

12/2/2020

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FLORIDA PROFIT/NON PROFIT CORPORATION
Economic Development Foundation of Florida's Space Coast, Inc.

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CORPORATION

**ARTICLES OF INCORPORATION
OF
ECONOMIC DEVELOPMENT FOUNDATION OF FLORIDA'S SPACE COAST, INC.**

The undersigned hereby forms a corporation not for profit under Chapter 617 of the Florida Statutes, and, for these purposes, does hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be Economic Development Foundation of Florida's Space Coast, Inc., a Florida not for profit corporation (the "Corporation").

ARTICLE II - PURPOSES

This Corporation is organized exclusively for charitable, educational and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the applicable rules and regulations promulgated thereunder (the "Code"). Specifically, but without limiting the foregoing, the purpose of this Corporation is to perform the charitable functions of, and to carry out the charitable purposes of, as a supporting organization under 509(a)(3) of the Code, the Economic Development Commission of Florida's Space Coast, Inc., a Florida not for profit corporation (the "Member"), so long as the Member is an organization exempt from taxation under Section 501(c)(6) of the Code and continues to meet the support requirements set forth in Treas. Reg. § 1.509(a)-4(k). In furtherance thereof, the Corporation shall be operated in support of, and in connection with, the Member and the Corporation shall attempt to provide educational opportunities to individuals without the requisite education, training and skills in industries that are underserved on the Space Coast to ensure that the community has an educated, trained and skilled labor base to support its ever-evolving economy now and into the future.

In general, the Corporation shall do any and all acts and things, and exercise any and all powers which now or hereafter are lawful for the Corporation to do or exercise under and pursuant to the laws of the State of Florida in furtherance the purposes stated herein.

In no event shall this Corporation engage in any activity which would be contrary to the purposes and activities: (1) permitted to be engaged in by any organization the activities of which are exempt from federal income tax under Section 501(c)(3) of the Code; or (2) of a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

The Corporation shall not engage, nor shall any of its funds, property, or income be used, in carrying on propaganda or otherwise attempting to influence legislation, nor shall the Corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, nor shall the Corporation engage in subversive activities.

The Corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Code.

No compensation shall be paid to any officer, director, trustee, creator or organizer of the Corporation or substantial contributor to it except as a reasonable allowance for services actually rendered to or for the Corporation.

The Corporation is organized to serve public interests. Accordingly, it shall not be operated for the benefit of private interests.

ARTICLE III – POWERS

The Corporation shall have all the powers granted to not for profit Corporations under the laws of the State of Florida which are necessary or convenient to effect any and all purposes for which the Corporation is organized. Subject to any applicable limitations, the Corporation shall have the power to receive, accept, use, hold, manage, and dispose of all types of real and personal property given, transferred, devised, or bequeathed to it, in trust or otherwise, for the purposes described above and for any purposes incidental thereto. In no event, however, shall the Corporation have or exercise any power which would cause it not to qualify as a tax-exempt organization under Section 501(c)(3) or Section 170 of the Code; nor shall the Corporation engage directly or indirectly in any activity which would cause the loss of such qualification. No part of the assets or the net earnings, current or accumulated, of the Corporation shall inure to the benefit of any private shareholder or individual.

ARTICLE IV - MEMBERS

The sole member of the Corporation shall be the ECONOMIC DEVELOPMENT COMMISSION OF FLORIDA'S SPACE COAST, INC., a Florida not for profit corporation.

ARTICLE V - TERM OF EXISTENCE

The Corporation shall have perpetual existence, commencing on the filing of these Articles with the Florida Department of State.

ARTICLE VI - DIRECTORS AND OFFICERS

The affairs of the Corporation shall be managed by the Board of Directors consisting of not less than three (3) persons. The number of directors and the manner of their election shall be set forth in the Bylaws of this Corporation.

The officers of the Corporation shall consist of a President/Chief Executive Officer, Treasurer and Secretary and such other officers as provided in the Bylaws. The officers of the

Corporation shall be elected and removed as set forth in the Bylaws of this Corporation. The same individual may hold more than one office in the Corporation.

ARTICLE VII - FIRST BOARD OF DIRECTORS

The number of persons constituting the first Board of Directors shall be four (4), and the names and addresses of the persons who are to serve as directors until the first election are as follows:

<u>Name</u>	<u>Address</u>
Lynda Weatherman	6525 3rd Street Suite 304 Rockledge, Florida 32955
Julie Song	6525 3rd Street Suite 304 Rockledge, Florida 32955
Bart Gaetjens	6525 3rd Street Suite 304 Rockledge, Florida 32955
Kirk Hall	6525 3rd Street Suite 304 Rockledge, Florida 32955
Joe Mayer	6525 3rd Street Suite 304 Rockledge, Florida 32955

ARTICLE VIII - INITIAL OFFICERS

The initial officers shall be elected by the initial Board of Directors in accordance with the Bylaws of the Corporation.

ARTICLE IX - BYLAWS

The Bylaws of the Corporation shall be adopted, altered, amended and rescinded by a majority vote of the Board of Directors at a meeting of the Board of Directors duly called and held in accordance with the Bylaws.

ARTICLE X - AMENDMENTS TO THE ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by the Board of Directors, by majority vote, at a meeting of the Board of Directors duly called and held in accordance with the Bylaws.

ARTICLE XI - DISSOLUTION

Upon the liquidation or dissolution of the Corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed for one or more exempt purposes to, and only to, (i) any one or more organizations qualified as exempt under Section 501(c)(3) of the Code, or (ii) the federal government or to a state or local government for public purposes. Any such assets not so disposed of shall be distributed by the Circuit Court of the county in which the principal office of the Corporation is located, exclusively for the purposes described herein, to such organization or organizations as said Court shall determine. No part of the assets or the net earnings, current or accumulated, of the Corporation shall inure to the benefit of any private shareholder or individual.

ARTICLE XII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation shall be:

420 S. Orange Avenue
Suite 700
Orlando, FL 32801

The name of the initial registered agent of this Corporation shall be:

Dcan Mead Services, LLC

ARTICLE XIII - CORPORATION'S PRINCIPAL OFFICE
AND/OR MAILING ADDRESS

The principal office and mailing address of this Corporation shall be:

6525 3rd Street
Suite 304
Rockledge, Florida 32955

ARTICLE XIV - INCORPORATOR

The following is the name and street address of the incorporator signing these Articles:

Bradley F. White, Esq.
730 E. Strawbridge Avenue, Suite 209
Melbourne, Florida 32901

IN WITNESS WHEREOF, I have set my hand and seal this 2nd day of December, 2020.

[Handwritten Signature]

Bradley F. White, Esq.

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing Articles of Incorporation were acknowledged before me this 2 day of December, 2020, by Bradley F. White, Esq., who is personally known to me or who produced a Florida driver's license as identification and who did not take an oath.

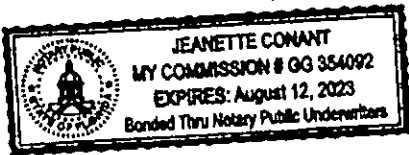
(Affix Notary Seal)

[Handwritten Signature]

NOTARY PUBLIC, State of Florida

Print Name: _____

My commission expires: _____



CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

The undersigned, having been named as Registered Agent and to accept service of process for the above stated Corporation at the place designated in the foregoing Articles of Incorporation, hereby accepts this appointment as such Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties. The undersigned further certifies that the undersigned is familiar with and accepts the obligations of such position as Registered Agent.

DEAN MEAD SERVICES, LLC, a Florida limited liability company

By: *[Handwritten Signature]*
Claudia Haines Jones, Vice President

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