

12/22/2020

Division of Corporations

**W2000014129**

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STATE  
CORPORATION

FLORIDA PROFIT/NON PROFIT CORPORATION  
THE MYCELIUM FOUNDATION, INC.

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Page Count	09
Estimated Charge	\$78.75

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Attn: Carlos E Rico  
Re: W20000140619

2020 DEC 22 PM 1:35

DEC 23 2020

T. SCOTT

**COGENCYGLOBAL**

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INFO@COGENCYGLOBAL.COM  
COGENCYGLOBAL.COM

Tuesday, December 22, 2020

Florida Non Profit Incorporation Filing

Order: 1300537

Attn: Carlos E Rico  
Re: W20000140619

Greetings!

Kindly file the attached, articles of incorporation for The Mycelium Foundation, Inc. and retain the original date of submission, 12/10/2020.

Let me know if you have any questions. Thank you so much for your help!

Merritt Walker  
Client Service Specialist  
mhwalker@cogencyglobal.com  
Phone: 866.625.0838 Ext. 5651  
Direct: 518.213.0737

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**FLORIDA DEPARTMENT OF STATE  
Division of Corporations**

December 11, 2020

**COGENCYGLOBAL**

**SUBJECT: THE MYCELIUM FOUNDATION, INC.  
Ref. Number: W20000140619**

We have received your document for THE MYCELIUM FOUNDATION, INC. . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must have original signatures.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Carlos E Rico  
Regulatory Specialist III

Letter Number: 120A00024894

ARTICLES OF INCORPORATION  
 OF  
THE MYCELIUM FOUNDATION, INC.

FILED  
 2020 DEC 10 AM 10:30  
 STATE  
 OF FLORIDA

I.

The name of the Corporation is THE MYCELIUM FOUNDATION, INC.

II.

The Corporation is organized pursuant to the provisions of the Florida Not For Profit Corporations Act, and does not contemplate pecuniary gain or profit and is organized for nonprofit purposes.

III.

The Corporation shall have perpetual duration.

IV.

The Corporation is organized exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and, in particular, for the following purposes: (1) to advance science and education; (2) to conserve and protect the environment, natural spaces and wildlife; (3) to combat climate change; (4) to assist the underprivileged; and (5) to provide grants to other organizations exempt from taxation under Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future federal tax code) in support of the exempt purposes of such organizations, including to advance science and education, to conserve and protect the environment, natural spaces and wildlife, to combat climate change, and to assist the underprivileged. Solely for the foregoing purposes, the Corporation is empowered to exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including, but without limitation thereon, to receive gifts,

devises, bequests, and contributions in any form, and to use, apply, invest and reinvest the principal and/or income therefrom or distribute the same for the foregoing purposes. The Corporation's rights and powers shall not include the right and power to carry on a business for profit.

V.

The affairs of the Corporation shall be managed by a Board of Directors consisting of not more than thirty (30) nor less than three (3) members, the precise number to be determined in the manner provided for in the By-laws of the Corporation. The method of election and term of office of the Directors shall be as determined by the By-laws of the Corporation.

VI.

The Corporation shall not have any members.

VII.

a. The Corporation is not organized and shall not be operated for pecuniary gain or profit.

b. No part of the net earnings of the Corporation shall inure to the benefit of any director of the Corporation, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes); and no director, officer or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

c. The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by (1) an organization exempt from taxation under Code Section 501(c)(3) and the Regulations thereunder as such section now exists or as such section may hereafter be amended, or (2) an organization, contributions to which are deductible under Code Section 170(c)(2) or Code Section 2055(a)(2) and Regulations thereunder as such section now exists or as such section may hereafter be amended.

d. The Corporation shall not be authorized to engage in a regular business of a kind ordinarily carried on for profit or in any other activity except in the furtherance of the purposes stated above for which the Corporation is organized.

e. The Corporation shall have the power to do all lawful acts necessary or desirable to carry out its purposes, consistent with the provisions of Code Section 501(c)(3), as such section exists or as such section may hereafter be amended.

f. The Corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, or the corresponding section of any future federal tax code.

g. The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or the corresponding section of any future federal tax code.

h. The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code, or the corresponding section of any future federal tax code.

i. The Corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Code, or the corresponding section of any future federal tax code.

j. The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code, or the corresponding section of any future federal tax code.

## VIII.

The initial registered office of the Corporation is 5073 Riveredge Drive, Titusville, Brevard County, Florida 32780. The initial registered agent of the Corporation is Suchitra S. Patton. The initial principal office address of the Corporation is 5073 Riveredge Drive, Titusville, Florida 32780. The mailing address of the Corporation is 360 Laurel Green Way, Alpharetta, Georgia 30022.

## IX.

The initial Board of Directors shall consist of four (4) members, who shall hold office until the first annual election of directors, or for such other period as may be specified in the Bylaws of the Corporation. The name and address of each member of the Initial Board of Directors is:

Robert M. Patton  
5073 Riveredge Drive  
Titusville, Florida 32780

Suchitra S. Patton  
5073 Riveredge Drive  
Titusville, Florida 32780

Alexander R. Patton  
360 Laurel Green Way  
Alpharetta, Georgia 30022

Kalen R. Patton  
360 Laurel Green Way  
Alpharetta, Georgia 30022

## X.

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes, or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

## XI.

To the fullest extent that the Florida Not For Profit Corporations Act, as it exists on the date hereof or as it may hereafter be amended, permits the limitation or elimination of the liability of directors or officers: (1) no director or officer of the Corporation shall be personally liable to the Corporation for monetary damages for breach of duty to care or other duty as director; (2) the Corporation shall indemnify its directors and officers to the fullest extent authorized under Florida Statutes Section 617.0831, as it now exists or as it may be amended in the future. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director or officer of the Corporation for or with respect to any acts or omissions of such director or officer occurring prior to such amendment or repeal.

## XII.

The name and address of the incorporator are:       Suchitra S. Patton  
5073 Riveredge Drive  
Titusville, Florida 32780

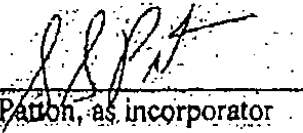
[Remainder of this page is intentionally left blank.]



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.

  
\_\_\_\_\_  
Suchitra S. Patton, Registered Agent

I am the incorporator submitting these Articles of Incorporation 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 Fla. Stat. 817.155.

  
\_\_\_\_\_  
Suchitra S. Patton, as incorporator