

Division of Corporations

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Florida Department of State
Division of Corporations
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FLORIDA PROFIT/NON PROFIT CORPORATION
Entrepreneurs In Action, Inc.

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**ARTICLES OF INCORPORATION
OF
ENTREPRENEURS IN ACTION, INC.**

The undersigned, for the purpose of forming a benefit corporation under the laws of the State of Florida, pursuant to Sections 607.0120 and 607.603 of the Florida Business Corporation Act (the "Act"), hereby adopts the following Articles of Incorporation:

ARTICLE 1

NAME

The name of the Corporation is ENTREPRENEURS IN ACTION, INC. (the "Corporation").

ARTICLE 2

DURATION AND EXISTENCE

The Corporation shall exist perpetually.

ARTICLE 3

BENEFIT STATEMENT AND PURPOSE

The Corporation elects to be a benefit corporation in accordance with Section 607.603, Florida Statutes. The purpose for which this Corporation is organized is to create a general public benefit and to engage in any lawful act or activity for which corporations may be organized and incorporated under the Act. The specific public benefit to be created by the Corporation is to promote and support the growth of social enterprises.

ARTICLE 4

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office address and mailing address of the Corporation is 800 North Magnolia Avenue, Suite 1200, Orlando, Florida 32803-3267.

ARTICLE 5

CAPITAL STOCK

The maximum number of shares of stock which the Corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of \$0.10 per share.

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ARTICLE 6
REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 600 Brickell Avenue, Suite 3500, Miami, Florida 33131, and the name of the registered agent of the Corporation at that address is GY Corporate Services, Inc.

ARTICLE 7
INCORPORATOR

The name and street address of the incorporator of the Corporation is:

Jeffery Q. Jonasen
Gunster, Yoakley & Stewart, P.A.
200 S. Orange Avenue, Suite 1400
Orlando, Florida 32801-3438.

ARTICLE 8
INITIAL DIRECTORS

The number of directors may be increased or decreased from time to time in accordance with the bylaws but shall never be less than one (1). The following persons shall serve as the initial directors of the Corporation:

Waymon J. Armstrong
800 North Magnolia Ave., Suite 1200
Orlando, Florida 32803-3267

Robert P. Panepinto, Jr.
800 North Magnolia Ave., Suite 1200
Orlando, Florida 32803-3267

John H. Caron
800 North Magnolia Ave., Suite 1200
Orlando, Florida 32803-3267

Shawn M. Seipler
800 North Magnolia Ave., Suite 1200
Orlando, Florida 32803-3267

Robert Newland
800 North Magnolia Ave., Suite 1200
Orlando, Florida 32803-3267

Mark Brewer
800 North Magnolia Ave., Suite 1200
Orlando, Florida 32803-3267

The Board of Directors may also include a director who is designated as a benefit director, and if a benefit director is designated and elected, he or she shall meet the requirements set forth, and have the additional powers, duties, rights, and immunities provided, in Section 607.608 of the Florida Statutes. Such benefit director, if designated and elected, shall be independent and shall meet any additional requirements as may be prescribed in the Corporation's bylaws.

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ARTICLE 9
INITIAL OFFICERS

The following persons shall serve as the initial officers of the Corporation:

Robert P. Panepinto, Jr. – President & CEO
800 North Magnolia Ave., Suite 1200
Orlando, Florida 32803-3267

John H. Caron – Vice President
800 North Magnolia Ave., Suite 1200
Orlando, Florida 32803-3267

Robert Newland – Treasurer
800 North Magnolia Ave., Suite 1200
Orlando, Florida 32803-3267

Waymon J. Armstrong – Secretary
800 North Magnolia Ave., Suite 1200
Orlando, Florida 32803-3267

Shawn M. Scipler – Benefit Officer
800 North Magnolia Ave., Suite 1200
Orlando, Florida 32803-3267

ARTICLE 10
INDEMNIFICATION

Provided the person proposed to be indemnified satisfies the requisite standard of conduct for permissive indemnification by a Corporation as set forth in the applicable provisions of the Act (currently Sections 607.0850(1) and (2) of the Florida Statutes), as the same may be amended from time to time, the Corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of such Act (subject to any limitations contained in an agreement entered into by such person and the Corporation), from and against any and all of the expenses or liabilities incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding (collectively, "proceeding") (other than in a proceeding (a) initiated by such person (unless authorized by the Board of Directors of the Corporation), or (b) wherein the Corporation and such person are adverse parties, except for proceedings brought derivatively or by any receiver or trustee) or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or other agent.

Expenses (including attorneys' fees) incurred by an officer or director in defending any civil, criminal, administrative or investigative proceeding shall be paid by the Corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as authorized in this section. Such expenses (including attorneys' fees) incurred by other employees and agents shall also be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate.

The indemnification and advancement of expenses provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw,

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agreement, vote of shareholders or directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal and other legal representatives of such a person. Except as otherwise provided above, an adjudication of liability shall not affect the right to indemnification for those indemnified.

ARTICLE 11

BYLAWS

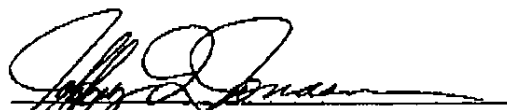
Bylaws for the Corporation may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any bylaws adopted by shareholders if the shareholders specifically provide that such bylaws are not subject to amendment or repeal by the directors.

ARTICLE 12

AMENDMENT

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation on the 16th day of May, 2017.


Jeffrey Q. Jonassen, Incorporator

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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept the service of process for the Corporation at the place designated in these Articles of Incorporation, GY Corporate Services, Inc., hereby accepts the appointment as registered agent and agrees to act in this capacity. GY Corporate Services, Inc., further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of the position as registered agent as provided for in Chapter 607, Florida Statutes.

GY CORPORATE SERVICES, INC.

By: /s/ William J. Hyland
William J. Hyland Vice President

Dated: May 16, 2017

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