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CORP

ASIATICO & ASSOCIATES P.L.L.C.



December 5, 2019

Jay Jewett, Senior Associate
direct | 214.217.5380
direct fax | 469.391.9945
jay@baalegal.com

Via FedEx #7771 5662 2901

Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**Re: *Articles of Incorporation of GCC AEA, Inc.*
 *(A Florida Nonprofit Corporation)***

Dear Sir or Madam:

Enclosed please find the original and one (1) copy of the ***Articles of Incorporation of GCC AEA, Inc.*** (a Florida Nonprofit Corporation), which we would appreciate you filing. Please return a certified copy of this document to us in the self-addressed, prepaid FedEx envelope provided for your convenience. Also enclosed is our check in the amount of \$87.50 to cover the fees for this filing, a Certified Copy and a Certificate.

In case you have any questions or require additional information, please give us a call. Thank you for your prompt attention to this matter.

Sincerely,



Jay Jewett
Senior Associate

Encl.

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**ARTICLES OF INCORPORATION
OF
GCC AEA, Inc.**

A Florida 501(c)(3) Nonprofit Corporation

The undersigned incorporator submits the following Articles of Incorporation pursuant to the Florida Not For Profit Corporation Act (the "Act"):

**ARTICLE 1
NAME**

The name of the Corporation is GCC AEA, Inc. (hereinafter referred to as the "Corporation"). The Corporation shall have the right to operate under any number of appropriately applied for assumed names.

**ARTICLE 2
NONPROFIT CORPORATION**

The Corporation is a nonprofit corporation organized under the Act and shall have all of the lawful powers, duties, authorizations, and responsibilities as provided therein. Notwithstanding the foregoing, the Corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activity that would invalidate its status as an organization exempt from federal income tax and described in Section 501(c)(3) of the Internal Revenue Code.

**ARTICLE 3
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The principal place of business and mailing address of the Corporation is 1540 Little Road, Trinity, Florida 34655.

**ARTICLE 4
REGISTERED AGENT**

The name and Florida street address of the initial registered agent of the Corporation is Asiatico Law, LLC, whose location and municipal address is 3030 N. Rocky Point Drive, Suite 650, Tampa, Florida 33607. The Board of Directors may change the registered agent at its discretion.

**ARTICLE 5
NONPROFIT PURPOSES**

The Corporation is a nonprofit corporation organized exclusively for charitable, educational, literary, and scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. Notwithstanding the foregoing, the Corporation's purposes also include

the limited participation of the Corporation in any other activities, including taxable activities, but only to the extent the activities would be permitted by a tax-exempt organization. More particularly, the purposes of this Corporation are:

- (a) To provide a nurturing environment where little minds open up to develop lifelong learning skills designed to inspire, connect, and engage the great minds of the twenty-first century.
- (b) To develop young children and help them to thrive emotionally, cognitively, socially, and physically.
- (c) To prepare students, academically and socially, to enter kindergarten.
- (d) To collect and disburse any and all necessary funds for the maintenance of this Corporation and the accomplishment of its purposes within the State of Florida and elsewhere.
- (e) To make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.
- (f) To promote, encourage, and foster any other similar charitable, educational, and scientific activities; to accept, hold, invest, reinvest, and administer any gifts, legacies, bequests, devises, funds, and property of any sort or nature, and to use, expend, or donate the income or principal thereof for, and to devote the same to, the foregoing purposes of the Corporation; and to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance of the purposes of the Corporation.
- (g) To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations and by Section 50(c)(3) of the Code, including, without limiting the generality of the foregoing, to acquire by donation, contribution, bequest, devise, gift, purchase, lease, or otherwise any property of any sort or nature, without limitation, as to its amount or value, and to hold, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate, or otherwise dispose of such property and the income, principal, and proceeds of such property for any of the purposes set forth herein without the necessity of authorization or approval of any individual or entity whatsoever save and except as provided in the Articles of Incorporation and the Bylaws of the Corporation.
- (h) To do such other things as are incidental to the purposes of the Corporation or are necessary or desirable in order to accomplish them.

ARTICLE 6
BOARD OF DIRECTORS

Plenary power to manage and govern the affairs of the Corporation shall be vested in the Board of Directors. The qualifications, duties, terms, manner of election or appointment, and other matters relating to the Board of Directors of the Corporation shall be provided in the Bylaws. The Board of Directors may vest management responsibility for selected matters in committees, officers, offices, and employees of the Corporation, as deemed appropriate from time to time.

The number of members on the Board of Directors shall not be less than three (3). The number of members on the Board of Directors may be increased or decreased, by amending these Articles of Incorporation, or by amending the Bylaws, provided that the number shall not be less than three (3).

The names and addresses of the initial Directors are:

- | | |
|---|---|
| (1) Tom Kehoe
1540 Little Road
Trinity, Florida 34655 | (2) Chuck Innocenzi
1540 Little Road
Trinity, Florida 34655 |
| (3) Dan Chen-Fung
1540 Little Road
Trinity, Florida 34655 | (4) John Young
1540 Little Road
Trinity, Florida 34655 |
| (5) Manuel Soto
1540 Little Road
Trinity, Florida 34655 | (6) Mike Ratliff
1540 Little Road
Trinity, Florida 34655 |
| (7) Johnny Scott
1540 Little Road
Trinity, Florida 34655 | |

ARTICLE 7
MEMBERS

The Corporation shall have no members, save and except for the members of the Board of Directors.

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ARTICLE 8

POWERS

Except as otherwise provided in these Articles of Incorporation, and in order to carry out the above-stated purposes, the Corporation shall have all of the powers provided in the Act, as it now exists or as it may hereafter be amended. Moreover, the Corporation shall have all implied powers necessary and proper to carry out its express powers.

ARTICLE 9

RESTRICTIONS, REQUIREMENTS, AND LIMITATIONS

The powers of the Corporation to promote the purposes set out above are limited and restricted in the following manner:

The Corporation shall not pay dividends or other corporate income to its members of the Board of Directors or officers or otherwise accrue distributable profits or permit the realization of private gain, except that the Corporation shall be authorized and empowered to make payments and distributions (including reasonable compensation for services rendered to or for the Corporation) in furtherance of its purposes as set forth in these Articles of Incorporation. The Corporation shall have no power to take any action prohibited by the Act. The Corporation shall not have the power to engage in any activities, except to an insubstantial degree, that are not in furtherance of the purposes set forth above. The Corporation shall have no power to take any action that would be inconsistent with the requirements for a tax exemption under section 501(c)(3) of the Internal Revenue Code and related regulations, rulings, and procedures. The Corporation shall have no power to take any action that would be inconsistent with the requirements for receiving tax-deductible charitable contributions under section 170(c)(2) of the Internal Revenue Code and related regulations, rulings, and procedures. Regardless of any other provision in these Articles of Incorporation or state law, the Corporation shall have no power to:

- (a) Engage in activities or use its assets in manners that are not in furtherance of one or more exempt purposes, as set forth above and defined by the Internal Revenue Code and related regulations, rulings, and procedures, except to an insubstantial degree.
- (b) Serve a private interest other than one that is clearly incidental to an overriding public interest.
- (c) Devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise, except as provided by the Internal Revenue Code and related regulations, rulings, and procedures.
- (d) Participate in or intervene in any political campaign or on behalf of or in opposition to any candidate for public office. The prohibited activities include the publishing or distributing of statements and any other direct or indirect campaign activities.

- (e) Have objectives that characterize it as an “action organization” as defined by the Internal Revenue Code and related regulations, rulings, and procedures.
- (f) Distribute its assets on dissolution other than for one or more exempt purposes.
- (g) Permit any part of the net earnings of the Corporation to inure to the benefit of any member of the Corporation or any private individual.
- (h) Carry on an unrelated trade or business except as a secondary purpose related to the Corporation’s primary exempt purposes.
- (i) Accept any gift or grant if the gift or grant contains major conditions that would restrict or violate any of the Corporation's charitable purposes or if the gift or grant would require serving a private as opposed to a public interest.

In the event the Corporation is in any one year a “private foundation” as defined by section 509(a) of the Internal Revenue Code, it shall be required to distribute its income for such taxable year at such time and in such manner as not to subject the foundation to taxation under section 4942 of the Internal Revenue Code; and further shall be prohibited from: (i) any act of “self-dealing” as defined in section 4941(d) of the Internal Revenue Code; (ii) retaining any “excess business holdings” as defined by section 4943(c) of the Internal Revenue Code; (iii) making any investments in such manner as to subject the foundation to taxation under section 4944 of the Internal Revenue Code; or (iv) making a taxable expenditure as defined in section 4945(d) of the Internal Revenue Code.

ARTICLE 10 **DISSOLUTION**

Upon the dissolution of the Corporation, the Corporation shall, after paying or making provision for payment of all the liabilities of the Corporation, distribute all of the assets of the Corporation to an organization designated by the Board of Directors of the Corporation that is exempt from taxes under section 501(c)(3) of the Internal Revenue Code and within the meaning of any applicable Florida tax code, or to the federal government, or to a state or local government, for charitable tax-exempt purposes. Any such assets not so disposed of shall be disposed of by a court of appropriate jurisdiction in which the principal office of the Corporation is then located exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 11 **AMENDMENT**

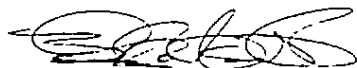
These Articles of Incorporation may not be amended in any way without the approval of a two-third (2/3) majority of a quorum of the Board of Directors at any annual or special meeting called for such purpose.

ARTICLE 12
INCORPORATOR

The name and address of the Incorporator is Brooke Asiatico, 3030 N. Rocky Point Drive, Suite 650, Tampa, Florida 33607.

REGISTERED AGENT SIGNATURE

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 as principal of Asiatico Law, LLC, I accept its appointment as the Corporation's registered agent and agreement to act in this capacity.



Brooke Asiatico
Principal
Asiatico Law, LLC

January 16, 2020

Date

CERTIFICATION

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.



Brooke Asiatico, Incorporator