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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**Cade Innovation Learning Center, Inc.**

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**ARTICLES OF INCORPORATION**  
of  
**CADE INNOVATION LEARNING CENTER, INC.**  
a Florida Corporation (Not-For-Profit)

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**ARTICLE I.**

Name

The name of the Corporation is CADE INNOVATION LEARNING CENTER, INC. (hereinafter "the Corporation").

**ARTICLE II.**

Principal Office and Mailing Address

The principal office and mailing address of the Corporation is 904 S. Main St., Gainesville FL 32601.

**ARTICLE III.**

Purposes and Powers

The general nature of the objects, purposes, powers, and limitations of the Corporation shall be as follows:

A. To provide entrepreneurial training and supplemental STEM (science, technology, engineering and mathematics) education in classrooms and labs at a new, 21,000 square-foot facility in Gainesville, Florida.

B. To design and implement educational programming and to implement educational programs designed by the Cade Museum Foundation;

C. To build, operate, and maintain a museum featuring exhibits focusing on innovation and technology;

D. To be operated exclusively for charitable, educational and scientific purposes, including, for such purposes, (i) the making of direct expenditures for charitable, educational and scientific purposes, within the meaning of §501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any subsequent Federal tax law) (the "Code"), and (ii) the provision of financial and other support to other organizations operated for similar charitable, educational and scientific purposes that qualify as exempt organizations under §501(c)(3) of the Code;

E. To receive cash and property by gift, grant, loan, devise or bequest or otherwise, and by charging admission fees and/or membership dues, and to sell, invest and reinvest the same, and apply the income and principal thereof, as the Board of Directors may from time to time determine,

either directly or through contributions to any charitable organization, exclusively for the charitable, educational and scientific purposes enumerated above;

F. To the extent not inconsistent with the activities that may be carried on by a corporation described in §501(c)(3) of the Code, contributions to which are deductible under §170(c)(2) of the Code, to engage in any lawful act or activity for which corporations may be organized under the Florida Not For Profit Corporation Act, and to have all of the powers and authorities set forth in Section 617.0302 of the Florida statutes (Corporations Not For Profit), which powers are included herein by reference.

#### ARTICLE IV.

##### Directors

There shall be not less than three (3), nor more than fifteen (15) members of the Board of Directors of the Corporation. The names and addresses of the persons who are to serve as initial directors thereof are as follows:

<u>Name</u>	<u>Address</u>
1. Phoebe Miles	3909 Harrison St. NW Washington DC 20015
2. Sally Scott	1943 NW 104 <sup>th</sup> Way Gainesville, FL 32606
3. Marilyn Tubb	3950 NW 25 <sup>th</sup> Circle Gainesville, FL 32606

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#### ARTICLE V.

##### Limitations on Activities and Powers

The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the Directors:

A. The Corporation is organized and operated exclusively for charitable, educational and scientific purposes within the meaning of §501(c)(3) of the Code, and, notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under §501(c)(3) of the Code or (b) by a corporation contributions to which are deductible under §170(c)(2) of the Code.

B. The property of the Corporation is irrevocably dedicated to charitable, educational and scientific purposes, and no part of the net income or assets of the Corporation shall ever inure to the benefit of or be distributed to any director, officer or member thereof, or to the benefit of any private person, 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 Article III hereof.

C. No substantial part of the activities of the Corporation shall consist of carrying on 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.

D. Notwithstanding any other provision of these articles, if, at any time, the Corporation is determined to be a "private foundation" within the meaning of §509(a) of the Code:

1. The Corporation shall not engage in any act of self-dealing, as defined in §4941(d) of the Code, which would cause any tax liability under §4941(a) of the Code;

2. The Corporation shall not retain any "excess business holdings," as defined in §4943(c) of the Code, which would cause any tax liability under §4943(a) of the Code;

3. The Corporation shall not make any investment which would jeopardize the carrying out of any of its exempt purposes under §4944 of the Code and which would cause any tax liability under §4944(a) of the Code;

4. The Corporation shall not make any "taxable expenditures," as defined in §4945(d) of the Code, which would cause any tax liability under §4945(a) of the Code; and

5. The Corporation shall distribute its income for each taxable year at such time and in such manner for the purposes specified in Article III as not to become subject to the tax on undistributed income imposed by §4942 of the Code.

## ARTICLE VI.

### Dissolution

Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to one or more nonprofit funds, foundations, trusts or corporations that are organized and operated exclusively for charitable, educational and/or scientific purposes and which have established tax exempt status under §501(c)(3) of the Code, as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of by the court having jurisdiction over the dissolution of nonprofit public benefit corporations organized under the laws of the State of Florida exclusively for such purposes, or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII.

Registered Office and Agent

The initial registered office of the Corporation shall be located at 904 S. Main St., Gainesville, Florida 32601, and the initial registered agent of the Corporation at that address shall be Jennifer Denault.

ARTICLE VIII.

Members

The Corporation shall have no voting members and no stockholders.

ARTICLE IX.

Incorporator

The name and address of the subscriber of these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Deborah M. Beers	1700 K Street, N.W. Suite 300 Washington, DC 20006-3807

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ARTICLE X.

Bylaws

The Bylaws of the Corporation shall be made and adopted by the Board of Directors and may be amended, altered or rescinded by a majority of the entire Board of Directors present at any regular or special meeting called for that purpose.

IN WITNESS WHEREOF, the undersigned have made and subscribed to these Articles of Incorporation this 6<sup>th</sup> day of January, 2016 for the uses and purposes therein set forth.

IN THE PRESENCE OF:

Rob Bartolome

Deborah M. Beers

DEBORAH M. BEERS, Incorporator

1/12/2016 11:34:52 AM From: To: 8506176381( 6/6 )

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I  
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY  
WITH THE PROVISIONS OF ALL STATUTES RELATED TO THE PROPER AND  
COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: Jennifer Denault

Jennifer Denault

(REGISTERED AGENT)

DATE: January 7, 2016

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