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FLORIDA PROFIT/NON PROFIT CORPORATION
Be the Change Collective, Inc.

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**ARTICLES OF INCORPORATION
OF
BE THE CHANGE COLLECTIVE, INC.**

A Florida Not For Profit Corporation

The undersigned incorporator hereby files these Articles of Incorporation to form a non-stock, perpetually existing corporation not for profit pursuant to Chapter 617 of the Florida Statutes, as amended (the "Florida Not For Profit Corporation Act").

ARTICLE I

Name and Address

The name of this Corporation shall be Be The Change Collective, Inc. The initial principal office and mailing address of the Corporation shall be: 1001 Brickell Bay Drive, Suite 1812, Miami, Florida 33131.

ARTICLE II

Purposes

A. This Corporation is organized for the purposes of receiving and maintaining real, tangible, or intangible property, or any combination of the three, and using and applying the whole or any part of the income therefrom and the principal thereof exclusively for religious, charitable, scientific, literary, athletic and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended and the Treasury regulations, as now in effect or as may be hereinafter be amended (the "Code"). In furtherance of the above enumerated purposes, this Corporation shall have any and all lawful powers provided in the Florida Statutes that are not in conflict with these Articles.

B. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities which may not be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code or by an organization contributions to which are deductible by the donor under Section 170(c)(2) of the Code.

ARTICLE III

Limitations on Activities

A. This Corporation is a not for profit corporation organized pursuant to the Florida Not For Profit Corporation Act, and is created, organized, and shall be operating exclusively for education, charitable, scientific and literary purposes described in Section 501(c)(3) of the Internal Revenue Code.

B. This Corporation is one that does not contemplate pecuniary gain or profit to the directors or officers thereof and no part of any net earnings of the

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Corporation shall inure to the benefit of any director, officer or other individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation and to reimburse its officers and directors for all expenses reasonably incurred in performing services rendered to the Corporation.

C. The Board of Directors shall at all times endeavor to operate and conduct the affairs of the Corporation so that each contribution to it shall qualify and be allowable to the donor thereof as a charitable deduction for federal income tax and state tax purposes under the laws in effect at the time of such donation.

D. No part of the activities of the Corporation shall include or consist of the carrying on of propaganda, lobby, or of otherwise attempting to influence legislation. This Corporation shall not participate in or intervene in or do any act in connection with any political campaign on behalf of any candidate for public office.

E. All of the property of this Corporation is and shall be irrevocably dedicated to charitable, scientific, literary or educational purposes.

F. For any period in which the Corporation is a private foundation within the meaning of Section 509(a) of the Code, the Corporation shall also be subject to the following limitations:

(i) the Corporation shall not engage in any self-dealing as defined in Section 4941(d) of the Code, or corresponding provisions of any subsequent federal tax laws;

(ii) the Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding provisions of any subsequent federal tax laws;

(iii) the Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code, or corresponding provisions of any subsequent federal tax laws;

(iv) the Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding provisions of any subsequent federal tax laws; and

(v) The Corporation shall make qualifying distributions in accordance with Section 4942(j)(3) of the Code, and shall at all times fulfill the requirements set forth in Section 4942(j)(3) of the Code so as to qualify as an "operating foundation" within the meaning of that Section, or corresponding provisions of any subsequent federal tax laws.

ARTICLE IV

Dissolution

In the event of a dissolution of this Corporation, the assets shall be distributed to one or more organizations which are organized and exist exclusively for educational, scientific, charitable or literary purposes and that qualify for exemption from federal income tax under the provisions of Section 501(c)(3) of the Code, or

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the assets shall be distributed to the United States of America, the State of Florida or California, the County of Miami-Dade or Los Angeles, or other local government, for a public purpose. Any assets not so distributed shall be distributed by a court of competent jurisdiction of the county of 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.

ARTICLE V

Incorporator

The name and address of the Incorporator is as follows:

Joel Kinnaman
419 28th Avenue
Venice, California 90291

ARTICLE VI

Term of Existence

This Corporation shall have perpetual existence.

ARTICLE VII

Nonstock Corporation

The Corporation is a non-stock corporation and shall have no authority to issue any capital stock.

ARTICLE VIII

Members

The Corporation shall not have members within the meaning of the Florida Not For Profit Corporation Act, unless the By-laws provide that the Corporation shall have members, instead, the Board of Directors shall have all of the powers that the members would otherwise have, including, but not limited to, the power to elect directors and the power to amend these Articles of Incorporation. If the By-laws provided that the Corporation shall have members, additional classes of members, qualification, voting and other rights of such members and the manner of their election or appointment shall be as set forth in the By-laws.

ARTICLE IX

Board of Directors

A. The business and affairs of this Corporation shall be managed by a Board of Directors, whose members are referred to as Directors.

B. The names of the initial directors will be named in the By-laws. The number of directors may be either increased or diminished from time to time by the By-laws but shall never be less than three (3) nor more than ten (10). The qualification

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and method of election of directors shall be as set forth in the By-laws. Directors shall be elected, removed and hold office as provided in the By-laws.

ARTICLE X

Officers

The officers of the Corporation shall occupy those positions designated in the By-laws, and they shall govern in accordance with the provisions of the said By-laws.

The initial officers are:

President: Joel Kinnaman
419 28th Avenue
Venice, CA 90291

Treasurer: Kelly Gale
419 28th Avenue
Venice, CA 90291

Secretary: Brittmarie Nordström Kinnaman
Brännkyrkagatan 120
Stockholm, Sweden 11728

Vice President and Executive Director: Sandra Kinnaman Nordström
Brännkyrkagatan 120
Stockholm, Sweden 11728

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ARTICLE XI

Indemnification

This Corporation shall indemnify its directors and its officers to the fullest extent permitted by the provisions of the Florida General Corporation Act and the Florida Not For Profit Corporations Act, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, 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. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, vote of shareholders or disinterested directors or otherwise,

both as to action in his or her official capacity and as to action in another capacity while holding such office. The right to indemnification shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

ARTICLE XII

Registered Office and Agent

The street address of the initial registered office of this Corporation is 1001 Brickell Bay Drive, Suite 1812, Miami, FL 33131 and the name of the initial registered agent of this Corporation located at the address of the registered office is King Law Firm.

ARTICLE XIII

By-Laws

The power to adopt, alter, amend or repeal By-laws for the Corporation shall be vested only in the Directors, as more specifically provided in the By-laws.

ARTICLE XIV

Amendments

These Articles of Incorporation may be amended by the act of the Board of Directors of the Corporation in accordance with the procedure set forth in Chapter 617 of the Florida Statutes, as amended. Those Article, however, pertaining to dissolution of the Corporation shall not be amended in such a way as to allow or cause any member (unless such member is exempt from taxation under Section 501(c)(3) of the Code), director, officer of the Corporation or any other person to share in any of the Corporation's assets.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 16 day of February, 2023.



Joel Kinnaman,
Incorporator

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CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE

In compliance with Florida Statutes Sections 48.091 and 617.0501, the following is submitted:

Be The Change Collective, Inc., desiring to organize as a corporation not-for-profit under the laws of the State of Florida, has designated 1001 Brickell Bay Drive, Suite 1812, Miami, FL 33131 as its initial Registered Office and has named King Law Firm, located at said address, as its initial Registered Agent.

Signed on February ¹⁶ 2023.


Joel Kinnaman, Incorporator

Having been named Registered Agent for the above stated Corporation, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office.

Signed on February 24, 2023.

King Law Firm

By: 
Russell King, Member of King Law Firm, the Registered Agent

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