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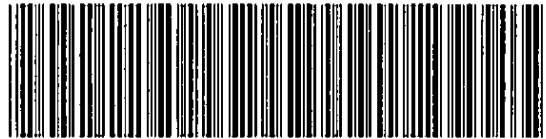
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Amend.

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TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Nxt Wave Founders[®] Inc.

DOCUMENT NUMBER: 19000010564

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

Please return all correspondence concerning this matter to the following:

CARMEN "Luisa" BRACAMONTE

(Name of Contact Person)

Nxt Wave Founders[®] Inc.

(Firm/ Company)

3905 TAMPA Road, P.O. Box 486

(Address)

OLDSMAR, FL. 34677

(City/ State and Zip Code)

hello @ NXTWAVEFOUNDERS.COM

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

For further information concerning this matter, please call:

CARMEN "Luisa" BRACAMONTE

(Name of Contact Person)

at (813) 482-8133

(Area Code) (Daytime Telephone Number)

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

- | | | | |
|--|---|---|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input type="checkbox"/> \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is Enclosed) |
|--|---|---|--|

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

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FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF AMENDMENT

Articles of Amendment dated December 20, 2019 to amend the articles of incorporation of a **Florida Not for Profit Corporation** pursuant to section 617.1006, Florida Statutes.

Initial Articles of Incorporation dated October 7, 2019. N 19000010564.

Article I. NAME

The name of the non-for-profit corporation is the Nxt Wave Founders, Inc. (hereinafter called the "Corporation").

Article II. DURATION

The period of duration of the Corporation is perpetual.

Article III. PRINCIPAL OFFICE AND MAILING ADDRESS

The address, including street and number, of the Corporation's initial registered office and mailing address in the State of Florida is 3905 Tampa Road, Oldsmar, FL 34677.

Article IV. PURPOSE

The Corporation is organized to serve as an educational hub to ignite startup and business creation for economic mobility as may qualify as exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any subsequent Federal tax laws); to promote innovation industries across inner-cities, facilitating community dialog, browsing and discovery of new ideas for business incubation, operating fellowship programs to open minds about technology innovation industries, investigating issues affecting low-cost technology growth centers, providing grants and scholarships to students and individuals working on tech innovation sectors, removing barriers to creating new businesses, and promoting critical thinking as an aid to the conduct businesses among communities in the United States and its affiliates; bringing communities into closer personal and friendly relations with each other; interchanging ideas on startup matters to advance and maintain as are proper and necessary in order to secure proper advantages from regulatory and other agencies, and by these means to attain wider recognition of the fact that the pro-startup and startup incubation and acceleration are of primary importance to the domestic economy of the nation and overall global economy; to take all other appropriate action in furtherance of such purposes; and consistent with the above, to exercise all powers available to corporations organized pursuant to the Florida Department of State, Department of Corporation.

Article V. POWERS

At all times and under all circumstances, and notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of the Corporation, voluntary or involuntary or by the operation of law, or upon amendment of the Articles of the Corporation:

- The Corporation shall not engage in any activity that is unlawful under the laws of the United States, the State of Florida, or any jurisdiction where such activities are carried on.
- The Corporation shall not have or exercise any power or authority either expressly, by interpretation, or by operation of law, nor shall it directly or indirectly engage in any activity, that would prevent it from qualifying (and continuing to qualify) as a corporation described in Section 501(c)(3) of the Code (or the corresponding provision of any subsequent Federal tax laws).
- No part of the assets or net earnings of the Corporation shall inure to the benefit of, or be distributable to its incorporators, members, Trustees, Directors, Officers, or other private persons having a personal or private interest in the Corporation, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make reimbursement in reasonable amounts for expenses actually incurred in carrying out the purposes set forth in ARTICLE III hereof.
- The 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)(3). The Corporation shall not participate in, or intervene

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in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

- e. Neither the whole, nor any part or portion, of the assets or net earnings of the Corporation shall be used, nor shall the Corporation ever be operated, for objects or purposes other than those set forth in ARTICLE III hereof.

ARTICLE VI. DISSOLUTION

Upon 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 transferred to one or more organizations which engage in activities substantially similar to those of the corporation and which are then qualified for exemption from Federal income taxes as organizations described in Sections 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Federal tax laws). The private property of the Incorporators, Trustees, Officers and Directors of the Corporation shall not be subject to payment of corporate debts to any extent whatever.

Article VII. INCORPORATOR

The name and address of the Incorporator is Carmen L Bracamonte, 12222 Bishopsford Drive, Tampa, FL 33626.

I am the incorporator submitting these amended Articles of Incorporation and affirm that the facts stated herein are true. I am aware that 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. I understand the requirements to file an annual report between January 1st and May 1st in the calendar year following formation of this corporation and every year thereafter to maintain "active" status.

Article VIII. REGISTERED AGENT AND OFFICE

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the Registered Agent of the Nxt Wave Founders, Inc., and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment and agree to act in this capacity. I further agree to comply with the provisions of all 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.

The name and Florida street address of the register agent is:

Carmen L Bracamonte
3905 Tampa Road
Oldsmar, FL 34677

Dated this 6th day of October, 2019.

By: Carmen L Bracamonte

Article IX. MANAGEMENT

The affairs of the Corporation shall be managed by a Board of Directors and an Officer. The number of Directors (initially not less than three), the number of Officers (initially not less than one) and the manner of choosing Directors and Officers shall be set forth in the Bylaws.

Having been appointed as the initial Officer of the Nxt Wave Founders®, Inc., and to accept duties and responsibilities for the above stated corporation at the place designated in this certificate, I hereby accept the

appointment and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as an Officer.

Dated this 1st Day of November 2019.

The Initial Officer of the organization is:

Carmen Luisa Bracamonte

Title: President and Chief Executive Officer

Article X. ELECTION OF CORPORATE DIRECTORS

Except as otherwise provided by law or these Articles, the internal affairs of the Corporation shall be regulated and determined as provided in the Bylaws. The number of Directors constituting the initial Board of Directors is seven according to Florida Statutes, and their confirmation is undergoing. The Incorporator shall confirm a board of directors and complete the organization of the corporation and approve ByLaws in accordance with Florida Statutes, as amended. The Incorporator will provide at least three days notice of the time and place of the meeting to comply with Florida Status. The Corporation may wish to adopt a method of selection that ensures geographic distribution across the startup ecosystem and/or which includes representation by specific organizations and/or interest groups.

Dated this 20th Day of December 2019.

By: Confirmed Board of Directors:

C Luisa Bracamonte
Co-Chair, Board of Governance
President & CEO
Nxt Wave Founders®, Inc.
3905 Tampa Road
Oldsmar, FL 34677
Tel: (813) 482-8133

Lyle D. Roelofs,
Co-Chair, Board of Governance
President, Berea College
Berea College
CPO 2182
Berea, KY 40404
Tel: (859) 985-3521

C Russell Slappey, CPA
Co-Treasurer
CEO & Managing Partner - Orlando
Nperspective
5931 Brick Ct
Winter Park,, FL 32792
Tel: (407) 448-1781

Graciela M. Armayor
Board Member
Nova Southeastern University
Tampa Regional Campus
3400 Gulf to Bay Blvd
Clearwater, FL 33759
Tel: (813) 574-5235

Erik Maltais
Board Member
CEO and Co-Founder, Immertec
220 W 7th Ave,
Suite #210
Tampa, FL 33602
Tel: (653) 353-5503

Gary Cohen,
Co-Treasurer
Principal
Nperspective
5931 Brick Ct,
Winter Park,, FL 32792
(407) 462-4304

Bryan Dailey
Board Member
5221 Far Oak Circle
Sarasota, FL 34238
Tel: (941) 929-3454

In witness whereof, we have hereunto subscribed my name Carmen L Bracamonte, this 20th day of December, 2019

By C Luisa Bracamonte
Carmen "Luisa" Bracamonte
Founder, President & CEO

The date of each amendment(s) adoption: December 20, 2019, if other than the date this document was signed.

Effective date if applicable: December 20, 2019
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

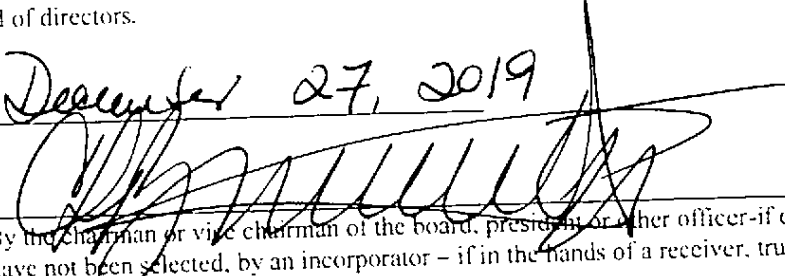
Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated

December 27, 2019

Signature


(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

CARMEN "Luisa" Bracamonte

(Typed or printed name of person signing)

CARMEN L. Bracamonte

(Title of person signing)

Co-Chair, founder President & CEO.