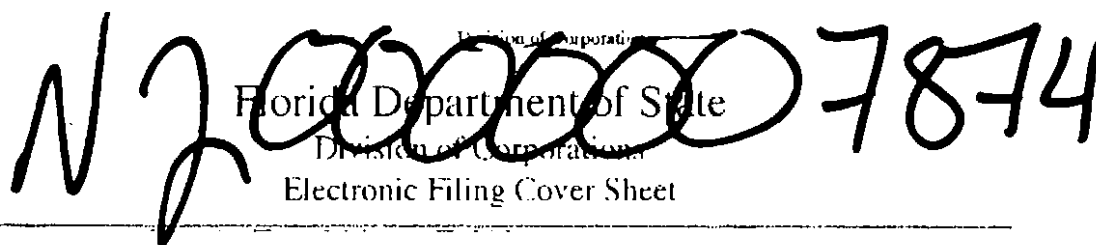


7/21/2020



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From:

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Phone : (407)210-6588
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Email Address: Terry.Olson@ocfl.net

FLORIDA PROFIT/NON PROFIT CORPORATION

FusionFest, Inc.

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Help

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF

FusionFest, Inc.
(A Florida Not for Profit Corporation)

The undersigned incorporator, being a natural person and an authorized agent for the principals designated herein, desiring to form a Not for Profit Corporation under the provisions of Chapter 617 of the laws of the State of Florida, 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: FusionFest, Inc.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

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

9980 Hartford Maroon Rd.
Orlando, Florida 32827

The mailing address of this not for profit corporation shall be:

P.O. Box 1393
Orlando, FL 32802

ARTICLE III
PURPOSE

The purpose for which this not for profit corporation is organized is to operate exclusively for charitable and educational purposes, including, without limitation, 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 the corresponding section of any future federal tax code; and 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.

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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

The qualification for members, if any, and the manner of their admission and expulsion shall be as regulated by the Bylaws of this not for profit corporation.

ARTICLE VI
MANNER OF ELECTION OF DIRECTORS

The manner in which the Directors are elected shall be as stated in the Bylaws of this not for profit corporation. Directors shall serve without compensation.

ARTICLE VII
BOARD OF DIRECTORS

This not for profit corporation shall be managed by a Board of Directors consisting of no less than three (3) and no more than fifteen (15) persons, the exact number to be determined from time to time in accordance with the Bylaws. The names and addresses of the initial Board of Directors, who shall serve until the first election of Directors or until their earlier resignation, removal or death, shall be as follows:

<u>NAME:</u>	<u>ADDRESS:</u>
Ishaan Vadehera	340 Hillman Ave, Orlando, FL 32803
Robert Kovacevich	2907 Red Bug Lake Rd, Casselberry, FL 32707
Terry Olson	911 N Shine Ave, Orlando, FL 32803
Thali Sugisawa	9980 Hartford Maroon Rd, Orlando, FL 32827
Safaa Barakat	13721 Colina Ct, Clermont, FL 34711
Teuruhei Buchin Cruz	855 Keats Ave, Orlando, FL 32809
Shawn Welcome	4625 Tinsley Dr, Orlando, FL 32839

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Shally Wong	2358 Twilight Drive, Orlando, FL 32825
Snejanna Dunn	1714 Sweetwater W Circle, Apopka, FL 32712
Yves Bouele	3609 Speckled Way, Sanford, FL 32773

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.

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

<u>OFFICE:</u>	<u>NAME:</u>	<u>ADDRESS:</u>
President	Terry Olson	911 N Shine Ave Orlando, FL 32803
Treasurer	Robert Kovacevich	2907 Red Bug Lake Rd Casselberry, FL 32707
Secretary	Thali Sugisawa	9980 Hartford Maroon Rd Orlando, FL 32827

ARTICLE IX

REGISTERED AGENT AND ADDRESS

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

Scott M. Goldberg, Esq.
2295 South Hiawassee Road, Suite 405
Orlando, FL 32835

ARTICLE X

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

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majority vote of the Board of Directors present at any regular meeting or special meeting called for such purpose.

ARTICLE XI

RESTRICTIONS AND INTERPRETATIONS

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, trustees, 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 and distributions in furtherance of the purposes set forth in Article III hereof.

No substantial part of the activities of this not for profit corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene 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 not for profit 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 Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) 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 XII

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 XIII

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.

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ARTICLE XIV
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 of this not for profit corporation exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, 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 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, which are organized and operated exclusively for one or more of such purposes.

ARTICLE XV
INCORPORATOR

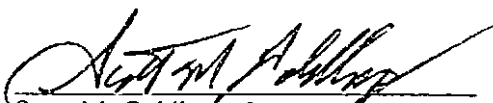
The name and street address of the incorporator of these Articles of Incorporation is:

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

ARTICLE XVI
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 21st day of July 2020.


Scott M. Goldberg, Incorporator

Fax Audit # H200002356223

FusionFest, 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 21st day of July, 2020.



By: Scott M. Goldberg
as Registered Agent for FusionFest, Inc.

FILED

2020 JUL 21 AM 11:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA