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U.S. DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: ACED DELAND CORP.

DOCUMENT NUMBER: N18000011050

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Kieu Moses

(Name of Contact Person)

City of DeLand, Florida

(Firm/ Company)

120 S. Florida Avenue

(Address)

DeLand, Florida 32720

(City/ State and Zip Code)

mosesk@deland.org

E-mail address: (to be used for future annual report notification)



For further information concerning this matter, please call:

Kieu Moses

386 626-7112

(Name of Contact Person)

at

(Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- |  |  |  |  |
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|--|--|--|--|

**Mailing Address**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

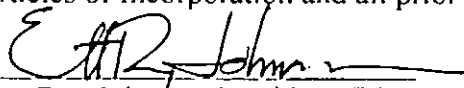
**AMENDED ARTICLES OF INCORPORATION OF THE  
ACED DELAND CORP.**

This document is an amendment of the Articles of Incorporation for ACED DELAND CORP., filed October 15, 2018 with the Division of Corporations for the State of Florida as document number N18000011050. These amended Articles of Incorporation are adopted in accordance with FL Statutes 617.1002 and 617.1007 at a meeting of the Board of Directors held on November 30, 2018, by a majority vote of the directors then in office.

**CERTIFICATE**

This Certificate is provided in accordance with FL Statute 617.1007:

1. These Amended Articles do not require member approval.
2. The Board of Directors have adopted this amendment.
3. These Amended Articles do not contain any amendment requiring member approval.
4. These Amended Articles supersede the original Articles of Incorporation and all prior amendments in their entirety.

  
\_\_\_\_\_  
Everett Ray Johnson, President, Director

The Articles of Incorporation of ACED DELAND CORP. are amended as follows:

**ARTICLE I**

Name

The name of the corporation shall be:

ACED DELAND CORP.

**ARTICLE II**

Principal Office and Mailing

Addresses

The address of the principal office and the mailing address of the corporation is 120 South Florida Avenue, DeLand, FL 32720.

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2018  
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IN AND FOR THE  
STATE OF FLORIDA

## 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. 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.

(b) By way of example and not of limitation, the purpose of this corporation is to cultivate art, culture and entertainment in the City of DeLand and the Greater DeLand Area.

(c) 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 on dissolution of this corporation. No part of the activities of this corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and this corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

(d) 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.

(e) Upon the dissolution of this corporation or the winding up of its affairs, the assets of this corporation shall be distributed exclusively to charitable 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 Limitation on Powers

(a) This corporation shall have and exercise all powers necessary or convenient to accomplish 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.

(c) During any such time as this corporation is a private foundation within the meaning of the Internal Revenue Code and FL Statute 617.0835, this corporation shall not engage in any activities that are prohibited by private foundations, including without limitation "self-dealing," retention of any "excess business holdings," making any investment that jeopardize carrying out of an exempt purpose, or making any prohibited "taxable expenditures," as defined in the applicable sections of the Internal Revenue Code, as from time to time amended.

## ARTICLE V

### Effective Date

The effective date for this corporation shall be October 15, 2018.

## ARTICLE VI

### Members

The corporation shall initially have no members. However, the bylaws may authorize the corporation to have one or more classes of members and may designate the class or classes, the qualifications and rights of the members of each class (including voting and non-voting members) and their quorum and voting requirements, if any, and the meeting notice requirements.

## ARTICLE VII

### Registered Agent and Registered Office

The initial registered agent of this corporation shall be Everett Ray Johnson, and the initial registered office of this corporation shall be 120 South Florida Avenue, DeLand, FL 32720. 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 Kieu Moses, 120 South Florida Avenue, DeLand, FL 32720.

## ARTICLE IX

### Board of Directors & Officers

(a) The affairs of this corporation shall be managed by a Board of Directors who shall be elected as provided in the bylaws, and by officers who shall be appointed by the Board

of Directors. The officers to be appointed in such fashion shall be a Chairman, a President, a Vice President, a Secretary, and a Treasurer, and such other officers as may be provided for in the bylaws of this corporation. The duties of the respective officers and the manner of filling vacancies in the offices of this corporation shall be as provided in the bylaws.

(b) The number of Directors and the manner of filling vacancies in the Board of Directors shall be provided in the bylaws of this corporation. The number shall not be less than seven (7) nor more than fifteen (15) members, the exact number of directors to be fixed from time to time as provided by the bylaws. Subject to the bylaws of this corporation, meetings of the Directors may be held within or outside of the State of Florida.

(c) The bylaws may provide that directors be divided into classes, with each class having a staggered term.

(d) A quorum of the Board of Directors shall consist of no fewer than one-third (1/3) of the prescribed number of Directors determined under these Articles and the bylaws. The bylaws may, in regard to specific matters such as indemnification of officers and directors or amendment of the bylaws, provide for a higher number of directors to constitute a quorum.

## ARTICLE X

### Initial Officers of the Corporation

The initial Officers of this corporation shall consist of the following members, such members to hold office until his or her successor or successors have been duly elected and qualified. The names and street addresses of the initial officers are:

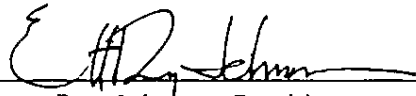
- Everett Johnson, 120 South Florida Avenue, DeLand, FL 32720
- John Wilton, 120 South Florida Avenue, DeLand, FL 32720
- Kieu Moses, 120 South Florida Avenue, DeLand, FL 32720.

ARTICLE XI

Bylaws


The bylaws of this corporation may be made, altered, amended, or repealed, and new bylaws may be adopted from time to time, by the Board of Directors of this corporation.

IN WITNESS WHEREOF, the undersigned President has executed these Amended Articles of Incorporation this 30th day of November, 2018.

  
\_\_\_\_\_  
Everett Ray Johnson, President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of registered agent as prescribed by Sections 617.0501, Florida Statutes.

  
\_\_\_\_\_  
Everett Ray Johnson, Registered Agent