

Division of Corporations

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Florida Department of State

Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION

Cetera, Inc.

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ARTICLES OF INCORPORATION
OF
CETERA, INC.

The undersigned incorporator hereby makes, subscribes, acknowledges, and files with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of the corporation shall be: Cetera, Inc.

ARTICLE II

Principal Office and Mailing Addresses

The address of the principal office and the mailing address of the corporation shall 333 3rd Avenue North, Suite 200, St. Petersburg, Florida 33701.

ARTICLE III

Purposes

(a) This corporation is organized and shall be managed and operated exclusively for educational and charitable purposes. As means for the accomplishment of the foregoing, it shall be within the purposes of this corporation to establish and maintain educational and charitable activities and to take any other action that, from time to time, shall be deemed expedient to the Board of Directors of this corporation and which shall further the said purposes.

(b) It shall be within the purposes of this corporation to receive and maintain a fund or funds of real or personal property, or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for the active conduct of its educational or charitable purposes directly rather than by or through one or more grantee organizations. No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, any trustee, officer, director, or member of this corporation, or to any private individual (except that reasonable compensation may be paid for services rendered to or for this corporation affecting one or more of its purposes), and no trustee, officer, director, or member of this corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of this corporation. No part of the activities of this corporation shall be the carrying on of propaganda, and this corporation shall not participate in, or intervene in (including the publication or

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distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

(c) Notwithstanding any other provisions of these Articles of Incorporation, this 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)(3) of the Internal Revenue Code of 1986, as amended, or any statute of similar import (the "Code"), or the regulations issued thereunder, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and regulations issued thereunder.

(d) Upon the dissolution of this corporation or the winding up of its affairs, the assets of this corporation shall be distributed exclusively to charitable, religious, scientific, or educational organizations that then would qualify for the provisions of Section 501(c)(3) of the Code and the regulations issued thereunder, and no trustee, officer, director or member of this corporation, or private individual shall be entitled to share in the distribution of any of the corporation's assets.

ARTICLE IV Powers and Restrictions

(a) This corporation shall have and exercise all powers necessary or convenient to carry out any and all of the educational and charitable purposes for which this corporation is organized.

(b) This corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status:

(1) As a corporation that is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Code; or

(2) As a corporation, contributions to which are deductible under Section 170(c) (2) of the Code.

ARTICLE V Term of Existence

The term for which this corporation is to exist shall be perpetual.

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ARTICLE VI

Membership

This corporation is shall not have members.

ARTICLE VII

Registered Agent and Registered Office

The initial registered agent of this corporation shall be Melodie M. Menzer, and the initial registered office of this corporation shall be 333 3rd Avenue North, Suite 200, St. Petersburg, Florida 33701. This corporation shall have the right to change such registered agent and registered office as provided by law.

ARTICLE VIII

Incorporator

The name and address of the incorporator to these Articles of Incorporation is Melodie M. Menzer, 333 3rd Avenue North, Suite 200, St. Petersburg, FL 33701.

ARTICLE IX

Board of Directors

The term, voting rights, qualifications, and method for election and removal of the members of the Board of Directors shall be set forth in the bylaws of this corporation. The Board of Directors shall be empowered to direct the management of the business and affairs of this corporation and to exercise all rights and powers granted to this corporation under these Articles of Incorporation, the bylaws of this corporation, and the laws of the State of Florida.

ARTICLE X

Initial Board of Directors

The names and street addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Melodie M. Menzer	333 3 rd Avenue North Suite 200 St. Petersburg, FL 33701
Jamie L. Bennett	333 3 rd Avenue North Suite 200 St. Petersburg, FL 33701

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Christopher L. Scronce

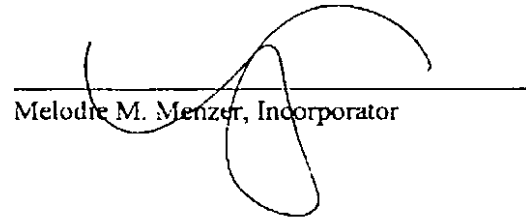
333 3rd Avenue North
Suite 200
St. Petersburg, FL 33701

ARTICLE XI

Amendment of Articles of Incorporation

These Articles may be amended by resolution adopted by the Board of Directors of this corporation present at any meeting duly called and convened.

IN WITNESS WHEREOF, the undersigned, as Incorporator and Registered Agent, has executed these Articles of Incorporation for the uses and purposes therein expressed this 20th day of March, 2018.

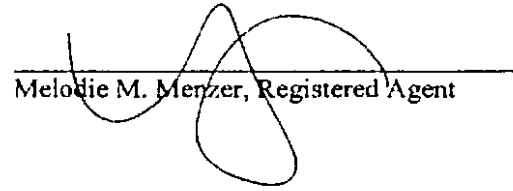


Melodie M. Menzer, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT
ACKNOWLEDGMENT OF REGISTERED AGENT

Pursuant to Section 617.0501, Florida Statutes, I agree to act in the capacity of Registered Agent for the above corporation and will comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of 617.0505, Florida Statutes.

Dated this 20th day of March, 2018.



Melodie M. Menzer, Registered Agent

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