

9/27/2019

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# FLORIDA PROFIT/NON PROFIT CORPORATION

J4K.io, Inc.

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STATE OF FLORIDA  
ARTICLES OF INCORPORATION  
OF

**J4K.io, Inc.**  
(A Florida Not for Profit Corporation)

FILED  
2019 SEP 27 AM 10:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, being a natural person and an authorized agent, desiring to form a Not for Profit Corporation pursuant to Chapter 617, Florida Not For Profit Corporations Act, of the Florida Statutes, does hereby adopt and file the following Articles of Incorporation in accordance with the laws of the United States of America and the State of Florida.

**ARTICLE I**  
**NAME**

The name of this not for profit corporation shall be: J4K.io, Inc.

**ARTICLE II**  
**PRINCIPAL OFFICE**

The principal place of business and the mailing address of this not for profit corporation shall be:

6526 Old Brick Road, #120-175  
Windermere, FL 34786

**ARTICLE III**  
**PURPOSE**

This not for profit corporation is organized as a business league for the purpose of promoting common business interests and improving business conditions of the technology industry, as may qualify it as exempt from Federal income tax within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any subsequent Federal tax laws); and within such limits: (i) to serve the community by facilitating collaboration between industry leaders, technology companies, and consumers of technology; (ii) to provide education on new methods and tools that will help to gather feedback from community leaders; (iii) to provide a forum for industry leaders to collaborate with and support technology companies providing products and services to the technology industry; (iv) to promote the exchange of ideas and information concerning such trade and community; (v) to promote the common interests of businesses and professional persons to improve the

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economic climate and business development of commercial enterprises in such trade or community; and, (vi) to have and exercise any and all powers, rights and privileges, and to engage in any and all lawful acts or activities for which a not for profit corporation may be organized under the laws of the State of Florida.

#### **ARTICLE IV** **TERM OF EXISTENCE**

This not for profit corporation existence shall commence with the filing of these Articles of Incorporation, and shall have a perpetual existence unless dissolved according to this not for profit corporation's Bylaws or by the laws of the State of Florida.

#### **ARTICLE V** **MEMBERSHIP**

This not for profit corporation may have members. The qualification for members, and the manner of their admission and expulsion, may be set forth in the Bylaws of this not for profit corporation. Members shall have no voting rights.

#### **ARTICLE VI** **BOARD OF DIRECTORS**

The powers, properties and affairs of this not for profit corporation shall be managed exclusively by the Board of Directors. The number of Directors and the manner of choosing and expulsion of such Directors shall be as set forth in the Bylaws. Directors shall serve without compensation.

The initial Directors of this not for profit corporation shall be:

<u>DIRECTOR:</u>	<u>NAME:</u>	<u>ADDRESS:</u>
Director	Cesar Saavedra	6526 Old Brick Road, #120-175 Windermere, FL 34786
Director	Paul Hinz	6526 Old Brick Road, #120-175 Windermere, FL 34786
Director	Bich-Thuy Thi Nguyen	6526 Old Brick Road, #120-175 Windermere, FL 34786

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## **ARTICLE VII**

### **BYLAWS**

The Board of Directors of this not for profit corporation shall have the power to provide Bylaws for the conduct of the business and affairs of this not for profit corporation, and the carrying out of its purposes as the Board of Directors may deem necessary from time to time. Upon proper notice, the Bylaws may be amended, altered or revoked by a majority vote of the Board of Directors present at any regular meeting or special meeting called for such purpose.

## **ARTICLE VIII**

### **OFFICERS**

This not for profit corporation may have such officers as appointed from time to time as prescribed by the Bylaws. Their terms of office and the manner of their designation or selection shall be determined in accordance with the Bylaws then in effect.

## **ARTICLE IX**

### **REGISTERED AGENT AND ADDRESS**

The name and office address of the initial registered agent is:

Scott M. Goldberg, Esq.  
2295 South Hiawasse Road, Suite 405  
Orlando, Florida 32835

## **ARTICLE X**

### **RESTRICTIONS ON POWERS**

(a) The property of this not for profit corporation is irrevocably dedicated to the purposes of this not for profit corporation, and no part of the net earnings or assets of this not for profit corporation shall ever inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this not for profit corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments or reimbursements of expenses made in furtherance of the purposes set forth in Article III hereof.

(b) Notwithstanding any other provision of these Articles of Incorporation, this not for profit corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code, or the corresponding provision of any subsequent Federal tax laws.

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(c) This not for profit corporation shall make no loans to any of its members, directors, or officers.

(d) This not for profit corporation shall not carry on propaganda or otherwise attempt to influence legislation to an extent that would disqualify it for tax exemption under Section 501(c)(6) of the Internal Revenue Code, or the corresponding provision of any subsequent Federal tax laws.

(e) This not for profit corporation shall not engage in any activities that are unlawful under applicable federal, state, or local laws.

#### **ARTICLE XI** **INDEMNIFICATION**

This not for profit corporation shall indemnify any incorporator, officer, or member of the Board of Directors, or any former incorporator, officer, or member of the Board of Directors, to the fullest extent permitted by Chapter 617, Florida Not For Profit Corporations Act.

#### **ARTICLE XII** **LIMITATION OF LIABILITY**

No officer or member of the Board of Directors of this not for profit corporation shall have any liability to this not for profit corporation or to any of its members for monetary damages for any statement, vote, decision, or failure to take an action, regarding organizational management or policy by an officer or director, except to the extent such exemption from liability is not permitted pursuant to Chapter 617, Florida Not For Profit Corporations Act. Any repeal or modification of the foregoing sentence shall not adversely affect any right or protection of an officer or member of the Board of Directors in respect of any act or omission occurring prior to such repeal or modification.

#### **ARTICLE XIII** **DISSOLUTION**

Upon the dissolution of this not for profit corporation, the Board of Directors shall, after paying or making provisions for the payment of the liabilities of this not for profit corporation, dispose of all the assets exclusively for one or more exempt purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code, or the corresponding provision of any subsequent Federal tax laws, which may include distribution to an organization or organizations organized and operated exclusively for one or more of such purposes, or shall distribute all of the assets of this not for profit corporation to the federal government, or to a state or local government, for a public

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purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction in the county in which the principal office of this not for profit corporation is then located, exclusively for such purposes, or to such organization or organizations as said Court shall determine that are organized and operated exclusively for one or more of such purposes.

**ARTICLE XIV**  
**INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation is:

Cesar Saavedra  
6526 Old Brick Road, #120-175  
Windermere, FL 34786

**ARTICLE XV**  
**AMENDMENTS TO ARTICLES OF INCORPORATION**

These Articles of Incorporation shall be amended, altered, modified or revoked only by a majority vote of the Board of Directors present at any regular meeting or special meeting called for such purpose.

**IN WITNESS WHEREOF**, the undersigned Incorporator of this Not For Profit Corporation has executed these Articles of Incorporation on this the 27<sup>th</sup> day of September, 2019.



\_\_\_\_\_  
Cesar Saavedra, Incorporator

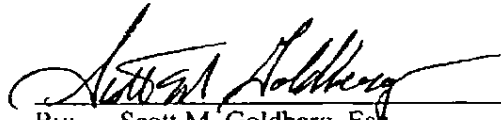
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**J4K.io, Inc.**  
(A Florida Not for Profit Corporation)

**ACCEPTANCE BY REGISTERED AGENT**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED NOT FOR PROFIT CORPORATION, AT THE REGISTERED OFFICE DESIGNATED IN ARTICLE IX OF THESE ARTICLES OF INCORPORATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL FLORIDA STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

DATED, this the 27<sup>th</sup> day of September, 2019.

  
By: Scott M. Goldberg, Esq.  
as Registered Agent for J4K.io, Inc.