

N23000004560

(Requestor's Name)

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☐ PICK-UP

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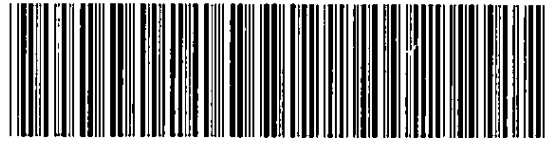
(Business Entity Name)

(Document Number)

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FLORIDA

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COGENCYGLOBAL

115 N CALHOUN ST., STE. 4
TALLAHASSEE, FL 32301
866.625.0838
COGENCYGLOBAL.COM

Date: **April 13, 2023**

Account#: I20000000088

Name: **Claudia Camilus**

Reference #: **1959537**

Entity Name: **STURGEON INDUSTRY ALLIANCE OF AMERICA, INC.**

☒ Articles of Incorporation/Authorization to Transact Business

☐ Amendment

☐ Change of Agent

☐ Reinstatement

☐ Conversion

☐ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☒ Other **certify copy**

Authorized Amount: **\$ 78.75**

Signature: 



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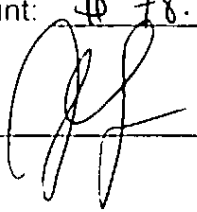
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☒ Other **certify copy**

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 10, 2023

COGENCY GLOBAL INC.

SUBJECT: STURGEON INDUSTRY ALLIANCE OF AMERICA, INC.
Ref. Number: W23000049170

We have received your document for STURGEON INDUSTRY ALLIANCE OF AMERICA, INC.. However, the document has not been filed and is being returned for the following:

The document must have original signatures.

If you have any further questions concerning your document, please call (850) 245-6000.

Summer Chatham
Regulatory Specialist III
Director's Office

Letter Number: 623A00008024

ARTICLES OF INCORPORATION

FOR

STURGEON INDUSTRY ALLIANCE OF AMERICA, INC.

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2023 APR 14 PM 4:21
SEAL
TALLAHASSEE
FLA.

The undersigned incorporator, for the purpose of forming a Florida not-for-profit corporation, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the Corporation is: STURGEON INDUSTRY ALLIANCE OF AMERICA, INC. (the "Corporation").

ARTICLE II

The street address of the initial principal place of business of the Corporation is: 1900 Main Street, Suite 750, Sarasota, Florida 34236. The initial mailing address of the Corporation is the same.

ARTICLE III

The Corporation is a nonprofit, nonstock corporation organized and operated as a business league that promotes the common interests of its Members in accordance with Section 501(c)(6) of the Internal Revenue Code of 1986 (the "Code") (or the corresponding provision of any subsequently enacted Federal tax laws). The specific purposes of this Corporation are to (i) benefit and promote the surgeon and surgeon products harvesting, importing, wholesaling, and retail industry (the "Industry"), (ii) promote and support sound principles in the Industry, (iii) bring, defend against or otherwise participate in legal actions affecting the Industry, (iv) prepare analyses of legislation and ballot measures which might affect the Industry, (v) raise funds, as need be, for carrying out the Corporation's purposes; and (vi) perform any and all things necessary, proper or expedient in order to carry out any and all of the purposes of this Corporation, and consistent with the foregoing, exercising all powers available to corporations organized pursuant to the Florida law governing corporations not-for-profit (the "FNPCL"), except as restricted herein or in the By-Laws of the Corporation.

ARTICLE IV

Directors shall be elected in the manner set forth in the By-Laws of the Corporation.

ARTICLE V

The street address of the Corporation's initial registered office in the State of Florida is 115 North Calhoun Street, Suite 4, Tallahassee, FL 32301. The name of the Corporation's initial registered agent in Florida is Cogency Global Inc.

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ARTICLE VI

Notwithstanding any provision of these Articles of Incorporation or any provisions of applicable state law to the contrary, the Corporation is not authorized to make any payments or distributions, to engage in regular business of a kind ordinarily carried on for profit or otherwise carry on any activities, which would cause it to fail to qualify, or to continue to qualify, as an organization exempt from federal income tax under section 501(c)(6) of the Code.

ARTICLE VII

The Corporation is a nonprofit, nonstock corporation and shall not have authority to issue capital stock.

ARTICLE VIII

The Corporation is not organized for pecuniary profit or financial gain, and no part of the earnings or assets of the corporation shall ever inure to the benefit of or be distributable to any individual having a personal or private interest in the activities of the Corporation. No Member, director, officer, or employee of the Corporation is entitled or permitted to receive any pecuniary profit from the operations and activities of the Corporation, except reimbursement of expenses incurred in carrying out the exempt purposes of the Corporation and reasonable compensation for services actually rendered to or on behalf of the Corporation.

ARTICLE IX

The Corporation will have Members. The conditions of Membership, specification of classes and groups of Membership, the respective rights, powers and duties of classes and groups of Members, the voting rights of each class and group of Members, and other matters relating to Members shall be as set forth in the By-Laws.

ARTICLE X

If there is a liquidation, dissolution or winding up of the affairs of the Corporation, whether voluntary, involuntary or by operation of law, the Board of Directors shall, except as may be otherwise provided by applicable law, distribute all of the assets of the Corporation in such manner as the Board of Directors may determine in furtherance of the objectives and purposes set forth in Article 3 of these Articles of Incorporation.

ARTICLE XI

To the fullest extent permitted by the FNPCL, as the same exists or may hereafter be amended, a director of the Corporation shall not be personally liable to the Corporation or its members for monetary damages for breach of fiduciary duty as a director. No amendment or repeal of this Article 11 shall apply to or have any effect on the liability or alleged liability of

any director of the Corporation for or with respect to any act or omission on the part of such director occurring prior to such amendment or repeal.

ARTICLE XII

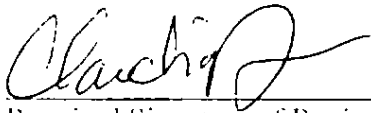
The name and mailing address of the incorporator are as follows:

Name: Michael A. Lehmann
Mailing Address: Dechert LLP
1095 Avenue of the Americas, 29th Floor
New York, NY 10036

ARTICLE XIII

The Corporation shall indemnify its incorporators, directors, officers, employees, and agents to the fullest extent permitted by the FNPCL, as the same exists or may hereafter be amended.

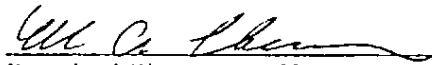
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity:



Required Signature of Registered Agent

Date:

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.



Required Signature of Incorporator

Email Address: michael.lehmann@dechert.com

Date: April 7, 2023

2023 APR 14 PM 4:22
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FBI - NEW YORK