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**FLORIDA PROFIT/NON PROFIT CORPORATION
FLORIDA MANUFACTURING & LOGISTICS COUNCIL, INC.**

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**ARTICLES OF INCORPORATION
OF
FLORIDA MANUFACTURING & LOGISTICS COUNCIL, INC.**

In compliance with Chapter 617, Florida Statutes, the undersigned, being of legal age and competent to contract, for the purpose of organizing a not-for-profit corporation pursuant to the laws of the State of Florida, hereby adopts the following Articles of Incorporation, and hereby agrees and certifies as follows:

**ARTICLE I
NAME**

The name of this corporation shall be FLORIDA MANUFACTURING & LOGISTICS COUNCIL, INC. (the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal place of business of this Corporation shall be as follows:

1615 Huffingham Road, Suite 2
Jacksonville, FL 32216

The mailing address of the Corporation is as follows:

P.O. Box 10308
Tallahassee, FL 32302

**ARTICLE III
COMMENCEMENT OF CORPORATE EXISTENCE**

This Corporation shall commence corporate existence immediately upon the filing of these Articles of Incorporation with the Florida Department of State, and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE IV **PURPOSES AND GENERAL POWERS**

This Corporation is organized and shall operate exclusively as a trade organization, within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law, hereafter, the "Code"); and within such limits, to administer, and expend funds for the following purposes:

1. To promote the general advancement of Florida's manufacturing and logistics industries;
2. To assist, encourage, and cooperate with other statewide manufacturing- and logistics-related associations and non-profit entities in the economic development of new and existing related industries;
3. To promote and enlighten the public in Florida and the nation about products manufactured and distributed by Florida industries through the sponsorship of seminars and exhibitions;
4. To make surveys and disseminate statistical data designed to benefit and encourage the continued development of existing and prospective industry in Florida;
5. To conduct forums or other educational programs designed to promote and support activities that will benefit industries throughout Florida;
6. To provide a forum for exchange of information related to manufacturing, logistics, and related value-added services; and
7. To engage in any and all lawful activities incidental to the foregoing purposes except as restricted herein.

ARTICLE V **PROHIBITED ACTIVITIES**

The Corporation shall not allow any expenditure of any part of the assets or net earnings of the Corporation to inure to the benefit of any director, officer, or other private person (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes), nor shall any director or officer of the Corporation, or any private person, be entitled to share in the distribution of any of the Corporation's assets on dissolution of the Corporation.

The private property of the incorporators, directors and officers shall not be subject to the payment of corporate debts to any extent whatsoever.

Notwithstanding any other provision of these Articles, the 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)(6) of the Code.

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ARTICLE VI

MEMBERSHIP

The members of this not-for-profit Corporation, if any, shall be qualified and admitted and have such rights as set forth in the Bylaws of this Corporation.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation and the initial registered agent of the Corporation at that address shall be as follows:

William R. Lowman, Jr., Esq.
Shuffield, Lowman & Wilson, P.A.
1000 Legion Place, Suite 1700
Orlando, Florida 32801

The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The regulation of the internal affairs of the Corporation shall be carried on through its Board of Directors and prescribed according to its Bylaws. The Board of Directors shall be elected and their number either increased or diminished from time to time as provided in the Bylaws, provided that there should not be less than three (3) directors. The names and addresses of the initial directors and officers of the corporation are as follows:

Name and Address**Title**

John Krug
Niagara Bottling
7633 American Way
Groveland, FL 34736

Chairman

Ray Aguerrevere
Custom Metal Designs
921 Oakland Ave
Oakland, FL 34760

Director

Roy Sweatman
Southern Manufacturing Technologies
5910 Johns Rd
Tampa, FL 33634

Bob Provitola
Mitsubishi Hitachi Power Systems Americas
2287 Premier Row
Orlando, FL 32809

Bayne Beecher
PGT Industries
1070 Technology Dr.
North Venice, FL 34275

Kevin Carr
FloridaMakes, Inc.
800 N. Magnolia Ave, Suite 1850
Orlando, FL 32803

ARTICLE IX
INCORPORATOR

The name and street address of the person signing these Articles as incorporator is:

William R. Lowman, Jr., Esq.
Shuffield, Lowman & Wilson, P.A.
1000 Legion Place, Suite 1700
Orlando, Florida 32801

ARTICLE X BYLAWS

Except as otherwise provided by law, the power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors of the Corporation.

ARTICLE XI

INDEMNIFICATION

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all its Directors, officers, employees and agents, and former Directors, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said Directors, officers, employees and agents in their capacity as such to the fullest extent permitted under applicable law.

ARTICLE XII

AMENDMENTS

The Board of Directors of the Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or to merge or consolidate this Corporation with any other nonprofit corporation in the manner now or hereafter prescribed by statute; provided, however, that any such action shall be calculated exclusively to carry out the objects and purposes for which the Corporation is formed, and all rights herein conferred or granted shall be subject to this reservation.

ARTICLE XIII

HEADINGS AND CAPTIONS

The headings or captions of these various Articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various Articles shall not be influenced by any of said headings or captions.

ARTICLE XIV

DISSOLUTION ACTIVITIES

Upon the dissolution of the Corporation, all of its assets and property of every nature and description remaining after the payment of all liabilities and obligations of the Corporation (but not including assets held by the Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution) shall be paid over and transfer to FloridaMakes, Inc., a Florida corporation, a Section 501(c)(3) organization (the "**Designee**"), or if the Designee is not then organized, in existence and operated exclusively for purposes as shall at the time qualify such organization as being exempt from federal income tax under Section 501(c)(3) of the Code, then the Corporation shall transfer such assets to such organization or organizations which, as determined by the Board of Directors, engage in activities substantially similar to those of the Corporation and which are organized and operated exclusively for purposes as shall at that time qualify

such organization or organizations as being exempt from federal income tax under Section 501(c)(3) of the Code. Any such assets not so disposed of shall instead be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for charitable, religious or educational purposes, and which qualify as an exempt organization or organizations under Section 501(c)(3) of the Code.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a not-for-profit corporation pursuant to the laws of the State of Florida, to do business both within and without the State of Florida, hereby makes and files these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereunto sets his hand and seal this 9th day of November, 2018.



William R. Lowman, Jr.
Incorporator

**ACCEPTANCE OF APPOINTMENT
BY REGISTERED AGENT**

THE UNDERSIGNED, an individual resident of the State of Florida, having been named in the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 617.0501, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the corporation.

DATED, this 9th day of November, 2018.



William R. Lowman, Jr.,
Registered Agent

FAX COVER SHEET

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DATE	2018-11-09 10:46:02 PST
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COVER MESSAGE

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