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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP

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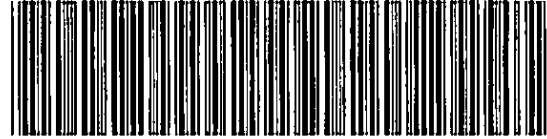
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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APR 04 2022

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## COVER LETTER

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

**SUBJECT:** The America Project, 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
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Daniel K. Bean, Esq.

Name (printed or typed)

100 N. Laura Street, Suite 501

Address

Jacksonville, FL 32202

City, State & Zip

(904) 944-4100

Daytime Telephone Number

dbean@abelbeanlaw.com

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

PROPOSED CERTIFICATE OF DOMESTICATION  
22 MAR 15 AM 8:45

**NOT FOR PROFIT  
CERTIFICATE OF DOMESTICATION**

The undersigned, Carl Johnson, COO  
(Name) (Title)  
of The America Project, 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 April 12<sup>th</sup>, 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 The America Project, 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 The America Project, 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 COO, of The America Project, Inc.

and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 1st day of March, 2022

Carl Johnson  
(Authorized Signature)

**Filing Fee:**

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

**Articles of Incorporation  
In Compliance with Chapter 617, Florida Statutes (Not-for-Profit)**

**ARTICLE I**

**Name**

The name of the corporation is **The America Project, Inc.** (the "Corporation").

**ARTICLE II**

**Purposes**

The purposes for which the Corporation is formed are the following:

(A) The Corporation shall be organized as a non-profit corporation under the provisions of Chapter 617, Florida Statutes, and administered and operated exclusively to receive, administer and expend funds for social welfare purposes, within the meaning of Section 501(c)(4) of the Internal Revenue Code ("Code"), to:

- i. advance truth, freedom, justice and other foundational American values;
- ii. engage in other social welfare activity as determined by the Board of Directors; and
- iii. engage in any and all lawful activities incidental to the foregoing purposes except as restricted herein.

(B) In order to accomplish the foregoing purposes, and for no other purposes, the Corporation shall have all the powers granted to it by the laws of the State of Florida; provided, however, that the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of the Corporation.

(C) The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from tax under Section 501(c)(4) of the Code.

**ARTICLE III**

**Members**

The Corporation shall have no members.

**ARTICLE V**

**Directors**

The affairs of the Corporation shall be managed by a Board of Directors. The number of Directors of the Corporation and the method of election shall be set forth in the Corporation's Bylaws. The names and addresses of the initial Board of Directors are as follows:

Joc Flynn  
8388 S. Tamiami Trail, Suite 293  
Sarasota, FL 34238

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IN  
FLORIDA

Carl Johnson  
8388 S. Tamiami Trail, Suite 293  
Sarasota, FL 34238

Patrick Byrne  
8388 S. Tamiami Trail, Suite 293  
Sarasota, FL 34238

#### **ARTICLE VI**

##### **Officers**

The Board of Directors may elect officers of the Corporation as provided in the Corporation's Bylaws, the terms and powers of whom may be provided in the Bylaws.

#### **ARTICLE VII**

##### **Principal Office and Agent**

The initial principal office and mailing address of the Corporation shall be 8388 S. Tamiami Trail, Suite 293, Sarasota, FL 34238.

#### **ARTICLE VIII**

##### **Registered Agent**

The initial registered agent of the Corporation shall be Abel Bean Law, P.A., 100 N. Laura Street, Suite 501, Jacksonville, FL 32202.

#### **ARTICLE IX**

##### **Indemnification**

The private property of the incorporator, directors and officers shall not be subject to the payment of corporate debts to any extent whatsoever. The Corporation shall indemnify and hold harmless its officers and directors from and against any liability asserted against them and expenses reasonably incurred by them in connection with judicial or administrative proceedings to which they are or may become parties by reason of their positions and in the performance of their duties as directors or officers to the fullest extent authorized by law as it now exists or may subsequently be amended.

#### **ARTICLE X**

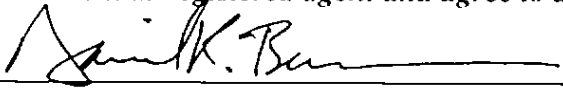
##### **Incorporator**

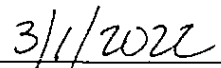
The name and address of the incorporator are Daniel K. Bean, Esq., Abel Bean Law, P.A., 100 N. Laura Street, Suite 501, Jacksonville, FL 32202.

**ARTICLE XI**  
**Effective Date**

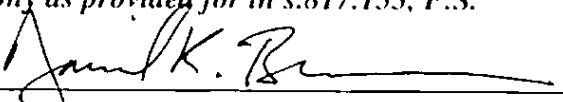
These Articles of Incorporation are effective upon filing with the Florida Secretary of State.

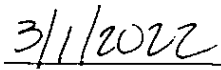
*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.*

  
\_\_\_\_\_  
Required signature of Registered Agent

  
\_\_\_\_\_  
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

  
\_\_\_\_\_  
Date