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Division of Corporations

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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**VillageWorx, Inc.**

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**ARTICLES OF INCORPORATION  
OF  
VILLAGEWORX, INC.  
(a Florida Corporation Not For Profit)**

**ARTICLE I  
NAME**

The name of this corporation is VillageWorx, Inc. (hereinafter called the "Corporation").

**ARTICLE II  
PRINCIPAL ADDRESSES OF  
THE CORPORATION**

The Corporation's principal office and mailing address are located at 2737 Crystal Way  
Naples, Florida 34119.

**ARTICLE III  
DURATION**

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

**ARTICLE IV  
PURPOSES**

The Corporation is organized exclusively for charitable, religious, scientific and educational  
purposes, including, for such purposes, the making of distributions to organizations that qualify as  
exempt organizations under §501(c)(3) of the Internal Revenue Code of 1986, as amended, or a  
corresponding section of any future federal tax code ("Code"). Specifically, the Corporation will  
provide services, resources, education and training to equip poverty-stricken and underdeveloped  
regions and communities so they may become independently sustainable.

The purposes of the Corporation may be modified from time to time by the Board of  
Directors, provided any modification in purpose shall be exclusively for charitable, religious,  
scientific or educational purposes.

**ARTICLE V  
NECESSARY POWERS**

The Corporation shall have the power to 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; and to exercise all powers necessary or convenient to the furtherance

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of the purposes for which the Corporation is organized; and to exercise all powers granted to a Corporation not for profit under Florida law.

#### **ARTICLE VI MANAGEMENT**

Management of the Corporation shall be vested in the Corporation's Board of Directors the members of which shall be not less than three (3) nor more than nine (9).

#### **ARTICLE VII INITIAL DIRECTORS**

The initial directors of the Corporation shall be:

Jack H. Shemavonian  
2737 Crystal Way  
Naples, FL 34119

Trudy Moon Eisel  
5256 Coral Fine Drive  
Naples, FL 34119

Scott A. Beatty  
194 Oakwood Drive  
Naples, FL 34110

Edward J. Mace  
720 Goodlette Road North, Suite 202  
Naples, FL 34102

Lee A. Zepeda  
6556 Marbella Lane  
Naples, FL 34105

Directors shall be elected as provided in the Bylaws.

#### **ARTICLE VIII MEMBERSHIP**

The Corporation shall have no members.

#### **ARTICLE IX DISSOLUTION**

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501(c)(3) and 170(b)(1)(A) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the federal, state or local government for exclusive public purpose.

Notwithstanding any other provisions of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on by a corporation qualifying for exemption form

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Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

## ARTICLE X PROHIBITED ACTIVITIES

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Directors, 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 Article IV 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 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 or engage in political activities of any kind, except as permitted by the provisions of §501(h) of the Code.

Notwithstanding any other provision of these Articles, 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 §501(c)(3) of the Code, or (b) by a Corporation, contributions to which are deductible under §§170(c)(2), 2055, 2100(a)(2) and 2522 of the Code.

In the event that the Corporation shall be considered to be a private foundation, as such term is defined in §509(a) of the Code, then in that event, the Corporation:

A. shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by §4942 of the Code; and,

B. shall not (i) engage in any act of self-dealing as defined in § 4941(d) of the Code; (ii) retain any excess business holdings as defined in § 4943(c) of the Code; (iii) make any investments in such manner as to subject it to tax under § 4944 of the Code; or (iv) make any taxable expenditures as defined in § 4945(d) of the Code.

## ARTICLE XII AMENDMENT OF BYLAWS

Except as provided by these Articles and by the Bylaws and provided any amendment to them in any manner does not contravene the purposes of the Corporation as stated herein and which would not adversely affect the Corporation's status as an organization qualifying under Section 501(c)(3) of the Internal Revenue Code of 1986, the Corporation's Bylaws may be amended, altered, restated or repeated and new Bylaws may be adopted by the affirmative vote of 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 Florida law or the Articles of Incorporation.

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Articles of Incorporation of  
VillageWorx, Inc.  
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**ARTICLE XIII  
AMENDMENT OF ARTICLES OF INCORPORATION**

The Corporation reserves the right, by the affirmative vote of the majority of the Corporation's Board of Directors, to amend or repeal any provision or provisions contained in these Articles of Incorporation or any amendment to them in any manner which does not contravene the purposes of the Corporation as stated herein and which would not adversely affect the Corporation's status as an organization qualifying under Section 501(c)(3) of the Internal Revenue Code of 1986.

**ARTICLE XIV  
REGISTERED AGENT AND REGISTERED AGENT ADDRESS**

The street address of the Corporation's registered office in the State of Florida is c/o Salvatori, Wood, Buckel, Carmichael & Lottes, 9132 Strada Place, Fourth Floor, Naples, Florida 34108-2683, and the name of its registered agent at such office is Blake W. Kirkpatrick.


**ARTICLE XV  
NAME AND ADDRESS OF INCORPORATOR**

The name of the person signing these Articles as Incorporator is Blake W. Kirkpatrick. The Address of the Incorporator is c/o Salvatori, Wood, Buckel, Carmichael & Lottes, 9132 Strada Place, Fourth Floor, Naples, Florida 34108-2683.

**ARTICLE XV  
EFFECTIVE DATE OF INCORPORATION**

The effective date of incorporation for the Corporation shall be March 15, 2017.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 13 day of March, 2017.

  
Blake W. Kirkpatrick, Incorporator

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**CERTIFICATE OF DESIGNATION OF REGISTERED OFFICE AND  
REGISTERED AGENT**

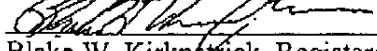
PURSUANT TO THE PROVISIONS OF SECTIONS 48.091 and 607.0501, FLORIDA  
STATUTES, THE UNDERSIGNED CORPORATION SUBMITS THE FOLLOWING  
STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN  
THE STATE OF FLORIDA

The name of the Corporation is VillageWorx, Inc.

The name of the initial registered agent of the Corporation is Blake W. Kirkpatrick, c/o  
Salvatori, Wood & Buckel, P.L., 9132 Strada Place, Fourth Floor, Naples, Florida 34108-2683.

**REGISTERED AGENT ACCEPTANCE**

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 that 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.

By:   
Blake W. Kirkpatrick, Registered Agent

Date: March 13, 2017

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