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FLORIDA PROFIT/NON PROFIT CORPORATION

Future Proof Institute, Inc.

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**ARTICLES OF INCORPORATION
OF
FUTURE PROOF INSTITUTE, INC.**

The undersigned, acting as incorporator of a not for profit corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the Corporation is Future Proof Institute, Inc.

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

The street address and mailing address of the Corporation's principal office are 3027 Saint Johns Avenue, Jacksonville, Florida 32205.

**ARTICLE III
PURPOSE**

The Corporation is organized exclusively for charitable, religious, literary, scientific and educational purposes as set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") including, for such purposes, to: (i) assisting organizations, including but not limited to arts organizations, educational institutions, healthcare systems and providers, governments, and other charitable organizations, to mobilize and respond to crises such as natural disasters, public health emergencies, acts of war or terrorism, civil or military disturbances, and other catastrophes, through technology, innovation, and ideas, with a view to keep such services available during such crises for the public good; (ii) promotion, development, and provision of support to projects in the field of arts, education, healthcare, science, and philanthropy, including through technology, innovation, and ideas; (iii) solicit, receive and administer funds exclusively for such charitable purposes as is permitted for an organization that is exempt from federal income taxation under Section 501(c)(3) of the Code; and (iv) exercise all the powers enumerated in Section 617, Florida Statutes, as it now exists or is subsequently amended or superseded, and to do and perform such acts and to have such powers as shall be desirable and necessary in furtherance of any of the powers herein above enumerated which are not in derogation of the laws of the State of Florida. However, the Corporation is subject to the following limitations:

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1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, 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 these Articles of Incorporation;

2. No part of the activities of the Corporation shall include the carrying on of propaganda or be used to influence legislation as defined in Section 4945 of the Code;

3. The Corporation shall not participate in, or intervene in (including publishing or distribution of statements) any political campaign on behalf of any candidate for public office; and

4. The Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under Section 501(c)(3) of the Code, (b) by a Corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code, or (c) by a nonprofit Corporation organized under the laws of the State of Florida pursuant to the provisions of Chapter 617, Florida Statutes.

ARTICLE IV **MEMBERSHIP**

The Corporation shall have no members.

ARTICLE V **REGISTERED AGENT AND OFFICE**

The name of the Company's registered agent in Florida is Smith Hulsey & Busey, Professional Association. The street address of the Company's registered office in Florida and the address of said agent is One Independent Drive, Suite 3300, Jacksonville, Florida 32202.

ARTICLE VI **INITIAL DIRECTORS AND MANNER OF ELECTION OF DIRECTORS**

The Corporation shall be managed by or under the direction of a Board of Directors. At all times, there shall be at least three members of the Board of Directors. The Board of Directors shall carry out the purposes of the Corporation in compliance with these Articles of Incorporation and the Corporation's Bylaws. The method of appointment or election of directors shall be as stated in the Bylaws of this Corporation. The names and addresses of the initial members of the Board of Directors are:

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<u>Name</u>	<u>Address</u>
Charles Storey	1803 Asturias St Saint Augustine, Florida 32080
Dennis Whittle	3027 St. Johns Avenue Jacksonville, Florida 32205
Ernest Koe	1006 Holly Lane Jacksonville, Florida 32207

ARTICLE IX **DISSOLUTION**

Upon the termination, dissolution or winding up of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all assets of the Corporation to one or more organizations selected by the Board of Directors organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the State of Florida exclusively for such purposes or to such organization or organizations as the court shall determine.

ARTICLE X **AMENDMENTS**

The Board of Directors may amend, alter or repeal any provision of these Articles of Incorporation in the manner now or hereinafter provided by Florida law.

ARTICLE XI **INCORPORATOR**

The name and street address of the incorporator for these Articles of Incorporation is Charmaine T. M. Chiu, One Independent Drive, Suite 3300, Jacksonville, Florida 32202.


ARTICLE XII **INDEMNIFICATION**

Directors and officers of the Corporation shall be, and other employees, agents, attorneys and representatives of the Corporation may be, indemnified to the full extent permitted by Florida law, as more fully provided in the Corporation's Bylaws.

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IN WITNESS WHEREOF, the undersigned authorized representative executed these Articles of Incorporation on this 13th day of July, 2020.

A handwritten signature in cursive script, appearing to read "Charmaine M. Chiu", written over a horizontal line.

Charmaine T. M. Chiu
Incorporator

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 617.0501, Florida Statutes, Future Proof Institute, Inc., organized under the laws of the State of Florida, submits the following statement in designating its registered office/registered agent in the State of Florida.

1. The name of the Corporation is Future Proof Institute, Inc.
2. The name and address of the registered agent and office are Smith Hulsey & Busey, Professional Association, One Independent Drive, Suite 3300, Jacksonville, Florida 32202.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, SMITH HULSEY & BUSEY, PROFESSIONAL ASSOCIATION, HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO ACT IN THIS CAPACITY. SMITH HULSEY & BUSEY, PROFESSIONAL ASSOCIATION, FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES AND IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF ITS POSITION AS REGISTERED AGENT.



Charmaine T. M. Chiu
Vice President

Date: July 13, 2020

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