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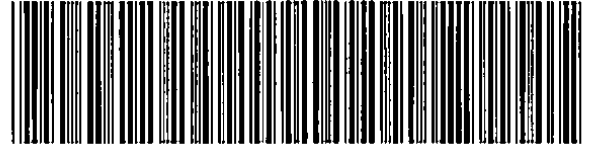
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MAIL ROOM



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

August 9, 2019

BREANNA MCCARTHY  
37 N. ORANGE AVE., SUITE 500  
ORLANDO, FL 32801 US

SUBJECT: BOTTOM UP, INC.  
Ref. Number: W19000073051

We have received your document for BOTTOM UP, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

The document number of the name conflict is .

P13000041337

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.

Nadira D McClees-Sams  
Regulatory Specialist II

Letter Number: 119A00016371

# CHISHOLM | LAW FIRM™

Breanna McCarthy, Esquire  
Telephone: 407.674.2657  
Breanna@ChisholmFirm.com

37 N. Orange Ave., Suite 500  
Orlando, Florida 32801  
www.ChisholmFirm.com

July 26, 2019

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

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SECRETARY OF STATE  
TALLAHASSEE, FL 32314

***Subject: Articles of Incorporation***

To Whom It May Concern:

Enclosed please find the original Articles of Incorporation ("Articles") along with trust account check no. 1336 made payable to the (Florida Department of State of State) in the amount of \$(70 – Florida) in order to defray your filing fee for the Articles of Incorporation filed on behalf of United Youth Club.

If you should have any questions, please feel free to contact me at 407.674.2657

Sincerely,

  
for Breanna McCarthy

Enclosures    Articles of Incorporation (original)  
                    Trust Account Check

**ARTICLES OF INCORPORATION OF**  
**Bottom Up Foundation, Inc.**  
**A FLORIDA NONPROFIT CORPORATION**  
In Compliance with Chapter 617, F.S., (Not for Profit)

**ARTICLE I NAME**

The name of the corporation shall be:  
Bottom Up Foundation, Inc.

**ARTICLE II PRINCIPAL OFFICE**

The principal place of business of this corporation shall be:

1025 Gateway Blvd Suite 303  
Boynton Beach, FL 33426

The principal mailing address of this corporation shall be:

P.O. Box 5272 Lighthouse Pt.  
FL 33074

**ARTICLE III PURPOSE**

- (1) Primarily, the organization is formed exclusively for charitable and educational purposes within the meaning of IRC Section 501(c)(3);
- (2) Generally, to have and exercise all rights and powers conferred on nonprofit corporations under the laws of Florida, or which may hereafter be conferred, including the power to contract, rent, buy, or sell personal or real property;
- (3) Notwithstanding any of the above statements of purposes and powers, this corporation shall not engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation;
- (4) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Three hereof.

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- (5) 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 publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office;
- (6) 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 Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed 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.

#### **ARTICLE IV MANNER OF ELECTION**

The method of election of the directors of the Corporation is set forth in the bylaws.

#### **ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS**

Tom Museaux – President  
1025 Gateway Blvd Suite 303  
Boynton Beach, FL 33426

Jeff Antoine - Secretary  
1025 Gateway Blvd Suite 303  
Boynton Beach, FL 33426

Tyrell Hall - Treasurer  
1025 Gateway Blvd Suite 303  
Boynton Beach, FL 33426

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#### **ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the registered agent is:

Tom Museaux  
1025 Gateway Blvd Suite 303  
Boynton Beach, FL 33426

#### **ARTICLE VII LIABILITY STATEMENT**

The nonprofit shall defend, indemnify and hold harmless all directors and officers of the nonprofit against expenses (including attorney's fees, judgments, fines, and amounts paid in settlement) incurred in connection with any claims, causes of action, demands, damages, liabilities of the nonprofit, and any pending or threatened action, suit, or proceeding. Such indemnification shall be made to the fullest extent permitted by the laws of the State of Florida, provided that such acts or omissions which gives rise to the cause of action or proceedings occurred while the director or officer was in performance of his or her duties for the nonprofit and was not as a result of his or her fraud, gross negligence, willful misconduct or a wrongful taking. The indemnification provided herein shall inure to the benefit of successors, assigns, heirs, executors, and the administrators of any such person.

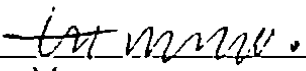
### **ARTICLE VII INCORPORATOR**

The name and address of the Incorporator is:

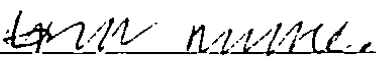
Tom Museaux  
1025 Gateway Blvd Suite 303  
Boynton Beach, FL 33426

\*\*\*\*\*

*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.*

  
Tom Museaux  
Date: 07/09/2019  
Registered Agent

*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 for in s.817.155, F.S.*

  
Tom Museaux  
Date: 07/09/2019  
Incorporator