

Jan. 29. 2018 12:38PM

GRAY ROBINSON

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Division of Corporations

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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**Florida Nexus 2.0, Inc.**

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T. SCOTT

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**ARTICLES OF INCORPORATION OF  
FLORIDA NEXUS 2.0, INC.**

The undersigned hereby forms a corporation not for profit under Chapter 617 of the Florida Statutes, and, for these purposes, does hereby adopt the following Articles of Incorporation.

**ARTICLE I - NAME**

The name of the corporation shall be: FLORIDA NEXUS 2.0, INC. (the "Corporation"), a Florida not for profit corporation.

**ARTICLE II - PURPOSES**

This Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, together with all other activities permitted by Section 617.01011 et seq. of the Florida Not For Profit Corporation Act which further its exempt purposes, as specified herein, including, but not limited to, the payment of overhead expenses, administrative costs, and other costs where such costs and expenses are necessary to carry out the exempt purposes of the Corporation. Specifically, the corporation is organized:

A. For the advancement of charitable, educational and any other related or corresponding charitable purposes by the application of its funds for such purposes.

B. More specifically, to provide educational services to entrepreneurs, investors and the general public including the less advantaged and underrepresented segments of society. Such educational services shall include, but not be limited to, educational classes, workshops, seminars, conferences and meetings, entrepreneurial mentorship programs, and websites including educational information.

C. To lessen the burden of government and combat community deterioration by conducting educational programs and providing information to economically deprived members of the public and economically less fortunate communities including promoting and developing inclusion and opportunities for less advantaged and underrepresented community members in business and entrepreneurial endeavors.

D. Additionally, to lessen the burden of government and combat community deterioration by conducting activities to supplement state, county and local government entities and agencies and economic development organizations in the State of Florida that provide economic and job development programs directed at encouraging the initiation, expansion, growth and maturation of small businesses with a potential for providing enhanced employment opportunities, and thereby contributing to the economic vitalization of the State of Florida and supporting the community vitalization and creation of jobs and by deploying the activities, information and resources in connection with economic development programs conducted by or for the state, county and local government entities and agencies and economic development organizations in the State of Florida.

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E. To conduct and publish research on economic factors and conditions impacting the growth and viability of the general public ecosystem of entrepreneurial and business opportunities for the public.

F. To advance charitable, educational, public research and lessen the burden of government and any other related charitable purposes;

1. to lessen the burden of government and support the community vitalization and creation of jobs by conducting and deploying educational activities, information and research in connection with economic development programs conducted by or for the state, county and local government entities and agencies and economic development organizations in the State of Florida; and

2. to provide education, information and technical assistance to the public and individuals, including underrepresented and less advantaged members of the community and promote seed funding for the development and operation of small businesses for the purpose of encouraging the initiation, expansion, growth and maturation of both new and existing small businesses which can provide employment opportunities and thereby advance economic development and alleviate unemployment and community deterioration in the State of Florida.

G. Supporting the education of, and exchange of information by, members of the public interest in entrepreneurship and small business creation and growth by establishing and operating internet-based tools available to the public as information forums or information exchanges, and by activating individuals to mentor, offering network connections and providing risk capital for companies.

H. Assisting underrepresented and less advantaged members of the community, including woman and minority-owned businesses to expand, grow, and mature and provide advice and counsel to such businesses, thereby supporting the creation, maintenance, and growth of employment opportunities for the public in localities, communities and throughout the State of Florida.

I. To operate in any other manner for such charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws.

In general, the Corporation shall do any and all acts and things, and exercise any and all powers which now or hereafter are lawful for the Corporation to do or exercise under and pursuant to the laws of the State of Florida for the purpose of accomplishing any of the purposes of the Corporation.

The purposes for which this Corporation is organized shall be limited to those which are strictly charitable. In no event shall this Corporation engage in any activity which would be contrary to the purposes and activities: (1) permitted to be engaged in by any organization the activities of which are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986; or (2) of a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

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

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participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

The Corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

No compensation shall be paid to any officer, director, trustee, creator or organizer of the Corporation or substantial contributor to it except as a reasonable allowance for services actually rendered to or for the Corporation. The Corporation is organized to serve public interests. Accordingly, it shall not be operated for the benefit of private interests.

#### ARTICLE III - POWERS

The Corporation shall have all the powers granted to not for profit corporations under the laws of the State of Florida which are necessary or convenient to affect any and all purposes for which the Corporation is organized. Subject to any applicable limitations, the Corporation shall have the power to receive, accept, use, hold, manage, and dispose of all types of real and personal property given, transferred, devised, or bequeathed to it, in trust or otherwise, for the purposes described above and for any purposes incidental thereto. In no event, however, shall the Corporation have or exercise any power which would cause it not to qualify as a tax-exempt organization under Section 501(c)(3) or Section 170 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder; nor shall the Corporation engage directly or indirectly in any activity which would cause the loss of such qualification. No part of the assets or the net earnings, current or accumulated, of the Corporation shall inure to the benefit of any private individual.

#### ARTICLE IV - MEMBERS

This Corporation shall have no Members.

#### ARTICLE V - TERM OF EXISTENCE

The Corporation shall have perpetual existence.

#### ARTICLE VI - OFFICERS AND DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors and managed on a day-to-day basis by officers elected in accordance with the Bylaws of the Corporation. The officers of the Corporation shall consist of a President, Vice President, Secretary and Treasurer. Such other officers and assistant officers and agents (including but not limited to Assistant Secretaries and Assistant Treasurers) as may be deemed necessary may be elected or appointed by the Board of Directors from time to time. Each officer shall serve for a term of one (1) year, beginning the 1st day of the month immediately following his or her election by a majority of the Board of Directors at the annual meeting of the Board of Directors. Officers may be re-elected to serve subsequent terms.

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**ARTICLE VII - BOARD OF DIRECTORS**

The number of persons constituting the first Board of Directors shall be three (3); provided, however, that the number of directors may expand as provided for in the Corporation's Bylaws, but shall never be less than three (3). The names and addresses of the persons who are to serve as directors until the first election under these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Michael O'Donnell	1217 Commodore Dr. New Smyrna Beach, FL 32168
Dale Brill	8443 Northlake Parkway Orlando, FL 32827
Linda South	137 S. Courtenay Parkway #712 Merritt Island, FL 32952

The number of directors shall be fixed in the Bylaws of this Corporation. Directors shall be elected as provided in the Bylaws of this Corporation.

**ARTICLE VIII - BYLAWS**

The Bylaws of the Corporation shall be approved by a majority vote of the Board of Directors, and thereafter may be altered or rescinded by a majority vote of the Board of Directors at the annual meeting of the Board or at a duly called meeting of the Board in accordance with the Bylaws.

**ARTICLE IX - AMENDMENTS TO THE ARTICLES OF INCORPORATION**

The Articles of Incorporation may be amended in the manner provided by law.

**ARTICLE X - DISSOLUTION**

Upon the liquidation or dissolution of the Corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed by the Board of Directors to any one or more organizations qualified as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the applicable rules and regulations thereunder. Any such assets not so disposed of shall be distributed by the Circuit Court of the county in which the principal office of the Corporation is located to such organization or organizations as said Court shall determine. No part of the assets or the net earnings, current or accumulated, of the Corporation shall inure to the benefit of a private individual.

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**ARTICLE XI - REGISTERED OFFICE AND AGENT**

The street address of the registered office of this Corporation shall be:

2106 S. Fern Creek Avenue  
Orlando, Florida 32806

The name of the registered agent of this Corporation shall be:

Blaire Martin

**ARTICLE XII - CORPORATION'S PRINCIPAL OFFICE  
AND/OR MAILING ADDRESS**

The principal office and/or mailing address of this Corporation shall be:


255 S Orange Ave, Suite 104  
Orlando FL 32801-3424

**ARTICLE XIII - INCORPORATOR**

The following is the name and street address of the incorporator who signed the original Articles of Incorporation:

Blaire Martin  
2106 S. Fern Creek Avenue  
Orlando, Florida 32806

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation,  
this 12 day of January, 2018.

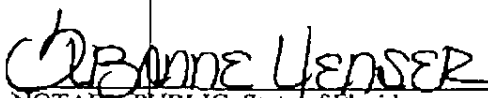
  
Blaire Martin, Incorporator

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing Articles of Incorporation were acknowledged before me this 12<sup>th</sup> day of JANUARY, 2018, by Blaire Martin, incorporator, ☐ who is personally known to me or ☒ who produced a Florida driver's license as identification and who did not take an oath.

(Affix Notary Seal)

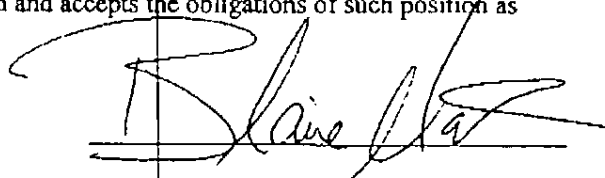


  
NOTARY PUBLIC, State of Florida  
Print Name: Suzanne Yenser  
My commission expires: 1-5-2022

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**CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT**

The undersigned, having been named as Registered Agent and to accept service of process for the above stated Corporation at the place designated in the foregoing Articles of Incorporation, hereby accepts this appointment as such Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties. The undersigned further certifies that the undersigned is familiar with and accepts the obligations of such position as Registered Agent.

A handwritten signature in black ink, appearing to read "Blaire Martin", is written over a horizontal line.

Blaire Martin, Registered Agent