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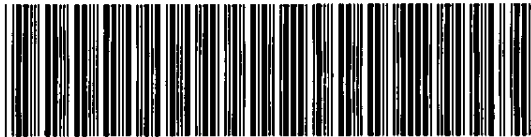
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ARTICLES OF INCORPORATION
OF
CREATORS CAMP USA, INC.

The undersigned, desiring to form a not-for-profit corporation pursuant to Chapter 617, *Florida Statutes*, hereby adopts the following Articles of Incorporation:

ARTICLE I – NAME:

The name of this corporation shall be Creators Camp USA, Inc. (the "Corporation").

ARTICLE II – PURPOSES:

The general nature of the objectives and purposes of this Corporation are to be organized and operated exclusively as a not-for-profit corporation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations issued thereunder, or the corresponding provisions of any future United States Internal Revenue law (the "Code"). Specifically, this Corporation is organized for educational purposes including, but not limited to, the creation and coordination of alternative education programming designed to expose elementary, middle and high school-aged youth to the fields of science, technology, engineering, art + design and math (collectively "STEAM"), while simultaneously building critical interpersonal skills in preparation for the future. Through such activities and programming, the Corporation will fulfill its mission of better preparing young, emerging creators and innovators for the future.

ARTICLE III – POWERS:

The Corporation shall have the general power to do all lawful acts, as conferred upon not-for-profit corporations by Section 617.0302, *Florida Statutes*, including all those things necessary or expedient in the prosecution of the Corporation's purposes, which are necessary and desirable to carry out the purposes and responsibilities of the Corporation.

Notwithstanding the generality of the foregoing, the powers of the Corporation shall be subject to the following limitations and restrictions:

- A. The Corporation shall have no power to do any act inconsistent with the provisions of Section 501(c)(3) and Section 170(c)(2) of the Code;
- B. No part of the income, profit or assets of the Corporation shall inure to the benefit of, or be distributed to, directly or indirectly, its members, directors, officers, or other private persons; provided however, that the Corporation shall be authorized and empowered to pay reasonable compensation to any such persons for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II of these Articles of Incorporation; and
- C. No substantial part of the activities of the Corporation shall be the carrying on of 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 any candidate for public office.

ARTICLE IV – BOARD OF DIRECTORS:

- A. All corporate powers shall be exercised under the authority of, and the affairs of this Corporation shall be managed under the direction of, a board of directors that shall be referred to as the "Board of Directors," except as otherwise provided by law, in these Articles of Incorporation, or the Bylaws of the Corporation. The directors shall be referred to as "Directors."
- B. The Corporation shall have no fewer than three (3), but no more than five (5) Directors initially, in accordance with Section 617.0803(1), Florida Statutes. The number of Directors may be increased or decreased from time to time according to the Bylaws of the Corporation, but shall never be less than three (3).
- C. Initially, the Directors shall be the Organizers of the Corporation. The Organizers of the Corporation are Vincent Hunt, Sandie Chavez and Jason Stamm. Thereafter, Board of Directors members shall be elected and serve terms pursuant to the provisions of the Bylaws of the Corporation.

ARTICLE V – OFFICERS:

The Corporation shall, at all times, maintain a minimum of three (3) officers, which shall include a President/Chairman, Vice President/Vice Chairman, and Treasurer/Secretary, pursuant to Chapter 617, Florida Statutes. The Corporation reserves the right to increase the number of officers from time to time, but at no time will there be less than three (3) officers. The officers shall be elected by a majority vote of the Board of Directors at its first organizational meeting and thereafter at its annual meeting.

ARTICLE VI – INITIAL REGISTERED OFFICE AND AGENT:

The street address of the initial registered office of this Corporation is 2010 Delta Blvd., Tallahassee, Florida 32303, and the name of the initial registered agent of this Corporation is Jack "Jake" E. Kiker, III, of WilliamsGautier Law.

ARTICLE VII – PRINCIPAL OFFICE:

The initial principal place of business of this Corporation shall be 914 Railroad Ave. Tallahassee Florida 32310

ARTICLE VIII – INCORPORATOR:

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

WilliamsGautier Law
2010 Delta Blvd.
Tallahassee, Florida 32303

ARTICLE IX – TERM OF EXISTENCE:

This Corporation shall exist perpetually.

ARTICLE X - BYLAWS:

- A. The Board of Directors, by a majority vote, may provide such Bylaws for the conduct of the business of the Corporation and the carrying out of its purposes as it may deem necessary from time to time, including, but not limited to, provisions for the quorum and voting requirements of meetings and activities of the Board of Directors; provided, however, that such Bylaws shall not conflict with these Articles of Incorporation.
- B. Upon proper notice, the Bylaws may be amended, altered or rescinded by a majority vote of the members of the Board of Directors who are present at any regular or special meeting for such purpose.

ARTICLE XI - AMENDMENTS:

These Articles of Incorporation may be amended, altered, changed or repealed solely by the Board of Directors.

ARTICLE XII - CORPORATE LIQUIDATION AND DISSOLUTION:

No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this Corporation and, upon dissolution of this Corporation, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed:

- A. To one or more organizations which have qualified for exemption under Section 501(c)(3) of the Code where the purposes are similar to the charitable and/or educational purposes of this Corporation.
- B. To a federal government or a state or local government, for public purposes similar to the charitable and educational purposes of this Corporation, consistent with Section 501(c)(3) of the Code and in accordance with the laws of the State of Florida; or
- C. Upon order of a court of competent jurisdiction, to another organization to be used in such manner as in the judgment of the court will best accomplish the charitable and educational purposes of this Corporation.

ARTICLE XIII - INDEMNIFICATION:

The Corporation shall indemnify officers, directors, trustees, employees, attorneys and agents to the full extent permitted by Chapter 617, Florida Statutes, entitled the "Florida Not-for-Profit Corporation Act," provided, however, that no such indemnification shall be permitted if such indemnification would violate the purposes of the Corporation as specified in Article II herein or would be inconsistent with the provisions of Section 501(c)(3) and Section 170(c)(2) of the Code.

The undersigned has executed these Articles of Incorporation this 9 day of November, 2016.


Sandie Chavez

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the Florida Statutes, the Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

The name of the corporation is: Creators Camp USA, Inc.

The name and address of the registered agent and office is: Jack "Jake" E. Kiker, III, WilliamsGautier Law, 2010 Delta Blvd., Tallahassee, Florida 32303.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



Jack "Jake" E. Kiker, III

Date: November 14th, 2016

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