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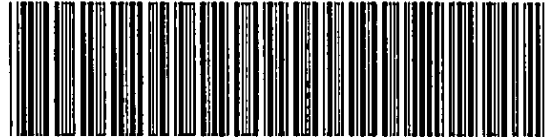
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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S. CHATHAM
APR 20 2022

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TALLAHASSEE, FLORIDA

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✓

TRANSMITTAL LETTER

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

SUBJECT: Deep South Quetzalcoatl Association, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$87.50.
This should cover Filing Fees, Certified Copy and Certificate of Status.

FROM: Kenneth Mueller

6453 South Orange Avenue, Suite #3

Orlando, FL 32809

(407) 850-9000

Please forward the Certified Copy and Certificate of Status to the registered agent whose name and address appears above.

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TALLAHASSEE, FL 32314

ARTICLES OF INCORPORATION
OF
DEEP SOUTH QUETZALCOATL ASSOCIATION, INC.

The undersigned Incorporator(s), being persons competent to contract, subscribe to these Articles of Incorporation to form a Corporation not for profit under the laws of the State of Florida.

ARTICLE I – NAME

The name of this Corporation shall be:

DEEP SOUTH QUETZALCOATL ASSOCIATION, INC.

ARTICLE II – PURPOSES AND ACTIVITIES

This Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, to promote, serve and further all the charitable purposes and activities of Shriners Hospitals for Children and the Q Foundation for Kids 501(c)(3) purposes, and making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under §501(c) of the Internal Revenue Code of 1954 (or the corresponding provision of any future provision of the United States Internal Revenue Law).

ARTICLE III – MEMBERSHIP

This Corporation is organized on a non-stock basis and shall not issue shares of stock. Qualifications for membership and the manner of member admission shall be as regulated by the By-Laws. Membership of the Corporation may be evidenced by a certificate of membership which shall contain the statement, printed prominently upon the face of the certificate, that the corporation is a non-profit corporation. No dividends shall be paid, and no part of the income of the Corporation shall be distributed to its members, directors, or officers. No part of the net earnings of the Corporation may inure to the benefit of any private shareholder or individual, per the Internal Revenue Code. The Corporation may pay compensation in a reasonable amount to its members, directors, and officers for services rendered, and may confer benefits upon its members in conformity with its purposes.

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ARTICLE IV – PROHIBITIONS

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 II hereof. No substantial part of the activities of the Corporation shall be carrying on 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. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a Corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V – TERM OF EXISTENCE

The effective date upon which this Corporation shall come into existence shall be the date these articles are filed with the Office of the Secretary of State, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE VI – INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 6453 South Orange Avenue, Suite 3, Orlando, FL 32809 and the name of the initial registered agent of this Corporation at that address is Kenneth Mueller.

ARTICLE VII – DIRECTORS

- A. The initial number of Directors of this Corporation shall be nine.
- B. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the voting members of the Corporation in accordance with the By-Laws of this Corporation, but in no event shall the Corporation have less than three Directors.
- C. The name and street address of each initial member of the Board of Directors, to hold office until the first annual meeting of the voting members of this Corporation or until his successor is elected or appointed and has qualified, is:

<u>Name</u>	<u>Address</u>
Allen Spry	301 N Hawthorne Avenue Apopka, FL 32703
Reginald Guier	3195 138 th Place North Largo, FL 33771
Paul Moretti, Sr.	8182 Stirling Falls Circle Sarasota, FL 34243
Christopher Brett	2022 20 th Lane Green Acres, FL 33463
Antonio Hori	1036 Castlevicchio Loop Orlando, FL 32825
Kenneth Mueller	6453 South Orange Avenue, #3 Orlando, FL 32809
Charles Brewer, Jr.	P.O. Box 566 Soddy Daisy, TN 37384
Eduardo Crocamo	Pty 22371 7270 NW 35 th Terrace Miami, FL 33122
Gabe Sedloff	3214 SE 19 th Place Cape Coral, FL 33904

- D. Removal of any Director shall be in accordance with the By-Laws of this Corporation.
- E. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled in accordance with the By-Laws of this Corporation.

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 TALLAHASSEE, FL 32399

ARTICLE VIII – OFFICERS

The names of the Officers who are to serve until the first election hereunder are as follows:

Chief Camaxtli/President	Allen Spry
Chimalma/1 st Vice President	Reginald Guier
Huemac/2 nd Vice President	Paul Moretti, Sr.
Titlauacan/3 rd Vice President	Christopher Brett
Cuatemoc/4 th Vice President	Charles Brewer, Jr.
Nezahuacoyotl/5 th Vice President	Eduardo Crocamo
Tlacuilo/Secretary	Antonio Hori
Calpixque/Treasurer	Kenneth Mueller
Jr. Past Chief Camaxtli	Gabe Sedloff

ARTICLE IX – INCORPORATOR

The name and street address of the Incorporator signing these Articles is:

Kenneth Mueller, 6453 South Orange Avenue, Suite 3, Orlando, FL 32809.

ARTICLE X – LIABILITIES FOR DEBTS

Neither the members nor the members of the Board of Directors or Officers of the Corporation shall be liable for the debts of the Corporation.

ARTICLE XI – INDEMNIFICATION

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other

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enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

ARTICLES XII – DISSOLUTION

Upon 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 public purpose. Any such assets not so disposed of shall be disposed of by 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 XIII – AMENDMENT TO ARTICLES

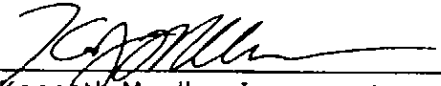
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Members, and approved at a Members meeting by a majority of the Members, unless all the Directors and all the Members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XIV – PRINCIPAL & MAILING ADDRESS

The principal place of business and the mailing address will be 6453 South Orange Avenue, Suite 3, Orlando, FL 32809.

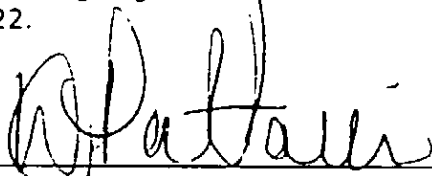
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SECRETARY OF
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FILE

IN WITNESS WHEREOF, The undersigned Incorporator(s) have executed these Articles of Incorporation this 24th day of March, 2022.


Kenneth Mueller, Incorporator

STATE OF FLORIDA, COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 24th day of March, 2022.


Notary Public

My Commission Expires: August 6, 2024

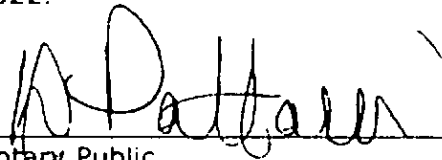
ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The Undersigned hereby accepts the appointment to serve as the initial Registered Agent of **DEEP SOUTH QUETZALCOATL ASSOCIATION, INC.**


Kenneth Mueller

STATE OF FLORIDA, COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 24th day of March, 2022.


Notary Public

My Commission Expires: August 6, 2024

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TALLAHASSEE, FLORIDA