be as stated in the Bylaws.

#### IV.

## CORPORATE EXISTENCE

The existence of this corporation shall be perpetual, unless dissolved according to law. Distributions upon the dissolution of the corporation shall be made according to the terms set forth in Article X.

#### V.

#### **BYLAWS**

The board of directors of the corporation shall adopt Bylaws consistent with these Articles of Incorporation. Thereafter, the Bylaws may be altered, amended or rescinded by the directors in the manner provided by such Bylaws.

#### VI.

#### REGISTERED OFFICE

The street address of the initial registered office of the corporation is 200 South Orange Avenue, Sarasota, Florida 34236 and the name of the initial registered agent of this corporation at that address is Cross Street Corporate Services, LLC.

#### VII.

#### INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is Chad Varga, 6924 Grand Estuary Trail #102, Bradenton, Florida 34212.

#### VIII.

#### **MEMBERS**

The corporation shall not have any members.

#### IX.

#### COMMITTEES

The corporation may establish such committees as may be necessary to efficiently carry out the general purposes and activities of the corporation.

#### X,

#### DISTRIBUTION UPON DISSOLUTION

Upon the dissolution of the corporation, the board of directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes for which this corporation was organized to such organization or organizations organized and operated exclusively for charitable purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code, as amended, (or the corresponding provision of any future United States Internal Revenue Law) or an organization or organizations, contributions to which are deductible under Section 170(c)(1) or (2) of the Internal Revenue Law.

#### XI.

#### **AMENDMENT**

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided in the Bylaws.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 24 day of September 2015.

Chad Varga Incorporator

#### ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

The undersigned, hereby consents to the appointment as Registered Agent to accept service of process upon said corporation in this state. The undersigned is familiar with, and accepts, the obligations of this position.

CROSS STREET CORPORATE SERVICES,

LLC, a Florida limited liability company

By:

Michael J. Wilson As a Vice President

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