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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

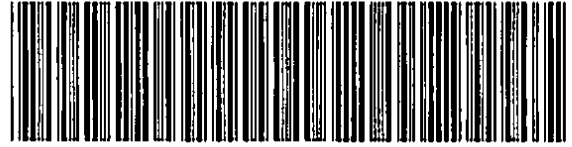
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CHISHOLM | LAW FIRM™

Moranne Clarke, Esquire
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moranne@ChisholmFirm.com

37 N. Orange Ave., Suite 500
Orlando, Florida 32801
www.ChisholmFirm.com

May 23, 2022

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Subject: Articles of Incorporation

To Whom It May Concern:

Enclosed please find the Articles of Incorporation to be filed on behalf of IEmbrace, Inc., along with a check in the amount of \$70 to cover the filing fee.

If you should have any questions, please feel free to contact me at 407.674.2657.

Sincerely,

Moranne Clarke

Enclosures Articles of Incorporation
Check in the amount of \$70

ARTICLES OF INCORPORATION OF
IEmbrace, Inc.
A FLORIDA NONPROFIT CORPORATION
In Compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I NAME

The name of the corporation shall be:
IEmbrace, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business of this corporation shall be:

7643 Gate Parkway
Suite 104-1352
Jacksonville, FL 32256

The principal mailing address of this corporation shall be:

7643 Gate Parkway
Suite 104-1352
Jacksonville, FL 32256

ARTICLE III PURPOSE

- (1) Primarily, the organization is formed exclusively for charitable and educational purposes within the meaning of IRC Section 501(c)(3);
- (2) Generally, to have and exercise all rights and powers conferred on nonprofit corporations under the laws of Florida, or which may hereafter be conferred, including the power to contract, rent, buy, or sell personal or real property;
- (3) Notwithstanding any of the above statements of purposes and powers, this corporation shall not engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation;
- (4) No part of the net earnings of the corporation shall 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 Article Three hereof.

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TALLAHASSEE, FLORIDA

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Jacksonville, FL 32256

ARTICLE VII LIABILITY STATEMENT

The nonprofit shall defend, indemnify and hold harmless all directors and officers of the nonprofit against expenses (including attorney's fees, judgments, fines, and amounts paid in settlement) incurred in connection with any claims, causes of action, demands, damages, liabilities of the nonprofit, and any pending or threatened action, suit, or proceeding. Such indemnification shall be made to the fullest extent permitted by the laws of the State of Florida, provided that such acts or omissions which gives rise to the cause of action or proceedings occurred while the director or officer was in performance of his or her duties for the nonprofit and was not as a result of his or her fraud, gross negligence, willful misconduct or a wrongful taking. The indemnification provided herein shall inure to the benefit of successors, assigns, heirs, executors, and the administrators of any such person.


ARTICLE VIII INCORPORATOR

The name and address of the Incorporator is:

Kimberly Smothers
7643 Gate Parkway
Suite 104-1352
Jacksonville, FL 32256

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TALLAHASSEE, FLORIDA

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 accept the appointment as registered agent and agree to act in this capacity.


Kimberly Smothers
Date: 5/9/2022
Registered Agent

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.