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CLERK OF STATE
TALLAHASSEE, FLORIDA

08/18/17

COVER LETTER

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

SUBJECT: _____

STEMtastic 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: _____

Jay Lucas

Name (Printed or typed)

6036 Whispering Trees Ln

Address

Port Orange FL 32128

City, State & Zip

386.679.8579

Daytime Telephone number

jay@consuasorllc.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

ARTICLE I - NAME

The name of the corporation is STEMtastic Inc.

ARTICLE II – PRINCIPAL OFFICE

6036 Whispering Trees Lane, Port Orange, FL 32128

ARTICLE III - PURPOSES

The corporation, is organized and shall be operated exclusively for charitable and educational purposes within the meaning of section 501 (C) (3) of the Internal Revenue Code. The specific purposes and objectives of the corporation shall include but not be limited to the following:

(1) The purpose of STEMtastic Inc., is to encourage, assist and promote educational initiatives, through the use of after-school programs, that allow children to foster and improve their interest in Science, Technology, Engineering, Math and other multi-faceted, inter-disciplinary curriculum. The resulting objectives will enable tomorrow's leaders to perform in the highly competitive global economy and allow for a more advanced society with sustained growth and stability for the U.S. economy.

A. POWERS

In furtherance of the foregoing purposes and objectives (but not otherwise) and subject to the restrictions set forth in section C. of this article, the corporation shall have and may exercise all of the powers now or hereafter conferred upon nonprofit corporations organized under the laws of Florida and may do everything necessary or convenient for the accomplishment of any of the corporate purposes, either alone or in connection with other organizations, entities or individuals, and either a principal or agent, subject to such limitations as are or may be prescribed by law.

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CLERK OF DISTRICT COURT
FALLAUX COUNTY FLORIDA

B. RESTRICTIONS OF POWERS

(1) No part of the net earnings of the corporation shall inure to the private or proprietary benefit of, or be distributed to, any member [which is not then an exempt organization described in section 501(c)(3) of the Internal Revenue Code] any director or officer of the corporation, or any other individual (except that reasonable compensation may be paid for services rendered to or for the benefit of the corporation affecting one or more of its purposes), and no (member which is not then and exempt organization described in section 501(c)(3) of the Internal Revenue Code, and no] director or officer of the corporation, or any other individual, shall be entitled to share in any distribution of any of the corporate assets on dissolution of the corporation or otherwise.

(2) No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall the corporation participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Nothing contained in this Article shall be construed to empower the corporation to engage in any activities which are in furtherance of purposes other than those permitted to an organization described in Section 501(c)(3) of the Internal Revenue Code.

(3) Dissolution Clause - Upon dissolution of the corporation, all of the corporation's assets remaining after payment of or provision for all of its liabilities shall be paid over or transferred to one or more exempt organizations described in section 501(c) (3) of the Internal Revenue Code, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code. The organizations to receive such property shall be designated by the Board of Directors.

(4) Notwithstanding any other provision of these articles of incorporation, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax as an organization described in section 501 (c) 3) of the Internal Revenue Code or by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, and, during any period of time in which the corporation is a "private foundation" as defined in section 509 (a) of the Internal Revenue Code:

(i) The corporation shall not engage in any act of "self-dealing", as defined in section 4941(d) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4941(a) of the Internal Revenue Code;

(ii) The corporation shall make distributions for each taxable year. At such time and in such manner so as not to become subject to the tax imposed by section 4942(a) of the Internal Revenue Code;

(iii) The corporation shall not retain any "excess business holdings", as defined in section 4943(c) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4943(a) of the Internal Revenue Code;

(iv) The corporation shall not make any investments which would jeopardize the carrying out of any of the exempt purposes of the corporation, within the meaning of section 4944 of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4944(a) of the Internal Revenue Code; and

(v) The corporation shall not make any "taxable expenditure", as defined in section 4945(d) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4945(a) of the Internal Revenue Code.

(5) All references in these articles of incorporation to provisions of the Internal Revenue Code of 1986, as amended, and shall include the corresponding provisions of any subsequent federal tax laws.

ARTICLE IV – MANNER OF ELECTION

The Manner in which the directors are elected or appointed is outlined in the bylaws of the corporation.

ARTICLE V – INITIAL OFFICERS AND/OR DIRECTORS

The initial Officers and or Board of Directors shall consist of Three (3) persons. Their names and addresses are as follows:

Name and Title
Address

Jay Lucas, President/VP/Sec/Treas/Director
6036 Whispering Trees Ln, Port Orange, FL

Name and Title
Address

Greg Bedford, Director
3 Forest Oak Drive, Ormond Beach, FL 32174

Name and Title
Address

Kevin McCarthy, Director
810 Fentress Ct, Daytona Beach, FL 32117

No director shall be personally liable to the corporation or to its members for monetary damages for any breach of fiduciary duty as a director, except that the foregoing shall not eliminate or limit such director's liability to the corporation or to its members for monetary damages for the following: (1) any breach of such director's duty of loyalty to the corporation or to its members, (2) any of such director's acts or omissions not in good faith of which involve intentional misconduct or a knowing violation of law, (3) such director's assent to or participation in the making of any loan by the corporation to any director or officer of the corporation, or (4) any transaction from which such director derived an improper personal benefit.

ARTICLE VI – REGISTERED AGENT

Kevin McCarthy
810 Fentress Court
Suite 150
Daytona Beach, FL 32117

ARTICLE VII - INCORPORATOR

The name and address of the incorporator is:

Jay Lucas
6036 Whispering Trees Lane
Port Orange FL 32128

FILED

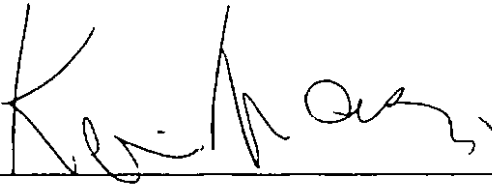
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SECRETARY OF STATE
ALLAHABAD, FLORIDA

ARTICLE VIII – EFFECTIVE DATE

The effective date is the date of filing.

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.

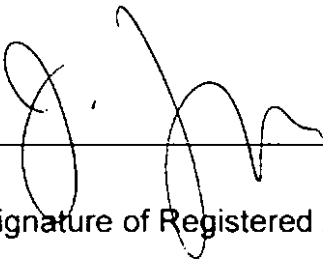


Signature of Registered Agent

8.11.17

Date

I submit this document 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 in s. 817.155, F.S.



Signature of Registered Agent

8.11.17

Date