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DIVISION OF CORPORATIONS
12 AUG 24 PM 1:59

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COVER LETTER

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

SUBJECT: YouthQuake Live, Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

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

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Randi Danielle Winkel

Name (Printed or typed)

516 Southbranch Drive

Address

St Johns, FL 32259

City, State & Zip

904-285-8009 ext. 33

Daytime Telephone number

randi.winkel@gmail.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
OF
YouthQuake Live, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 AUG 24 PM 2: 00

I, the undersigned, acting as incorporator, submit the following Articles of Incorporation for the purpose of forming a nonprofit corporation pursuant to Chapter 617 of the Florida Statutes, and hereby certify that:

ARTICLE 1: Name. The name of the corporation is YouthQuake Live, Inc. hereinafter referred to as "the Corporation."

ARTICLE 2: Principal Place of Business. The principal place of business and mailing address of the Corporation is 190 South Roscoe Blvd, Ponte Vedra Beach, FL 32082

ARTICLE 3: Duration. The period of its duration is perpetual.

ARTICLE 4: Purposes. The Corporation is organized and shall be operated exclusively for religious, charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or a related section of a successor statute (hereinafter "Code"), including partnering with our community to inspire young people to fulfill their God-given destiny through life-changing entertainment. The Corporation may do any and all lawful acts, which may be necessary or useful for the furtherance of religious and charitable purposes.

The Corporation may receive property by gift, devise or bequest, invest and reinvest the same, and apply the income and principal thereof, as the Board of Directors may from time to time determine, either directly or through contributions to any religious and charitable organization or organizations, exclusively for religious or charitable purposes.

ARTICLE 5: Tax Exempt Provisions. The property of this Corporation is irrevocably dedicated to religious, charitable and educational purposes, and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth in these Articles. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The Corporation 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.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section

501(c)(3) of the Code or by a corporation contributions to which are deductible under Section 170 of the Code.

In the event the Corporation is found to be in any one year a "private foundation" as defined by Section 509 (a) of the Code, it shall be (1) required to distribute its income for such taxable year at such time and in such manner as not to subject the Corporation to taxation under Section 4942 of the Code; (2) prohibited from any act of "self-dealing" as defined in Section 4941(d) of the Code; (3) prohibited from retaining any "excess business holdings" as defined by Section 4943(c) of the Code; (4) prohibited from making any investments in such manner as to subject the Corporation to taxation under Section 4944 of the Code; and (5) prohibited from making any taxable expenditure as defined in Section 4945(d) of the Code.

Upon dissolution or winding up of the Corporation, all assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code as determined by the Board of Directors. Any such assets not so disposed of shall be disposed of exclusively for such exempt purposes by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located.

ARTICLE 6: Registered Agent. The initial registered agent shall be Randi Danielle Winkel Her address in Florida is 516 Southbranch Drive, St Johns, FL 32259

ARTICLE 7: Board of Directors. The manner in which the directors of the Corporation shall be elected shall be by a majority vote of directors present at a regular meeting of the Board, or at a special meeting of the Board convened for that purpose; all governance provisions, not expressly addressed in these Articles, shall be as provided in the Bylaws of the Corporation.

ARTICLE 8: Initial Board of Directors. The number of directors constituting the initial Board of Directors shall be four. The name and address of the persons who are to serve as the initial Board of Directors until the first annual meeting or until their successors shall be appointed and qualified are:

NAME	ADDRESS
Sean Yost	293 Silverthron Ln. Ponte Vedra, FL 32081
Edi Wohlgemuth	1218 Forest Oaks Drive Neptune Beach, FL 32266
Bill Killgannon	8 Seawinds Ln East Ponte Vedra Beach, FL 32082
Kevin Acevedo	580 Prosperity Lake Drive St. Augustine, FL 32092

ARTICLE 9: Limitation on Liability. To the fullest extent permitted by Chapter 617 of the Florida Statutes, as now in effect or as may hereafter be amended, no director or officer of the Corporation shall be personally liable for damages in any proceeding brought by or in the right of the Corporation, or in connection with any claim, action, suit or proceeding to which he or she may be or is made a party by reason of being or having been an officer or director of the Corporation, provided, however, that such

relief from liability shall not apply in any instance where such relief would be inconsistent with any provision applicable to corporations described in Section 501(c)(3) of the Code.

ARTICLE 10: Incorporator. The name and address of the incorporator is:

NAME

ADDRESS

Randi Winkel

516 Southbranch Drive St John, FL 32259

IN WITNESS WHEREOF, the undersigned incorporator has set his hand this 21 day of August 2012.

BY: Randi Winkel

Incorporator

Date" 08/21/12

IN WITNESS WHEREOF, having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, the undersigned registered agent is familiar with and accepts the appointment as registered agent and agrees to act in this capacity.

BY: Randi Winkel

Registered Agent

Date 08/21/12

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