

N220000003123

(Requestor's Name)

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(City/State/Zip/Phone #)

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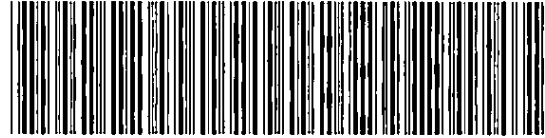
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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2022 MAR 30 AM 11:53

SECRETARY OF STATE
TALLAHASSEE, FL

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DATE: 03/30/22

NAME: CADUCEUS GAMING INC.

TYPE OF FILING: DOMESTICATION

COST: 128.75

RETURN: CERTIFIED COPY PLEASE

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE

a-hodge

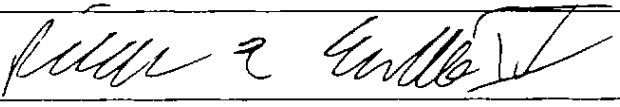
**NOT FOR PROFIT
CERTIFICATE OF DOMESTICATION**

The undersigned, Richard Ray Cundiff IV, Incorporator
(Name) (Title)
of Caduceus Gaming 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 February 2, 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 Caduceus Gaming 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 Caduceus Gaming 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 Incorporator, of Caduceus Gaming Inc.

and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 16th day of March, 2022


(Authorized Signature)

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

ARTICLES OF INCORPORATION
In compliance with Chapter 617, F.S., (Not for Profit)

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**SECRETARY OF STATE
TALLAHASSEE, FL**

ARTICLE I NAME

The name of the corporation shall be: Caduceus Gaming Inc.

ARTICLE II PRINCIPAL OFFICE

Principal street address:
4306 Gulfstream Parkway

Mailing address, if different is:

Cape Coral, FL 33993

ARTICLE III PURPOSE

The purpose for which the corporation is organized is: to provide support and resources for individuals seeking to improve their
mindfulness due to the global mental health crisis, and to carry on other charitable activities associated with this purpose as allowed
by law.

ARTICLE IV MANNER OF ELECTION The manner in which the directors are elected and appointed: As stated in bylaws.

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

Name and Title: Richard Ray Cundiff IV, Director Name and Title: _____

Address: 4306 Gulfstream Parkway Address: _____
Cape Coral, FL 33993

Name and Title: Jennifer Baddour, Director Name and Title: _____

Address: 4306 Gulfstream Parkway Address: _____
Cape Coral, FL 33993

Name and Title: August Deacon, Director Name and Title: _____

Address: 4306 Gulfstream Parkway Address: _____
Cape Coral, FL 33993

Name and Title: _____ Name and Title: _____

Address _____ Address: _____

Name and Title: _____ Name and Title: _____

Address _____ Address: _____

ARTICLE VI REGISTERED AGENT

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

Name: Richard Ray Cundiff IV

Address: 4306 Gulfstream Parkway

Cape Coral, FL 33993

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TALLAHASSEE, FL

ARTICLE VII INCORPORATOR

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

Name: Richard Ray Cundiff IV

Address: 4306 Gulfstream Parkway

Cape Coral, FL 33993

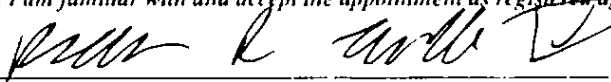
ARTICLE VIII EFFECTIVE DATE:

Effective date, if other than the date of filing: _____ (OPTIONAL.)

(If an effective date is listed, the date must be specific and cannot be more than five days prior or 90 days after the filing.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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

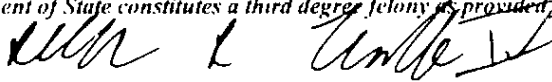


Required Signature of Registered Agent

3-19-22

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 for in s.817.155, F.S.



Required Signature of Incorporator

3-19-22

Date

Additional provisions to Articles of Incorporation (Not for Profit)
(Pursuant to Chapter 617, Florida Statutes)
Caduceus Gaming Inc.

Article IX

- (a) This corporation is organized and operated exclusively for the charitable purposes set forth in Article III hereof within the meaning of section 501(c)(3) of the Internal Revenue Code.
- (b) Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code.
- (c) No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

Article X

- (a) The property of this corporation is irrevocably dedicated to the charitable purposes set forth in Article III. No part of the net income or assets of the organization shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person.
- (b) On the dissolution or winding up of the corporation, after paying or adequately providing for the debts, obligations and liabilities of the corporation, the remaining assets of this corporation shall be distributed to such organization (or organizations) that is organized and operated exclusively for charitable purposes and that has established its tax exempt status under section 501(c)(3) of the Internal Revenue Code.