

Division of Corporations

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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Professional Networking Exchange, Inc.**

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**ARTICLES OF INCORPORATION  
PROFESSIONAL NETWORKING EXCHANGE, INC.**

A Florida Corporation Not for Profit

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CLERK OF STATE  
TALLAHASSEE FLORIDA

The undersigned incorporator hereby files these Articles of Incorporation to form a non-stock, perpetually existing corporation not for profit pursuant to Chapter 617, Florida Statutes, as amended.

**ARTICLE I  
Name**

The name of the corporation shall be PROFESSIONAL NETWORKING EXCHANGE, INC. (the "Corporation"). The street address and the mailing address of the Corporation shall be c/o Peter P. Lindley, P.A., 1200 North Federal Highway, Suite 200, Boca Raton, Florida 33432.

**ARTICLE II  
Purposes**

The Corporation is formed exclusively for the general objects and purposes of providing a forum for experienced business professionals to meet and exchange business ideas for the advancement of commerce in their local business communities, to make specific recommendations for the development of local commerce, and to exchange potential professional and other business referral opportunities amongst them.

**ARTICLE III  
Powers**

Except as limited by these Articles of Incorporation or its Bylaws, the Corporation shall have and exercise all rights and powers in furtherance of its objects and purposes as are now or may hereafter be conferred on not for profit corporations pursuant to Chapter 617, Florida Statutes as well as other applicable law.

**ARTICLE IV  
Limitations on Activities**

The Corporation shall not be conducted or operated for profit, and the foregoing objects, purposes, rights and powers are each and all subject to the limitations that no part of the net earnings of the Corporation shall inure to the benefit of any private individual or Member.

**ARTICLE V  
Dissolution**

In the event of the liquidation or dissolution of the Corporation, the Directors of the Corporation shall have the power to dispose of the total assets of the Corporation in such manner as they may by a majority vote determine; *provided, however*, that such disposition shall be calculated exclusively to carry out the objects and purposes set forth in Article II above, subject to the limitations contained in Article IV above. In the event of dissolution, all of the remaining assets and property of the Corporation shall after necessary expenses thereof be distributed to such charitable organization(s) as shall qualify as such under Florida law and Section 501(c)(3) of the Internal Revenue Code, as the Directors shall determine.

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**ARTICLE VI**  
**Incorporator**

The name and address of the incorporator of the Corporation is:

Peter P. Lindley, Esq.  
Peter P. Lindley, P.A.  
1200 North Federal Highway, Suite 200  
Boca Raton, Florida 33432

**ARTICLE VII**  
**Nonstock corporation**

The Corporation shall not have or issue shares of stock.

**ARTICLE VIII**  
**Membership**

The conditions of membership in the Corporation and the rights and obligations of its members, shall be as fixed by, or in the manner provided in, the Bylaws of the Corporation.

**ARTICLE IX**  
**Board of Directors**

Section 1. The members shall elect a Board of Directors in whom shall be vested the management of the affairs of the Corporation. The number of members of the Board of Directors, which shall constitute the whole Board, shall be three. The manner of election of the Directors, their tenure of office and their duties and powers shall, except as otherwise provided in these Articles of Incorporation, be prescribed in the Bylaws, which may also regulate the calling and holding of meetings of the Board.

Section 2. The names and addresses of the persons who are to serve as the initial members of the Board of Directors of the Corporation are:

Greg Stein	8372 Calabria Lakes Drive, Boynton Beach, FL 33473;
Peter Lindley	1200 N. Federal Hwy, Ste. 200, Boca Raton, FL 33432; and
Joel Thum	1700 S. Dixie Hwy, Fourth Floor, Boca Raton, FL 33432.

Section 3. The identities and offices of the persons who are to serve as the initial officers of the Corporation are:

Greg Stein – President;  
Joel Thum – Treasurer; and  
Peter Lindley – Secretary.

**ARTICLE X**  
**Indemnification and Liability**

The Corporation shall, to the fullest extent permitted by Section 607.0850 of the Florida Statutes, as amended from time to time, indemnify all directors and officers of the Corporation and,

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in the discretion of the Board of Directors, shall provide indemnification to all other persons whom it may indemnify pursuant thereto. A member of the Board of Directors of the Corporation shall under no circumstances have any personal liability to the Corporation or its members for monetary damages for breach of fiduciary duty as a director except for those specific breaches and acts or omissions with respect to which applicable law expressly provides that this provision shall not eliminate or limit such personal liability of directors and further provided that no indemnification or payment shall be made which would give rise to a tax under Subchapter A of Chapter 42 of the Internal Revenue Code.

**ARTICLE XI**  
**Registered Office and Agent**

Section 1. The street address of the registered office of the Corporation is c/o Peter P. Lindley, P.A., 1200 North Federal Highway, Suite 200, Boca Raton, Florida 33432

Section 2. The name of the registered agent of the Corporation located at the address of the registered office is Peter P. Lindley.

**ARTICLE XII**  
**Amendment to Articles of Incorporation**

No amendment to these Articles of Incorporation shall be effective unless approved by a majority of all Members.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 23rd day of March, 2017.

Peter P. Lindley  
Peter P. Lindley, Incorporator

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**CERTIFICATE DESIGNATING  
REGISTERED AGENT AND REGISTERED OFFICE**

In compliance with Florida Statutes Sections 48.091 and 617.0501, the following is submitted:

PROFESSIONAL NETWORKING EXCHANGE, INC., desiring to organize as a corporation not for profit under the laws of the State of Florida, has designated Peter P. Lindley, P.A., 1200 North Federal Highway, Suite 200, Boca Raton, Florida 33432 as its initial Registered Office, and has named Peter P. Lindley located at said address as its initial Registered Agent.

Peter P. Lindley  
Peter P. Lindley  
Incorporator

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office. Furthermore, the undersigned understands the requirements of Section 48.091 and recognizes his duty to comply with such provision.

Peter P. Lindley  
Peter P. Lindley  
Registered Agent

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STATE OF FLORIDA  
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