

Division of Corporations

Page 1 of 2

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Florida Department of State
Division of Corporations
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Division of Corporations
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Account Name : Vcorp SERVICES, LLC
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Phone : (845) 425-0077
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**FLORIDA PROFIT/NON PROFIT CORPORATION
PROTECT OUR POWER INSTITUTE, INC.**

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
PROTECT OUR POWER INSTITUTE, INC.**

A Florida Not For Profit Corporation

The undersigned incorporator, desiring to form a not for profit corporation under the Florida Not For Profit Corporation Act (Chapter 617, Florida Statutes), hereby certifies the following:

ARTICLE I

The name of the corporation is the PROTECT OUR POWER INSTITUTE, INC. (the "Corporation").

ARTICLE II

The principal place of business of the Corporation, which is the same as the mailing address, of the Corporation is: 37 North Orange Avenue, Suite 500, Orlando, FL 32801.

ARTICLE III

The Corporation shall be organized and operated exclusively to perform the charitable, educational, and scientific functions of Protect Our Power, Inc., consistent with Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 (the "Code").

ARTICLE IV

The management of this Corporation is hereby vested in a Board of Directors. The number of Directors, their terms, their qualifications, and their manner of election shall be as specified in the Bylaws of the Corporation.

ARTICLE V

The Corporation shall have one (1) member, which shall be Protect Our Power, Inc. The member shall have full voting rights as provided in the Florida Not For Profit Corporation Act.

ARTICLE VI

The number of initial Directors shall consist of three (3) persons who shall serve until their successors are elected and qualify. The names, addresses of the initial Directors are:

Name: Jim Cunningham
Title: Director
Address: 37 North Orange Avenue, Suite 500
Orlando, FL 32801

Name: John Lang
Title: Director
Address: 37 North Orange Avenue, Suite 500
Orlando, FL 32801

Name: Jeffrey Stone
Title: Director
Address: 37 North Orange Avenue, Suite 500
Orlando, FL 32801

ARTICLE VII

The name and Florida street address of the initial registered agent is: Vcorp Services, LLC, 5011 South State Rd 7, Suite 106, Davie, FL 33314.

ARTICLE VIII

The name and address of the Incorporator is: Hugh Webster, 1747 Pennsylvania Avenue, NW, Suite 1000, Washington, DC 20006.

ARTICLE IX

The duration of the Corporation shall be perpetual.

ARTICLE X

Provisions for regulating the affairs of the Corporation, including provisions for distribution of assets on final liquidation, are as follows:

- A. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under the Code, or by an organization contributions to which are to be deductible under section 170(c)(2) of such Code.

- B. No part of the net earnings of the Corporation shall inure to the benefit of any private individual, or any officer, director, employee or agent of the Corporation or substantial contributor to it, except as reasonable compensation for services actually rendered to the Corporation.
- C. The Corporation shall not directly or indirectly participate or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office, nor shall any substantial part of its activities consist of attempting to influence legislation by propaganda or otherwise.
- D. Upon dissolution of the Corporation, its assets shall be distributed to organizations whose purposes and activities are substantially the same as those of the Corporation for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding section of any future tax code), or shall be distributed to the federal government, or to a state or local government, for a similar public purpose. Any such assets not so disposed of by the Corporation in the course of winding up its affairs shall be disposed of by a court of competent jurisdiction in the judicial district in which the principal office of the Corporation is then located, exclusively for such exempt purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such exempt purposes.
- E. No loan shall be made by the Corporation to any director or officer of the Corporation.

ARTICLE XI

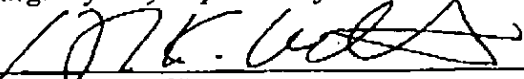
It is intended that the Corporation be an organization the Officers and Directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

Having been named as registered agent to accept service of process for the above stated Corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

By: 
Signature of Registered Agent

4/12/18
Date

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

By: 
Signature of Incorporator

April 12, 2018
Date