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DIVISION OF CORPORATION

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CUSTOMER NO: 9451A

CUSTOMER: Mr. John Diacoletti
BATTAGLIA ROSS DICUS &
WEIN P.A.
First Union Building
900 Tyrone Boulevard
St. Petersburg, FL 33710

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DOMESTIC FILING

NAME: ECONOMIC VENTURE ASSISTANCE
CORPORATION

☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY
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☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: TRACY CREWS

EXAMINER'S INITIALS:

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96 FEB -1 AM 10:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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2/2/96

ARTICLES OF INCORPORATION

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96 FEB -1 AM 10:42

ECONOMIC VENTURE ASSISTANCE CORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A Florida Not-For-Profit Corporation

The undersigned, acting as Incorporators of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I
CORPORATE NAME

The name of the Corporation is ECONOMIC VENTURE ASSISTANCE CORPORATION.

ARTICLE II
CORPORATE ADDRESS

The principle place of business and the initial mailing address of the Corporation shall be:

3110 First Avenue South, Suite A-2
St. Petersburg, FL 33713

ARTICLE III
DURATION

The term of existence of the corporation is perpetual.

ARTICLE IV
GENERAL AND SPECIFIC PURPOSES

The primary objective of the organization is to assist business owners in the development of professional skills, and to provide a source for technical support for start-up ventures. (See Attachment "Exhibit 'A'" for specific implementation of programs.)

ARTICLE V
MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Directors. The powers of the corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. Initially, the number of directors of the corporation shall be three (3), provided however, that such number may be increased or decreased in accordance with the Bylaws of the Corporation.

The Directors named herein as the first Board of Directors shall hold office until their successors are elected or appointed and qualified. The manner in which the directors are elected or appointed shall be set forth in the Bylaws.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if a majority of the members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by a majority vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the Bylaws of the corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

B. Corporate Officers. The Board of Directors shall elect the following officers: President, Secretary and Treasurer, and such other officers as the Bylaws of the corporation may authorize the directors to elect from time to time.

ARTICLE VI STOCK

The corporation shall not be authorized to issue any stock.

ARTICLE VII EARNINGS AND ACTIVITIES OF CORPORATION

A. 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 Article IV hereof.

B. No substantial part of the activities of the 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 any candidate for public office.

C. Notwithstanding any other provision of these Articles, 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)(7) of the Internal Revenue Code of 1986 as amended (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation,

contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 as amended (or the corresponding provision of any future United States Internal Revenue Law).

D. Notwithstanding any other provision of these Articles, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the corporation.

ARTICLE VIII DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. 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 the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purpose.

ARTICLE IX INCORPORATORS

The name and address of the Incorporators of the corporation are:

Walter Cotton, III
1903 59th Circle South
St. Petersburg, FL 33712

James C. Etheridge, M.D.
13615 Bruce B. Downs Blvd., Suite 113
Tampa, FL 33613

Georganna R. Etheridge
15224 E. Pond Woods Dr.
Tampa, FL 33618

ARTICLE X REGISTERED AGENT AND OFFICE

The corporation's registered agent and office is:

Walter Cotton III
1903 59th Circle South
St. Petersburg, FL 33712

**ARTICLE XI
MEMBERSHIP**

The qualification for members and the manner of their admission shall be regulated by the Bylaws of the corporation. However, no qualification for membership will be on a basis of race, color or religion.

**ARTICLE XII
AMENDMENT OF BYLAWS**

Subject to the limitations contained in the Bylaws, and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, the Bylaws of the corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted by a resolution of the Board of Directors.

**ARTICLE XIII
DEDICATION OF ASSETS**

The property of the corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of the corporation shall ever inure to the benefit of any director or officer thereof, or to the benefit of any private individual.

**ARTICLE XIV
INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, in the manner set out and provided for in the Bylaws of the corporation, pursuant to the provisions of Section 607.0850 of the Florida Statutes, as amended.

**ARTICLE XV
DIRECTOR CONFLICT OF INTEREST**

A. No contract or other transaction between the corporation and one (1) or more of the directors, or between the corporation and any other corporation, firm, association or other entity, in which one (1) or more of the directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the Board of Directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose:

1. If the fact of such common directorship, officership or financial interest is disclosed or known to the

Board or committee, and the Board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or


2. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the Board or committee.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which approves such contract or transaction.

**ARTICLE XVI
AMENDMENT OF ARTICLES**

Amendments to these Articles of Incorporation may be adopted by the Board of Directors.

IN WITNESS WHEREOF, the undersigned, being the Incorporators of the corporation, for the purpose of forming this not-for-profit corporation under the laws of the State of Florida, has executed these Articles of Incorporation, this 31 day of January, 1996.


Walter Cotton, III, Incorporator


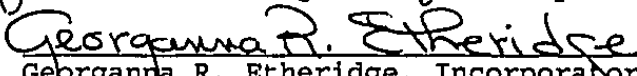

James C. Etheridge, M.D., Incorporator

Georganna R. Etheridge, Incorporator

EXHIBIT 'A'

Economic Venture Assistance Corporation

INTRODUCTION:

This document outlines the purposes for which Economic Ventures Assistance Corporation is being formed. The primary objective of the organization is to assist Business owners with the development professional skills, and to provide a source for technical support of start-up ventures. The proper implementation and development of this organization will assist in reducing the failure rate of small businesses in the Tampa Bay Area, and through the state of Florida.

Words like "Right Sizing, Down Sizing, and Automation" are common place in today's corporate environment. One by-product of this changing corporate face is the growing number of home-based businesses that are operated by a growing unemployed professional labor force.

By taking the proactive step of developing and implementing the programs described in this outline, we will create an environment in the Bay Area's business community that both attract and perpetuate growing businesses.

To fulfill our mission and achieve our goal, we must address the present and speak to the future business environment in the state of Florida. The following areas are being incorporated into a proactive business development plan that will improve the success rate of those businesses that operate within the state of Florida.

- Entrepreneur Training

The training provided under this program is designed to be entrepreneur building. This training will be offered in two forms:

1. A weekly television program will air on a local television station that utilizes a lecture/interview format. The show (One Stop Business Solutions) will provide both basic and advance training to the Bay Area's entrepreneurs.
2. This show will be augmented by a weekly class that will be open to the public and will provide these entrepreneurs with a hands-on opportunity to expand their skills.

- Small Business Mentor Program:

1. This program will be designed to assist small business owners by providing business professionals and paraprofessionals to help develop areas of their business that they do not currently have expertise in. Examples of these areas include: Marketing, Management, Business Financing, Accounting, Computer Consulting, and so on.

- The Next Generation

In this area we focus our attention on developing future entrepreneurs. Our youth segment will demand that we expand the roles of our mentors.

Through this program we will target high risk teens and provide them an opportunity to participate in the economic development process through a "Skill Development Centers."

- Intellectual Retooling

The trauma of losing one's employment, in many cases, is succeeded only by the trauma of being faced with an employment hobson's choice. This program is designed to afford those displaced workers with entrepreneurial desires a vehicle that will assist them in starting their own business.

This program will be a transitional program that will provide these closet entrepreneurs a structured approach to starting their own business.

- Business Recruiting Program:

This program will be used in combination with the next program to aggressively attract growing businesses to the Tampa Bay area.

- Ambassador program:

1. This will be a group of selected business leaders who will act as guides to interested business persons from other counties, states, and countries. Through this program we would hope to better (1) attract and (2) expose these people to the many opportunities that exist here in St. Petersburg.

2. By pairing potential investors with members of our business community, who operate within the markets or professions that are of interest to those investors, we will be able to better market Tampa Bay's business opportunities to investors from other cities, states, and around the world.

- Financing and Investing Program:

The access to capital traditionally creates a true turning point in the life cycle of any business. The issue here is that the Banks and Investors would like to earn the income that results from successful loans to small businesses, and the businesses would love to have access to those loans and investments. This program will provide the common ground upon which a financial relationship can be built.

Through participation in this program both parties will achieve their desired objectives.

This program will be the business financing component of our effort. It will prepare the entrepreneur to present their business to Banker and Investor in a condition that affords them the greatest potential for approval.

- Business Networking Program:

1. We will develop a monthly Business Networking program, to be held at a downtown hotel, that offers new and established businesses an opportunity for greater exposure.

This event will utilize the Vendor/Speaker approach, and facilitate the development of a business synergy in Florida's business community

In the short run, we can expect to experience an increase in the number of new businesses starts in the state of Florida. In the long run, we can accept an overall increase in the quality of life for all who live and work here.

Conclusion

The foregoing is an outline of a program that, in our opinion, would perpetuate the existence of emerging businesses in the state of Florida and increase the quality of life for the Citizens of the area.

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

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office/Registered Agent in the State of Florida

1. The name of the corporation is:

ECONOMIC VENTURE ASSISTANCE CORPORATION

2. The name and address of the registered agent and office is:

Walter Cotton, III
1903 59th Circle, South
St. Petersburg, FL 33712

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 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.


Walter Cotton, III

1/31/96
Date

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CLERK OF STATE
TALLAHASSEE, FLORIDA