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FLORIDA PROFIT SOCIAL PURPOSE CORPORATION
COVER LETTER

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

SUBJECT: Epiphany Ventures, Inc.

(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00 ☐ \$78.75
Filing Fee Filing Fee
 & Certificate of Status

<input checked="" type="checkbox"/> \$78.75 Filing Fee & Certified Copy	<input type="checkbox"/> \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED	

FROM: John C. Lessel

Name (Printed or typed)

11601 Pleasant Ridge Road, Suite 301

Address

Little Rock, AR 72212

City, State & Zip

501-954-9000

Daytime Telephone number

jlessel@jcllaw.com

E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION FOR FLORIDA PROFIT SOCIAL PURPOSE CORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME

The name of the social purpose corporation shall be Epiphany Ventures, Inc.

ARTICLE II PRINCIPAL OFFICE

Principal street address
6555 Sanger Road, Suite 200
Orlando, FL 32827

Mailing address, if different is:

ARTICLE III SOCIAL PURPOSE STATEMENT AND BUSINESS PURPOSE

The corporation elects to be a social purpose corporation in accordance with s. 607.503, F.S.

The business purpose and public benefit(s) for which the corporation is organized are:

Promoting the arts, sciences and/or advancement of knowledge in general and specifically through technology to provide access to masterpieces of Christian faith, including scripture, graphics, videos, augmented reality presentations and other methods of communicating the Christian faith. The corporation may also engage in any other legal activities.

The specific public benefit(s) to be created by the corporation (in addition to its general purpose) is/are as follows (optional):

ARTICLE IV SHARES 2,000,000--See Attached Article IV

The number of shares of stock is:

ARTICLE V INITIAL OFFICERS, DIRECTORS, BENEFIT DIRECTOR AND BENEFIT OFFICER (if Applicable)

Name and Title: Max W. Hooper, Director, Chairman

Address: 6555 Sanger Road, Suite 200
Orlando, FL 32827

Name and Title: Clifford Dew, Director

Address: 31308 Via Colinas, Suite 109
Westlake Village, CA 91362

Name and Title: Donald Stillman, Director

Address: 17 Spectacle Lane
Wilton, CN 06897

Name and Title: Enrique Elias Dupuy, Director

Address: Via San Paolo, alla Regola, 6
c.a.p. 00187
Rome, Italy

Name and Title: Ryan M. Thomas, Director, ^{Treasurer} Secretary

Address: 7492 E. Woodshire Cove
Scottsdale, AZ 85258

Name and Title: A.J. Ripin, Secretary

Address: 6555 Sanger Road, Suite 200
Orlando, FL 32827

If applicable, BENEFIT DIRECTOR:

Name : Ryan M. Thomas
Address 7492 E. Woodshire Cove
Scottsdale, AZ 85258

If applicable, BENEFIT OFFICER:

Name: _____
Address: _____

ARTICLE VI REGISTERED AGENT

The **name and Florida street address** (P.O. Box NOT acceptable) of the registered agent is:

Name: A.J. Ripin
Address: 6555 Sanger Road, Suite 200
Orlando, FL 32827

ARTICLE VII INCORPORATOR

The **name and address** of the Incorporator is:

Name: John C. Lessel
Address: 11601 Pleasant Ridge Road, Suite 301
Little Rock, AR 72212

ARTICLE VIII ADDITIONAL QUALIFICATIONS OF BENEFIT DIRECTOR, IF ANY:

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/Registered Agent

Date

I submit this document and affirm that the facts stated herein are true. I am aware that the 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/Incorporator

Date

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STATE OF FLORIDA
DEPARTMENT OF STATE

1/31/2019

1-30-2019

ARTICLE IV SHARES; DIVIDENDS; LIQUIDATION

Section 4.1. Shares. The corporation is authorized to issue classes of shares (each share a “Share”), each class to carry an alphabetical designation (in total, a “Class of Shares”). The initial Classes of Shares are Class A Preferred, Class A Common, Class B Common and Class C Non-voting Common. The combined maximum number of authorized Class A Preferred Shares and Class B Shares shall be eight hundred thousand (800,000); the maximum number of authorized Class B Common Shares shall be one million (1,000,000) and the maximum number of authorized Class C Non-voting Common Shares shall be two hundred thousand (200,000).

(a) Each Class A Preferred Share shall be issued for the consideration as determined by the Board of Directors. Class A Preferred Shares shall be Voting Shares and be entitled to the rights and benefits as set forth in this Agreement. The combination of the Class A Preferred Shares and the Class A Common Shares shall always constitute forty percent (40%) of the voting power of the corporation irrespective of any future issuance of Shares of any class. Class A Preferred Shares are entitled to a dividend preference and a liquidation preference as set forth in Section 4.2 below. Upon the date that the cumulative dividend distributions made to each Class A Preferred shareholder equals the initial purchase price of the Class A Preferred Share when issued by the corporation, the Class A Preferred Share shall be automatically converted to a Class A Common Share. Upon the date that an authorized Class A Preferred Shares is converted to a Class A Common Share, that converted Class A Preferred Share shall no longer be authorized. Upon the date that a total of eight hundred thousand Class A Preferred Shares have been converted to Class A Common Shares, no further Class A Preferred Shares shall be authorized or issued.

(b) Each Class A Common Share shall be issued upon the conversion of a Class A Preferred Share on a one-for-one exchange ratio as set forth above. Class A Common Shares shall be voting Shares and be entitled to the rights and benefits as set forth in these articles. The combination of the Class A Preferred Shares and the Class A Common Shares shall always constitute forty percent (40%) of the voting power of the corporation and irrespective of any future issuance of Shares of any class.

(c) Class B Common Shares shall be issued for consideration as determined by the Board of Directors. Class B Common Shares shall be voting Shares and be entitled to the rights and benefits as set forth in these articles. Class B Common Shares shall always constitute sixty percent (60%) of the voting power of the corporation irrespective of any future issuance of Shares of any class.

(d) Class C Non-voting Common Shares shall be restricted to employees or independent contractors of the corporation and issued by the Board of Directors on such terms and conditions as the Board of Directors deems appropriate in its sole discretion, including vesting or forfeiture schedules determined on an individual, case-by-case basis. Class C Non-voting Common Shares outstanding (including both vested and unvested Class C Non-voting Common Shares) may not at any time exceed ten percent (10%) of the total Class A Shares (Preferred and Common). Class B Common Shares and Class C Non-voting Common Shares outstanding at such time (which shall be equitably adjusted to give effect to any Share split, reverse split or similar

reclassification of the Shares). Class C Non-voting Common Shares shall be non-voting Shares, except as may be reserved under Florida law.

(c) Class A Preferred Shares, Class A Common Shares, Class B Common Shares and Class C Non-voting Common Shares together shall constitute all of the equity interests in the corporation and Class A Shares (Preferred and Common) combined with Class B Common Shares shall constitute one hundred percent (100%) of the voting Shares. Equity interests and voting interests shall be allocated among the holders of Class A Shares (Preferred and Common), Class B Common Shares and Class C Non-voting Common Shares consistent with the provisions of this Section 4.1.

4.02. Dividends. The corporation may, but is not required to, distribute dividends on the Shares from time to time. Any dividend shall comply with the following:

Dividends shall be distributed as follows:

(a) First, until the shareholders owning Class A Preferred Shares have received cumulative distributions under subsection (A) below equal to their initial purchase price of the Class A Preferred Shares when issued by the corporation (“**Basis**”):

(i) Seventy percent (70%) to shareholders owning Class A Preferred Shares pro rata in proportion to each shareholder’s ownership of Class A Preferred Shares to the total of all outstanding Class A Preferred Shares; and

(ii) Thirty percent (30%) to commons shareholders pro rata in proportion to each shareholder’s ownership of Class A Common Shares, Class B Common Shares and/or Class C Non-voting Common Shares to the total of all outstanding Class A Common, Class B Common and Class C Non-voting Common Shares.

(b) After all shareholders owning Class A Preferred Shares have received cumulative distributions equal to their Basis and each Class A Preferred Share has been converted to a Class A Common Share, dividends shall be distributed to the shareholders owning Class A Common Shares, Class B Common Shares and Class C Non-voting Common Shares in proportion to the shareholders’ ownership of Class A Common Shares, Class B Common Shares and Class C Non-voting Common Shares to the total number of Class A Common Shares, Class B Common Shares and Class C Non-voting Common Shares outstanding, as adjusted from time to time. For the purposes of this Section 4.02, only vested Class C Non-voting Common Shares shall be counted among Shares outstanding.

4.03. Liquidation. (a) Upon dissolution of the corporation (i) an accounting shall be made by the corporation’s accountants of the accounts of the corporation and of the corporation’s assets, liabilities and operations, from the date of the last previous accounting until the date of dissolution, and (ii) the Board of Directors shall proceed to wind up and liquidate the corporation’s assets (except to the extent the Board of Directors may determine to distribute any assets to the shareholders in kind), discharge the corporation’s obligations, and wind up the corporation’s

business and affairs as promptly as is consistent, in the Board of Directors' sole judgment, with obtaining the fair value thereof.

(b) The proceeds of liquidation belonging to the corporation, to the extent sufficient, shall be applied and distributed as follows:

(i) First, to the payment and discharge of all of the corporation's debts and liabilities to third parties except those owing to shareholders in general or to the establishment of any reasonable reserves for contingent or unliquidated debts and liabilities of the corporation, as appropriate;

(ii) Second, to the payment of any debts and liabilities owing to the shareholders;

(iii) Third, to the shareholders holding Class A Preferred Shares the amount of their unreturned Basis;

(iv) Fourth, subject to the ten percent (10%) limitation applicable to Class C Non-voting Common Shares as set forth in Section 2(d), to the shareholders in proportion to their ownership of Shares.

(c) Any assets distributed in kind shall be both (i) valued for this purpose at their net fair market value, and (ii) deemed to have been sold as of the date of dissolution. Fair market value of the corporation's assets shall be determined by the Board of Directors; provided, however, that the Board of Directors may engage another person, at the expense of the corporation to advise the Board of Directors with respect to the determination of fair market value.

(d) Upon completion of the winding up, liquidation and distribution of the assets, the corporation shall be deemed terminated, and the Board of Directors shall (i) file Articles of Dissolution with respect to the corporation with the Florida Department of State and (ii) comply with any requirements of applicable law pertaining to the winding up of the affairs of the corporation and the final distribution of its assets.