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## FLORIDA PROFIT/NON PROFIT CORPORATION GOVWERX, INC.

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GOVWERX, Inc.

Articles of Incorporation

**ARTICLES OF INCORPORATION**

**OF**

**GOVWERX, INC.**

**A FLORIDA NON-PROFIT CORPORATION**

The undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of State of Florida, do hereby certify:

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**ARTICLE I.**

**NAME**

**1.1 Name**

The name of this corporation shall be GOVWERX, Inc. (hereinafter referred to as the "Corporation").

**ARTICLE II.**

**DURATION**

**2.1 Duration**

The period of duration of the corporation is perpetual. The corporate existence will commence on the filing of these articles by the Department of State.

**ARTICLE III.**

**PURPOSE**

**3.1 Purpose**

GOVWERX, Inc. is a non-profit corporation and shall operate exclusively for scientific, educational, and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. The purpose of the corporation is to help the government solve challenging problems through increased collaboration and innovation.

**3.2 Non-Profit**

GOVWERX, Inc. is designated as a non-profit corporation.

**ARTICLE IV.**

**NON-PROFIT NATURE**

**4.1 Non-profit Nature**

GOVWERX, Inc. is organized exclusively for scientific, educational, and charitable purposes

GOVWERX, Inc.

Articles of Incorporation

including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of GOVWERX, Inc. inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

GOVWERX, Inc. is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its scientific, educational, and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

#### **4.2 Personal Liability**

No officer or director of this corporation shall be personally liable for the debts or obligations of GOVWERX, Inc. of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

#### **4.3 Dissolution**

Upon termination or dissolution of the GOVWERX, Inc., any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the GOVWERX, Inc. hereunder shall be selected by the discretion of a majority of the managing body of the GOVWERX, Inc. and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the GOVWERX, Inc. by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Florida.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a

purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Florida to be added to the general fund.

4.4 Prohibited Distributions

No part of the net earnings or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III, Section 3.1.

4.5 Restricted Activities

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

4.6 Prohibited Activities

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V.  
BOARD OF DIRECTORS

5.1 Governance

GOVWERX, Inc. shall be governed by its board of directors.

5.2 Initial Directors

The initial director of the corporation shall be:

Ronald T. Bates	Director	1216 E. Cumblerand Avenue Unit 117 Tampa, FL 33602
Cameron S. Hunt	Director	602 Yorktown Drive Chapel Hill, NC 27516
Anthony J. Davis	Director	11483 48th Avenue North Saint Petersburg, FL 33708

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**ARTICLE VI.****Meetings**

After incorporation, the appropriate members of the Corporation shall hold an organizational meeting in accordance with Chapter 617, Florida Statutes, as amended. The board of directors of the Corporation may participate in a regular or special meeting by, or conduct the meeting through, the use of any means of communication which allows all directors participating to simultaneously hear one another. A director participating in such meeting is deemed present at the meeting. In the alternative, the board of directors may take action through signed e-mail communications provided all members agree.

**ARTICLE VII.****MEMBERSHIP****7.1 Membership**

GOVWERX, Inc. shall have no members. The management of the affairs of the corporation shall be vested in a board of directors, as defined in the corporation's bylaws.

**ARTICLE VIII.****AMENDMENTS****8.1 Amendments**

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

**ARTICLE IX.****ADDRESSES OF THE CORPORATION****9.1 Corporate Address**

The principle address of the corporation is:

107 N 11th Street  
Suite 546  
Tampa, FL 33602

**ARTICLE X.****APPOINTMENT OF REGISTERED AGENT****9.01 Registered Agent**

The registered agent of the corporation shall be:

FL Patel Law PLLC  
360 Central Avenue

GOVWERX, Inc.

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Suite 800  
Saint Petersburg, FL 33701

Having been appointed the Registered Agent of GOVWERX, 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.

I, FL Patel Law PLLC, agree to be the registered agent for GOVWERX, Inc. as appointed herein.

Hilary Zalla

Date: March 3, 2020

FL Patel Law PLLC, Registered Agent

**ARTICLE XI**  
**INCORPORATOR**

The incorporator of the corporation is as follow:

Ronald T. Bates  
1216 E. Cumblerand Avenue  
Unit 117  
Tampa, FL 33602

**CERTIFICATE OF ADOPTION OF ARTICLES OF INCORPORATION**

I, the undersigned, do hereby certify that the above stated Articles of Incorporation of GOVWERX, Inc. were approved by the board of directors on March 3, 2020 and constitute a complete copy of Articles of Incorporation of the GOVWERX, Inc..

Ronald T. Bates

RONALD T. BATES