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Florida Department of State
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**FLORIDA PROFIT/NON PROFIT CORPORATION
CEADS, INC.**

Certificate of Status	0
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ARTICLES OF INCORPORATION
OF
CEADS, INC.,
A FLORIDA NOT FOR PROFIT CORPORATION

ARTICLE I. NAME

The name of the corporation is CEADS, Inc.

ARTICLE II. AUTHORITY

The corporation is organized pursuant to the provisions of the Florida No Profit Corporation Act (the "Florida Act").

ARTICLE III. PURPOSES

The corporation is organized exclusively for religious, charitable, educational, literary, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law) (the "IRC"), including the making of distributions to organizations exempt at the time of the corporation's formation under Section 501(c)(3) of the IRC.

ARTICLE IV. Directors

The number of Directors constituting the entire Board of Directors shall not be less than three (3) or more than eleven (11). The number of members of the Board of Directors may be increased or decreased as provided in the Bylaws, but in no event shall the number of directors be less than three (3). The Board of Directors shall be elected as provided in the Bylaws.

The initial members of the Board of Directors and officers of the Corporation shall be as follows:

Name	Address	Title
Matt Liotta	2220 County Road 210 W, Suite 108 PMB 132 Jacksonville, Florida 32259	Director, President
Rebekah Waller	309 N Santa Rita Ave Tucson AZ 85719	Director, Secretary

Charles Hurley Parrish II	1772 37th St Los Alamos, NM 87544	Director, Treasurer
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ARTICLE V. RESTRICTIONS

Section 1. No Private Inurement. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, trustees, officers or other 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 purposes set forth in Article III hereof. The corporation shall not have capital stock shareholders.

Section 2. No Substantial Lobbying. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation.

Section 3. No Political Campaigning. The corporation shall not participate in or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

Section 4. Other Restrictions. Notwithstanding any other provisions of the Articles of Incorporation, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or by a corporation to which contributions are deductible under Sections 170(b)(1)(A) and 170(c)(2) of the IRC.

ARTICLE VI. LIMITATION OF LIABILITY

To the fullest extent permitted under the Florida Act, no Director or officer of the corporation shall have any personal liability to the corporation for any monetary damages resulting from a breach of duty of care, loyalty, or other duty as a Director, by reason of any act or omission occurring on or subsequent to the date when this provision becomes effective.

ARTICLE VII. INDEMNIFICATION

To the fullest extent permitted under the Florida Act, each person who is or was a Director or officer of the corporation, and each person who is or was a Director or officer of the corporation who at the request of the corporation is serving or has served as an officer, director, partner, joint venturer, trustee, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise shall be indemnified by the corporation against those expenses (including attorneys' fees), judgments, fines, penalties and amounts in settlement which are allowed to be paid or reimbursed by the corporation under the laws of the State of Florida and which are actually and reasonably incurred in connection with threatened, pending or completed action, suit or proceeding, whether civil, criminal,

administrative or investigative, in which such person may be involved by reason of his being or having been a director or officer of this corporation or of such other enterprises.

Notwithstanding anything contained herein to the contrary, this Article is intended to provide indemnification to each director and officer of the corporation to the extent authorized by the Florida Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader rights than said statute permitted the corporation to provide prior thereto)

ARTICLE VIII. NO MEMBERS

The corporation shall not have members.

ARTICLE IX. DISSOLUTION

Section 1. Dissolution. The Board of Directors may cease corporate activity and dissolve and liquidate the corporation, by a vote of two-thirds of the Directors in office at the time the proposal of dissolution is approved.

Section 2. Liquidation. Upon the dissolution of the corporation, the Board of Directors shall pay or make provision for the payment of all of the liabilities of the corporation and shall thereafter dispose of all of the assets of the corporation exclusively for the purposes stated in Article III hereof in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, literary or scientific purposes as at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the IRC, as the Board of Directors shall determine.

Section 3. Contingent Provision. If any such assets are not so disposed of by the appropriate court of the county in which the principal Florida office (or if none the Florida registered office) of the corporation is then located shall dispose of such assets exclusively for the purposes stated in Article III herein, and exclusively to such organization or organizations which are organized and operated exclusively for such purposes and at the time qualify as an exempt organization or organizations under such Section 501(c)(3) of the IRC, as said court shall determine.

ARTICLE X. CONTINGENT RESTRICTIONS

In the event that the corporation is determined by the Internal Revenue Service not to be a private foundation within the meaning of Section 509 of the IRC, and only during the period during which such determination applies, notwithstanding any other provision of these Articles of Incorporation, this Article X shall apply and the corporation shall: (1) not engage in any "self-dealing" (as defined in Section 4941(d) of the IRC) that would subject the corporation to tax under Section 4941 of the IRC; (2) distribute its income for each taxable year for the purposes specified in Article III herein at such time, in such manner, and in such amounts as may be necessary to avoid subjecting the corporation to tax under Section 4942 of the IRC; (3) not re-

any "excess business holdings" (as defined in Section 4943(c) of the IRC) that would subject the corporation to tax under Section 4943 of the IRC; (4) not make any investments that would jeopardize the carrying out of any of the exempt purposes of the corporation (within the meaning of Section 4944 of the IRC) that would subject the corporation to tax under Section 4944 of the IRC; and (5) not make any "taxable expenditures" (as defined in Section 4945(d) of the IRC) that would subject the corporation to tax under Section 4945 of the IRC.

ARTICLE XI. REGISTERED OFFICE AND AGENT

The initial registered office of the corporation shall be at 2220 County Road 210 W, Suite 108, PMB 132, Jacksonville, Duval County, Florida 32259. The initial registered agent of the corporation at such address shall be Matt Liotta.

I certify that I am familiar with and accept the responsibilities of registered agent.

Registered Agent Signature:

DocuSigned by:

Matt Liotta

ARTICLE XII. PRINCIPAL OFFICE

The principal office of the corporation shall be at 2220 County Road 210 W, Suite 108, PMB 132, Jacksonville, Florida 32259.

ARTICLE XIII. INCORPORATOR

The name and the address of the Incorporator are Matt Liotta, 2220 County Road 210 W, Suite 108, PMB 132, Jacksonville, Florida 32259.

The undersigned is the incorporator submitting these Articles of Incorporation and affirms 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 requirement to file an annual report between January 1st and May 1st in each calendar year following formation of this corporation and every year thereafter to maintain "active" status.

ARTICLE XIV. EFFECTIVE DATE

The Effective Date of this corporation shall be the date these Articles of Incorporation are filed with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation.

DocuSigned by:

Matt Liotta

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Matt Liotta, Incorporator