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FLORIDA PROFIT/NON PROFIT CORPORATION
FLORIDA CANNABIS PHYSICIANS NETWORK, INC.

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DEPT. OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
FLORIDA CANNABIS PHYSICIANS NETWORK, INC.**

The undersigned incorporator, Keith Bell, a natural person competent to contract, hereby presents these Articles of Incorporation as the Articles of Incorporation of Florida Cannabis Physicians Network, Inc. (the "Articles") for formation of a corporation not for profit under the provisions of Chapter 617, *Florida Statutes*.

ARTICLE I – NAME AND PRINCIPAL OFFICE

The name of the corporation is Florida Cannabis Physicians Network, Inc. (the "Corporation"), and the initial principal office and mailing address of the Corporation is 125 W. Romana St., Suite 800, Pensacola, FL 32502.

ARTICLE II – POWERS AND PURPOSES

The Corporation shall have all powers conferred upon not for profit corporations under the provisions of Chapter 617, *Florida Statutes*, and not prohibited under Section 501(c)(6) of the Internal Revenue Code of 1986. The purposes for which the Corporation is organized shall be as follows:

- (a) To promote the cannabis industry (including byproducts) throughout the State of Florida.
- (b) To increase the knowledge and experience of the cannabis industry within and outside the State of Florida through seminars, conferences, forums, publications, and related educational means.
- (c) To promote the interests of businesses, organizations, individuals and others engaged in the regulation, sale, and distribution of cannabis (and byproducts) within and outside the State of Florida, in order to improve business opportunities for such entities, including through the representation of such interests before federal, state, and local agencies and authorities.
- (d) To expand public awareness of the cannabis industry within and outside the State of Florida.
- (e) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any director, officer, trustee, or member of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation in effecting one or more of its purposes).
- (f) Notwithstanding any other provision of these Articles, the 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 Internal Revenue Code of 1986 and its regulations as they now exist or may hereafter be amended.

ARTICLE III – MEMBERSHIP

The Corporation may have members if provided in the bylaws of the Corporation. The Corporation may have separate classes of membership if provided in the bylaws of the Corporation.

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ARTICLE IV – TERM OF EXISTENCE

The term of existence of the Corporation shall be perpetual until terminated pursuant to these Articles, the bylaws of the Corporation, and applicable law.

ARTICLE V – INCORPORATOR

The name of the incorporator is Keith Bell, whose address is 106 E. College Avenue, Suite 600, Tallahassee, FL 32301.

ARTICLE VI – OFFICERS

The Corporation may have such officers as the Board of Directors of the Corporation shall in its discretion determine necessary or appropriate for accomplishing the objectives of the Corporation. The officers shall be elected by the Board of Directors at the annual meeting of the Board of Directors or as otherwise provided in the Corporation's bylaws.

ARTICLE VII – BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors. The directors shall be elected, removed and/or reelected as provided in the bylaws of the Corporation. The Corporation shall have no less than three (3) and no more than twenty (20) directors. The number of directors may be either increased or diminished from time to time as provided in the bylaws of the Corporation, but there shall never be less than three (3) directors. The names and addresses of the initial directors of the Corporation are as follows:

Keith Bell	106 E. College Avenue, Suite 600, Tallahassee, FL 32301
Travis Peterson	200 East Government St., Suite 220, Pensacola, FL 32504
Scott Remington	125 W. Romana St., Suite 800, Pensacola, FL 32503

ARTICLE VIII – AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles or any amendment to them and all rights and privileges conferred upon the Board of Directors and officers of the Corporation are subject to this reservation.

ARTICLE IX – BYLAWS

The bylaws of the Corporation are to be made, altered, amended, or repealed by the affirmative vote of two-thirds of all directors then in office at a regular or special meeting of the Board of Directors called for that purpose.

ARTICLE X – DISTRIBUTION ON DISSOLUTION

Upon dissolution of the Corporation, or the winding up of its affairs, the assets of the Corporation shall be distributed, in the manner determined by the Board of Directors of the Corporation, solely to organizations which at that time qualify under the provisions of Section 501(c)(3) or 501(c)(6) of the Internal Revenue Code and its regulations as they now exist or may hereinafter be amended.

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No director, officer, trustee, or member of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

ARTICLE XI - REGISTERED OFFICE AND AGENT

The address of the registered office of the Corporation is 125 W. Romana St., Suite 800, Pensacola, FL 32502, and the name of the registered agent at that address is Keith Bell.

ARTICLE XII - EFFECTIVE DATE

The effective date of these Articles shall be the date these Articles are filed with the office of the Department of State of the State of Florida.

[Signature Page Follows]

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The undersigned incorporator has executed these Articles on the date set forth below.

INCORPORATOR:



KEITH BELL

Date: 2-15-17

REGISTERED AGENT ACCEPTANCE

I do hereby accept the foregoing designation as registered agent of Florida Cannabis Physicians Network. Further, I am familiar with and accept the duties and obligations of such designation.



KEITH BELL

Date: 2-15-17

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