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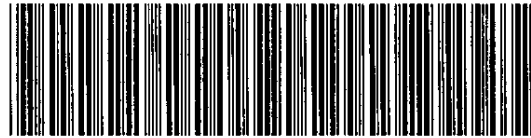
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# PILKA & ASSOCIATES, P.A.

## ATTORNEYS AT LAW

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†CERTIFIED CIRCUIT CIVIL MEDIATOR

June 12, 2017

Via Federal Express

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301


**RE: Cloud Providers of America, Inc.**

Dear Sir/Madam:

Enclosed please find the original Articles of Incorporation for Cloud Providers of America, Inc., together with our firm check in the amount of \$78.75. I request that you file the Articles of Incorporation and return a certified copy to me in the self-addressed envelope which I have provided for your convenience.

If you have any questions, please do not hesitate to contact me.

Yours very truly,



J. Scott Reed

JSR/psc  
Enclosures

**ARTICLES OF INCORPORATION**  
**OF**  
**CLOUD PROVIDERS OF AMERICA, INC.**

The undersigned incorporators, to form a corporation not for profit under the Florida Not For Profit Corporation Act, Chapter 617, *Florida Statutes*, hereby adopt the following Articles of Incorporation.

**ARTICLE I**  
**NAME**

The name of the corporation is **CLOUD PROVIDERS OF AMERICA, INC.**

**ARTICLE II**  
**COMMENCEMENT OF CORPORATE EXISTENCE**

The existence of the corporation shall commence upon the filing of the Articles of Incorporation.

**ARTICLE III**  
**PRINCIPAL OFFICE AND MAILING ADDRESS**

The street address of the principal office of the corporation and the mailing address of the corporation is 608 Robin Road, Lakeland, Florida 33803.

**ARTICLE IV**  
**PURPOSES**

The corporation is organized and shall operate exclusively for the purposes permitted by Section 501(c)(6) of the Internal Revenue Code of 1986 or the corresponding section of any prior or future Internal Revenue Code. In a manner consistent with the foregoing, the purposes of this corporation shall include:

- a. The promotion of the common business interest of those engaged in cloud computing services.
- b. The advancement of public knowledge and education of cloud computing.
- c. The adoption and application of high standards of ethical conduct for the guidance of

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cloud computing professionals.

- d. The promotion of the common business interest of cloud computing professionals within the computing industry as a whole.
- e. The providing and promoting of programs of continuing education and self-improvement for cloud computing professionals.
- f. The education of cloud computing professionals regarding their activities, duties, and responsibilities.
- g. The promotion of cloud computing education and practices which are in the best interests of the public and cloud computing.
- h. The promotion of such other things and the carrying out of such other programs to further the purposes of the corporation.
- i. The providing of a forum to assist and enable cloud computing professionals to meet, share ideas, and participate in activities which will improve the image of cloud computing and which will benefit the common business interest of cloud computing professionals.
- j. The improvement of the common business conditions of cloud computing professionals.
- k. The exchange of information between and among its members and by so doing, improving conditions within cloud computing as a whole.

#### **ARTICLE V** **MEMBERS**

The corporation may have one or more classes of members, the designation of such class or class, the qualifications and rights of members of each class to be as set forth in the Bylaws; provided, however, no member shall have any right to vote. All voting power of the corporation shall be vested in the board of directors.

#### **ARTICLE VI** **BOARD OF DIRECTORS**

The business and property of the corporation shall be managed by a board of directors which shall have full and absolute control over the affairs of the corporation and shall be authorized to exercise all of the corporate powers of the corporation. The board of directors shall

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carry out the purposes of the corporation in compliance with the Articles of Incorporation and the Bylaws of the corporation. The board of directors shall consist of three (3) persons. The method of electing the directors of the corporation shall be as stated in the Bylaws of the corporation. No director shall be compensated for the performance of his or her duties as a director, but a director may be reimbursed for expenses reasonably and necessarily incurred in the performance of his or her duties as a director in accordance with the Bylaws of the corporation. The initial directors of the corporation shall be Louie M. Holmes, II, Eric M. Hernaez and Stephen H. Hamic.

#### **ARTICLE VII** **OFFICERS**

The officers of the corporation shall consist of a chief executive officer, a president, a secretary, and a treasurer, and such other officers as the board of directors, from time to time and at any time, shall deem necessary. Any two (2) or more offices may be held by the same person. All officers shall be elected by the board of directors of the corporation annually at the annual meeting of the board of directors of the corporation. Officers (including an officer who is also a member of the board of directors of the corporation) may be compensated for the performance of his or her duties as an officer as determined by the board of directors of the corporation. Officers may be reimbursed for expenses reasonably and necessarily incurred in the performance of their duties as officers as determined by the board of directors of the corporation. The board of directors of the corporation shall, by two-thirds (2/3rds) vote, have the right to remove, with or without cause, any officer and to replace any officer so removed.

#### **ARTICLE VIII** **LIMITATIONS AND PROHIBITED ACTIVITIES**

The corporation shall be bound by the following:

A. No part of the net earnings of the corporation shall inure to the benefit of any member, director, or officer of the corporation, nor to the benefit of any private individual or entity;

B. The corporation shall have no power to engage in any act or activity prohibited to corporations which are exempt from federal income taxation under Section 501(c)(6) of the Internal Revenue Code of 1986 or corresponding Section of any future Internal Revenue Code;

C. In the event of the dissolution of the corporation, the residual assets of the corporation shall be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c) of the Internal Revenue Code of 1986 or corresponding Section of any future Internal Revenue Code, or to the federal or to a state or local government for public purposes exclusively;

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**ARTICLE IX**  
**INDEMNITY OF DIRECTORS AND OFFICERS**

The corporation shall indemnify any director or officer or any former director or former officer for any acts or alleged acts committed or allegedly committed by such director or officer while serving in his or her capacity as a director or as an officer of the corporation to the maximum extent permitted by Florida and federal law.

**ARTICLE X**  
**BYLAWS**

The Bylaws of the corporation shall be adopted, altered, amended, repealed, or revised only by a two-thirds (2/3rds) vote of those directors present at a meeting of the board of directors of the corporation at which a quorum is present.

**ARTICLE XI**  
**INITIAL REGISTERED AGENT**

The name and street address of the initial registered agent of this corporation is Louie M. Holmes, II, 608 Robin Road, Lakeland, Florida 33803.


**ARTICLE XII**  
**INCORPORATOR**


The name and address of the two incorporators of this corporation are:

1. Louie M. Holmes, II, 608 Robin Road, Lakeland, Florida 33803, and
2. Eric M. Hernaez, 608 Robin Road, Lakeland, Florida 33803.

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**IN WITNESS WHEREOF**, the undersigned incorporators have executed these Articles of Incorporation on this 8<sup>TH</sup> day of June, 2017.


  
\_\_\_\_\_  
Louie M. Holmes, II, Incorporator

  
\_\_\_\_\_  
Eric M. Hernaez, Incorporator

**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

I, Louie M. Holmes, II, having been named to serve as registered agent for **CLOUD PROVIDERS OF AMERICA, INC.**, do hereby accept such office and agree to conduct myself therein according to law. I am familiar with, and accept, the obligations of such office.

DATED this 8<sup>th</sup> day of June, 2017.



Louie M. Holmes, II, Registered Agent

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