

N/230000/43/3

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

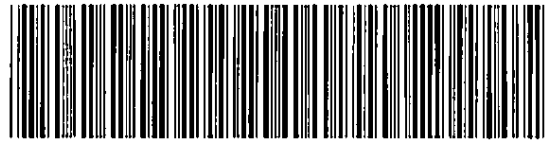
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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Office Use Only



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10/30/23--01031--008 **137.50

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2023 OCT 30 AM 9:04
STATE
FL

Miss America's Scholarship Foundation

October 28, 2023

**Re: Name Change & Redomestication to Florida
EIN# 87-4613167**

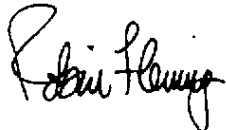
To Whom it May Concern:

The name on file for EIN #87-4613167 has been changed with the State of Delaware Secretary of State Division of Corporations, on April 21, 2023, as well as the IRS as processed and affirmed in a letter dated October 5h, from Miss America's Outstanding Teen to Miss America's Scholarship Foundation, Inc.

Attached to the Cover Letter is all the documentation to illustrate the above, and expedite the request to Domesticcate in the State of Florida.

Please let me know if there is any additional information needed to effect this change.

Best,



Robin Fleming
Chairman of the Board
Miss America's Scholarship Foundation
12490 Sunnydale Drive
Wellington, FL 33414

11199 Polo Club Road
Wellington, Florida 33414

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CORPORATION SERVICE CENTER
WELLINGTON, FL

COVER LETTER

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

SUBJECT: Miss America's Scholarship Foundation Inc.

Enclosed is an original and one (1) copy of the Certificate of Domestication and a check for:

FEES:

Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	<u>\$78.75</u>
Total to domesticate and file	\$128.75

OPTIONAL:

Certificate of Status

\$ 8.75

} 137.50

Robin Fleming

Name (printed or typed)

12490 Sunnydale Drive

Address

Wellington, FL 33414

City, State & Zip

561-301-1078

Daytime Telephone Number

robinrossfleming@gmail.com

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

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STATE

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**NOT FOR PROFIT
CERTIFICATE OF DOMESTICATION**

The undersigned, Robin Fleming, Secretary
(Name) (Title)
of Miss America's Scholarship Foundation, Inc. a foreign Corporation
(Corporation Name)
in accordance with section 617.1803, Florida Statutes, does hereby certify:

1. The date on which corporation was first formed was 15 September, 2021.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was Delaware.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Miss America's Scholarship Foundation, Inc.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 617.01201 and 617.0202 with this certificate is Miss America's Scholarship Foundation, Inc.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was Delaware.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 617.1803.

I am Secretary, of Miss America's Scholarship Foundation, Inc.
and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this 21st day of October, 2023

X Robin Fleming
(Authorized Signature)

Filing Fee:	
Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	\$78.75
Total to domesticate and file	\$128.75

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ARTICLE IV MANNER OF ELECTION

The manner in which the directors are elected or appointed:

Directors shall be elected by an affirmative vote by the majority of the board, or otherwise as outlined by the Bylaws.

ARTICLE V INITIAL DIRECTORS AND/ OR OFFICERS

The name(s) and address(es) and specific title(s):

Title/Name	Title/Name
Chairman/Pres/Sec/Treas Robin Fleming	Director, Robin Fleming
12490 Sunnydale Drive, Wellington, FL 33414	12490 Sunnydale Drive, Wellington, FL 33414

Title/Name	Title/Name
Director, Liam Fleming	Director, Mackenzie Fleming
12490 Sunnydale Drive, Wellington, FL 33414	12490 Sunnydale Drive, Wellington, FL 33414

Title/Name	Title/Name

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ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

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

Robin Fleming

12490 Sunnydale Drive

Wellington, FL 33414

ARTICLE VII INCORPORATOR

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

Robin Fleming

12490 Sunnydale Drive

Wellington, FL 33414

Having been named as registered agent and 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.

X Robin Fleming
Signature/Registered Agent

10/21/2023

Date

X Robin Fleming
Signature/Incorporator

10/21/2023

Date

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**UNANIMOUS CONSENT OF THE DIRECTORS OF
MISS AMERICA'S OUTSTANDING TEEN, INC.**

THE UNDERSIGNED, being all of the directors of Miss America's Outstanding Teen, Inc., a Delaware corporation (the "Corporation"), do hereby consent to and adopt the following resolutions pursuant to Section 108(c) and Section 141(f) of the General Corporation Law of the State of Delaware, and hereby direct that this Consent be filed with the minutes of the proceedings of the Board of Directors of the Corporation as a Special meeting Meeting of the Corporation:

RESOLVED, that the following persons are hereby elected Director of the Corporation to serve until the next Annual Meeting of the Corporation and until their respective successors has been elected and duly qualified:

Robin Fleming

Mackenzie Fleming

Liam Fleming

RESOLVED, FURTHER, that Robin Fleming is elected President, Secretary/Treasurer of the Corporation.

RESOLVED, FURTHER, that the registered agent and registered office of this corporation shall be David Anthony, Esq, of Berger Harris, LLP, 1105 N. Market Street, 11th Floor, Wilmington, New Castle County, Delaware, 19801.

RESOLVED, FURTHER, that the officers of the Corporation be, and they hereby are, authorized, in the name and on behalf of the Corporation, to execute and deliver such instruments and documents and to take such other actions as may be necessary or advisable in the furtherance of the foregoing.

RESOLVED, FURTHER, that the actions of the officers on behalf of the Corporation are ratified.

RESOLVED, FURTHER, that the appropriate tax filing for 2021 is ratified as the financial transaction of the corporation for said year and the officers are hereby authorized to execute all documents related thereto.

IN WITNESS WHEREOF, the undersigned have executed this Consent, which may be executed in counterparts, as of this 1st Day of February 2023.


Robin Fleming, Director and Secretary

(Signature)

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**STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
(A CORPORATION WITHOUT CAPITAL STOCK)**

The corporation, Miss America's Outstanding Teen, Inc.
organized and existing under the laws of the State of Delaware, hereby certifies as follows:

(1) That at a meeting a vote of the members of the governing body was taken for and against the amendment to the Certificate of Incorporation, said Amendment being as follows:

First: The name of the corporation is Miss America's Scholarship Foundation, Inc.

(2) That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed this 14th day of February, A.D. 2023.

By: *Robin Fleming*, president
Authorized Officer

Name: Robin Fleming, President/Secre
Print or Type

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DELAWARE STATE



State of Delaware

SECRETARY OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 898
DOVER, DELAWARE 19903

8745226
MISS AMERICA ORGANIZATION
11199 POLO CLUB ROAD
WELLINGTON, FL 33414

04-21-2023

ATTN: ROBIN FLEMING

DESCRIPTION **AMOUNT**

6236279 - MISS AMERICA'S SCHOLARSHIP FOUNDATION, INC.
0240Y Amendment Name

<i>Receiving/Indexing</i>	\$115.00
<i>Surcharge Assessment-New Castle County</i>	\$6.00
<i>Page Assessment-New Castle County</i>	\$18.00
<i>Data Entry Fee</i>	\$5.00
<i>Court Municipality Fee, Wilm.</i>	\$20.00
TOTAL CHARGES	\$164.00
TOTAL PAYMENTS	\$173.00
CREDITED TO ACCOUNT	\$9.00
BALANCE	\$0.00

2023 OCT 30 AM 9
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Department of the Treasury
 Internal Revenue Service
 Tax Exempt and Government Entities
 PO Box 2508
 Cincinnati, OH 45201

MISS AMERICA'S SCHOLARSHIP FOUNDATION INC
 12490 SUNNYDALE DR
 WELLINGTON, FL 33414

Date: October 5, 2023
 Employer ID number: 87-4613167
 Form 990 required: Yes
 Person to contact: Name: Ms. Chung
 ID number: 0777227

Dear Sir or Madam:

We're responding to your request dated August 30, 2023, about your tax-exempt status.

We issued you a determination letter in May 2022, recognizing you as tax-exempt under Internal Revenue Code (IRC) Section 501(c)(3).

We also show you're not a private foundation as defined under IRC Section 509(a) because you're described in IRC Section 509(a)(2).

Donors can deduct contributions they make to you as provided in IRC Section 170. You're also qualified to receive tax-deductible bequests, legacies, devises, transfers, or gifts under IRC Sections 2055, 2106, and 2522.

In the heading, we indicated whether you must file an annual information return. If you're required to file a return, you must file one of the following by the 15th day of the 5th month after the end of your annual accounting period.

- Form 990, Return of Organization Exempt From Income Tax
- Form 990-EZ, Short Form Return of Organization Exempt From Income Tax
- Form 990-N, Electronic Notice (e-Postcard) for Tax-Exempt Organizations Not Required to File Form 990 or Form 990EZ
- Form 990-PF, Return of Private Foundation or Section 4947(a)(1) Trust as Private Foundation

According to IRC Section 6033(j), if you don't file a required annual information return or notice for 3 consecutive years, we'll revoke your tax-exempt status on the due date of the 3rd required return or notice.

You can get IRS forms or publications you need from our website at www.irs.gov/forms-pubs or by calling 800-TAX-FORM (800-829-3676).

If you have questions, call 877-829-5500 between 8 a.m. and 5 p.m., local time, Monday through Friday (Alaska and Hawaii follow Pacific time).

Thank you for your cooperation.

Sincerely,

Stephen A. Martin

Stephen A. Martin
 Director, Exempt Organizations
 Rulings and Agreements

2023 OCT 30 AM 9:05
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Miss Americas Outstanding Teen Inc.

EIN: 87-4613167 | Wellington, Florida, United States

Other Names

MISS AMERICAS OUTSTANDING TEEN INC

Publication 78 Data

Organizations eligible to receive tax-deductible charitable contributions. Users may rely on this list in determining deductibility of their contributions.

On Publication 78 Data List: Yes

Deductibility Code: PC ⓘ

Determination Letter

A favorable determination letter is issued by the IRS if an organization meets the requirements for tax-exempt status under the Code section the organization applied.

Final Letter(s)

[Final Letter 87-4613167_MISSAMERICASOUTSTANDINGTEENINC_05052022_00.tif](https://apps.irs.gov/pub/epostcard/dl/finalletter_87-4613167_MISSAMERICASOUTSTANDINGTEENINC_05052022_00.tif)
https://apps.irs.gov/pub/epostcard/dl/finalletter_87-4613167_MISSAMERICASOUTSTANDINGTEENINC_05052022_00.tif

Form 990-N (e-Postcard)

Organizations who have filed a 990-N (e-Postcard) annual electronic notice. Most small organizations that receive less than \$50,000 fall into this category.

^ Tax Year 2022 Form 990-N (e-Postcard)

Tax Period: 2022 (01/01/2022-12/31/2022)	Mailing Address: 12490 Sunnydale Drive Wellington, FL 33414 United States	Gross receipts not greater than: \$50,000
EIN: 87-4613167	Principal Officer's Name and Address: Robin Fleming 12490 Sunnydale Drive Wellington, FL 33414 United States	Organization has terminated: No
Organization Name (Doing Business as): MISS AMERICAS OUTSTANDING TEEN INC	Website URL:	

^ Tax Year 2021 Form 990-N (e-Postcard)

Tax Period: 2021 (01/01/2021-12/31/2021)	Mailing Address: 47738 279th St Canton, SD 57013 United States	Gross receipts not greater than: \$50,000
EIN: 87-4613167	Principal Officer's Name and Address: Shantel Krebs	Organization has terminated: No
Organization Name (Doing Business as): MISS AMERICAS OUTSTANDING	Website (URL):	



Information on this page is derived from the IRS e-filed Form 990-N for 2022.

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Delaware

The First State


Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "MISS AMERICA'S OUTSTANDING TEEN, INC.", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF SEPTEMBER, A.D. 2021, AT 2:38 O'CLOCK P.M.

2023 OCT 30 AM 9:05
OFFICE OF THE SECRETARY OF STATE
DELAWARE

FILED




Jeffrey W. Bullock, Secretary of State

CERTIFICATE OF INCORPORATION

OF

MISS AMERICA'S OUTSTANDING TEEN, INC.

A NON-STOCK NOT FOR PROFIT CHARITABLE CORPORATION

THE UNDERSIGNED INCORPORATOR, in order to form a nonprofit corporation for the purposes hereinafter stated, under and pursuant to the provisions of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

ARTICLE I

The name of the Corporation is Miss America's Outstanding Teen, Inc.

ARTICLE II

The address of the Corporation's registered office in the State of Delaware is 1105 N. Market Street, 11th Floor, Wilmington, New Castle County, Delaware 19801. The name of the Corporation's registered agent at such address is BH Registered Agents.

ARTICLE III

The Corporation is a nonprofit organization organized and operated exclusively for the charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or which the Corporation is formed include raising scholarship funds for educational purposes that are to be awarded through competitions and all activities that are related thereto.

As a means of accomplishing the foregoing purposes, the Corporation shall have the power to do any and all acts as necessary or conducive to the attainment of any of the objects and purposes hereinbefore set forth, to the same extent and as fully as any natural person might or could do; provided, however, that notwithstanding any provision of this Certificate or any provisions of applicable State law to the contrary, the Corporation shall not have the power to carry on any activities which would cause it to fail to qualify, or to continue to qualify, as (a) an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or the corresponding provision of any subsequent United States Internal Revenue law, or (b) an organization contributions to which are deductible under Sections 170, 2055, and 2522 of the Internal Revenue Code of 1954, as amended, or the corresponding provisions of any subsequent United States Internal Revenue law. The Corporation shall be authorized to solicit, receive, and administer funds for the above purposes, but the Corporation shall not be authorized to accept gifts or contributions for other than the purposes hereinbefore stated.

ARTICLE IV

No part of the earnings of the Corporation shall ever inure to the benefit of or be distributable to any member or individual having a personal or private interest in the activities of the Corporation, and no substantial part of the activities of the Corporation shall ever be the

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:38 PM 09/15/2021
FILED 02:38 PM 09/15/2021
SR 20213253482 - File Number 6236279

2023 OCT 30 AM 05
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shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. No Officer, Director, Member, or employee of the Corporation shall receive or be lawfully entitled to receive any pecuniary profit from the operations and activities of the Corporation, except reimbursement of out-of-pocket expenditures and reasonable compensation for services actually rendered to or on behalf of the Corporation, which reimbursement shall be approved in accordance with the By-Laws.

ARTICLE V

If, at any time or times, the Corporation shall be classified as a private foundation under United States Internal Revenue laws, then at such time or times the Corporation shall be subject to the following restrictions:

- (1) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, as amended, or corresponding provisions of any subsequent Federal tax laws.
- (2) The Corporation shall distribute its income for each taxable year at such time and in such manner so as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, as amended, or corresponding provisions of any subsequent Federal tax laws.
- (3) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, as amended, or corresponding provisions of any subsequent Federal tax laws.
- (4) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, as amended, or corresponding provisions of any subsequent Federal tax laws.
- (5) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, as amended, or corresponding provisions of any subsequent Federal tax laws.

ARTICLE VI

The Corporation shall be governed by a Board of Directors. The number of Directors, the method of electing Directors, and the rights and qualifications of Directors, shall be as set forth in the Bylaws.

ARTICLE VII

The Corporation shall be a membership corporation and shall have no authority to issue capital stock. The Members of the Corporation shall be those individuals serving on the Board of Directors.

ARTICLE VIII

The Board of Directors may, designate one (1) or more committees, with each committee

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provided in the resolution of the Board of Directors or in the By-Laws of the Corporation, shall have and may exercise all of the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it. The Board of Directors may designate one (1) or more Directors as alternate members of any such committee, to replace any absent or disqualified member at any meeting of the committee. The Corporation's Bylaws may provide that, in the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Board of Directors to aft at the meeting in the place of any such absent or disqualified member.

ARTICLE IX

No member of the Corporation, member of the Board of Directors, or Officer shall be personally liable for the payment of the debts of the Corporation except as such Member, Director, or Officer may be liable by reason of his or her intentional bad faith or fraud.

ARTICLE X

In furtherance and not in limitation of the powers conferred upon the Board of Directors by law, the Board of Directors shall have the power to make, adopt, alter, or repeal, from time to time, the By-Laws of the Corporation.

ARTICLE XI

In the event of the liquidation, dissolution, or winding up of the affairs of the Corporation, whether voluntary, involuntary, or by operation of law, the Board of Directors of the Corporation shall, except as may be otherwise provided by law, transfer all of the assets of the Corporation in such manner as the Directors, in the exercise of their discretion, may by a majority vote determine; provided, however, that any such distribution of assets shall be calculated to carry out the objects and purposes hereinbefore stated in ARTICLE III hereof, and only such objects and purposes; and, provided further, that such distributions must be to one or more organizations (a) which are exempt from tax as organizations described in Section 501 (c)(3) of the Internal Revenue Code of 1954, as amended, or the corresponding provision of any subsequent United States Internal Revenue laws, and (b) contributions to which are deductible under the provisions of Sections 170, 2055, and 2522 of the Internal Revenue Code of 1954, as amended, or the corresponding provisions of any subsequent United States Internal Revenue laws.

ARTICLE XII

The Corporation reserves the right to amend, alter, or repeal any provisions contained in this Certificate of Incorporation in a manner now or hereafter prescribed by applicable statutes, and all rights conferred herein are granted subject to this reservation; provided, however, that no amendment shall authorize the Board of Directors or the Members of the Corporation to conduct the affairs of the Corporation in any manner or for any purpose contrary to the provisions of Section 501 (c)(3) of the Internal Revenue Code of 1954, as amended or the corresponding provision of any subsequent United States Internal Revenue laws.

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ARTICLE XIII

The name of the Incorporator is Shantel Krebs whose mailing address is The Miss America Organization, 591 Mantua Boulevard, Suite 201, Sewell, New Jersey, 08080.

ARTICLE XIV

A Director of this Corporation shall not be liable to the Corporation or its members for monetary damages for breach of fiduciary duty as a Director, except for instances of intentional bad faith, fraud, or to the extent such exemption from liability or limitation thereof is not permitted under the General Corporation Law of the State of Delaware as the same exists or may hereafter be amended.

Any repeal or modification of the foregoing paragraph shall not adversely affect any right or protection of a Director of the Corporation existing hereunder with respect to any act or omission occurring prior to such repeal or modification.

ARTICLE XV

The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinabove named, do hereby certify that the facts herein stated are, to the best of my knowledge and belief, truly set forth, and, accordingly, I have hereunto set my hand and seal this 15th day of September 2021.

/s/ Shantel Krebs
Incorporator

September 15, 2021
Date

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