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FLORIDA PROFIT/NON PROFIT CORPORATION  
VENTURE EDUCATION FOUNDATION, INC.

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**ARTICLES OF INCORPORATION  
OF**

**VENTURE EDUCATION FOUNDATION, INC.**

(Pursuant to Section 617.1006 of the Florida Not For Profit Corporation Act ( the "Act" ) )

The undersigned, Kevin Burgoyne, and Pat Schneider, as Incorporators, hereby submit these Articles of Incorporation to the Department of State of the State of Florida.

**ARTICLE I.**

**NAME**

The name of this corporation is "VENTURE EDUCATION FOUNDATION, INC." (hereinafter, the "Corporation").

**ARTICLE II.**

**PURPOSES**

The corporation shall act as a business league, and is organized for the following purposes:

A. To assist and promote a strong and informed entrepreneurial community, to expand the role Florida's role as a leader in the nation of high-growth and emerging businesses which attract seed, venture and other investment capital, to organize and present one or more conferences each year to showcase emerging and other high-growth businesses before a wide audience of potential investors, and to provide an arena for the free flow of information and education related to these matters.

B. To operate as a corporation not-for-profit under the laws of the state of Florida. In no event shall this corporation be operated for purposes other than those permitted under Section 501(c)(3) of the Internal Revenue Code of and the regulations thereunder as amended from time to time, or comparable provisions of subsequent legislation (the "Code").

C. Subject to the limitations set forth above, the Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and lawful acts and things for the furtherance of any of its purposes, and to aid or assist other organizations whose activities are such as to foster any of such purposes.

D. To serve any other purpose permitted under Section 501(c)(3) of the Code.

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### ARTICLE III.

#### POWERS

The corporation shall have the power to receive, acquire, own, maintain and use its assets for the purposes for which it is organized; to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the Corporation; to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized; and to exercise all powers granted to a corporation not for profit under Florida law. In addition to the powers specified herein, the Corporation shall have the additional powers specified in its Bylaws.

### ARTICLE IV.

#### LIMITATIONS; DISTRIBUTIONS ON DISSOLUTION

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its trustees, officers, members 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 Article II hereof. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or 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 Code, or corresponding section of any future federal tax code, or (b) by a corporation not for profit organized under Florida law.

B. Upon the dissolution of the Corporation, all of the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed by the Board of Directors to one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for proper public purposes. Any such assets not so disposed of shall be disposed of by a Florida court of competent jurisdiction of the county in which the principal office of the 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 such purposes.

### ARTICLE V.

#### MEMBERSHIP

The authorized number and qualifications of the members of the Corporation, the manner of their admission, the different classes of membership, if any, the voting and other rights and privileges of members, and their liability for dues and the method of collection thereof, shall be as set forth in the Bylaws of the Corporation.

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## ARTICLE VI.

### DURATION

The period of the duration of the Corporation is perpetual unless dissolved according to law.

## ARTICLE VII.

### ADDRESS AND REGISTERED AGENT

The address of the principal office and the mailing address of the Corporation is 707 W. Azeele Street, Tampa, Florida 33606. The Board of Directors may from time to time move the principal office to any other address in Florida, and may establish such chapters in other states, as they deem necessary or advisable.

The name and address of the Corporation's registered agent is Kevin Burgoyne, 707 W. Azeele Street, Tampa Florida 33606.

## ARTICLE VIII.

### MANAGEMENT; OFFICERS

The day-to-day affairs of the Corporation will be managed by its officers pursuant to the authority given them by the Board of Directors and the Bylaws of the corporation. The officers of the Corporation shall be, and shall have the powers and duties, as set forth in the Bylaws of the Corporation. Officers shall be elected by the members of the Board of Directors at its initial meeting and thereafter at the Annual Meeting of the Board. Officers will serve for a period of one year or until their successors are duly elected and shall qualify to take office, unless sooner removed, resigned or otherwise terminated.

## ARTICLE IX.

### BOARD OF DIRECTORS

The number of persons constituting the Board of Directors shall be three (3) or more. The number of members of the Board of Directors may be increased or decreased as provided in the Bylaws, but in no event shall the number of directors be less than three (3) or more than twenty five (25). The Board of Directors shall be elected as provided in the Bylaws.

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**ARTICLE X.**

**BYLAWS**

The Bylaws may be amended, altered or repealed, and new Bylaws may be adopted, only by a majority of the Board of Directors. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or these Articles of Incorporation.

**ARTICLE XI.**

**AMENDMENTS**

These Articles of Incorporation may be altered, amended or repealed only by a majority vote of the Board of Directors of the Corporation at a meeting duly held for which proper notice is given.

**ARTICLE XII.**

**INCORPORATORS**

The name and address of the persons who initially signed the Articles of Incorporation as Incorporators are:

Kevin Burgoyne  
707 W. Azeele Street  
Tampa, Florida 33606

Pat Schneider  
707 W. Azeele Street  
Tampa, Florida 33606

**ARTICLE XIII.**

**INDEMNIFICATION**

The corporation shall indemnify each (current and former) director, officer and employee of the Corporation, and may indemnify any other person, who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

A. Whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the

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corporation as a director, officer, employee or agent of another Corporation, association, partnership, joint venture, trust or other enterprise, from and against fees and expenses (including attorneys' fees and expenses), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such an action, suit or proceeding, including any appeal thereof, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, or, with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation, or, with respect to any criminal action or proceeding, have reasonable cause to believe that his or her conduct was unlawful.

B. By or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another Corporation, association, partnership, joint venture, trust or other enterprise against fees and expenses (including attorneys' fees and expenses) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit, including any appeal thereof, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation unless or only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such fees and expenses which such court shall deem proper.

To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred in Article XIII subclauses A and B above, or in defense of any claim, issue or matter therein, he or she may be indemnified against fees and expenses (including attorneys' fees and expenses) actually and reasonably incurred by him or her in connection therewith.

Any indemnification under Article XIII subclauses A and B above, may be made by the Corporation only as authorized in the specific case upon a determination in good faith that indemnification of the president, vice president, director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Article XIII subclauses A and B above, unless a court has decided that indemnification is proper. Such determination shall be made by the Board of Directors by

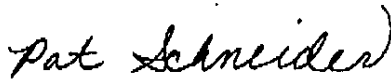
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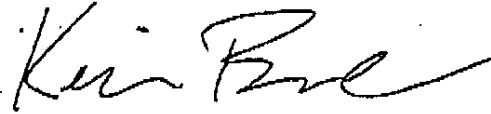
a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding.

The rights of indemnification provided in this article shall inure to the benefit of the heirs, executors, administrators, legal representatives, successors and assigns of the persons covered hereby.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 7 day of July 2016



Pat Schneider, Incorporator



Kevin Burgoyne, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named Corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated this 7th day of July, 2016



Kevin Burgoyne

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