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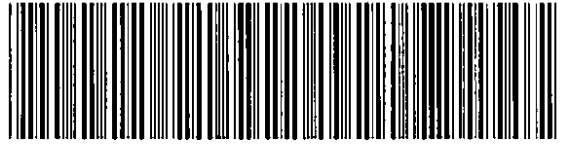
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TALLAHASSEE, FLORIDA

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2022 MAY 13 AM 8:07

SECRETARY OF STATE
TALLAHASSEE, FL



Brittany Toney, Paralegal
(850) 878-6404
BTONEY@DEALERLAWYER.COM

May 13, 2022

Registration Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32308

Re: Articles of Incorporation of Forever Warriors, Inc.

To Whom it May Concern:

Please find the Articles of Incorporation for a Florida Corporation Not for Profit for the above-referenced entity. Please return all correspondence concerning this matter to the following:


Logan S. Parker, Esq.
Bass Sox Mercer
2822 Remington Green Circle
Tallahassee, FL 32308

Please find our firm's check in the amount of \$78.75 for the filing fee, Designation of Registered Agent fee, and Certificate of Status fee.

For further information concerning this matter, please call Logan S. Parker at 850-878-6404.

Thank you for your assistance in this matter.

Sincerely,


Brittany Toney
Paralegal

Enclosure

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**SECRETARY OF STATE
TALLAHASSEE, FL**

**ARTICLES OF INCORPORATION
OF
FOREVER WARRIORS, INC.**

Pursuant to the authority of Chapter 617 of the Florida Statutes (the Florida Not for Profit Corporation Act), the undersigned, as the sole incorporator, desiring to form a Corporation Not for Profit, hereby adopts the following Articles of Incorporation:

ARTICLE I – NAME

The name of the Corporation Not for Profit shall be Forever Warriors, Inc. (the “Corporation”).

ARTICLE II – DURATION

The duration of the Corporation shall be perpetual.

ARTICLE III – ADDRESSES

The initial principal office and mailing address of the Corporation shall be 696 Beal Parkway Northwest, Fort Walton Beach, Florida 32547.

ARTICLE IV – PURPOSE

The Corporation is organized exclusively for charitable and other exempt purposes, all within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended (or the corresponding provisions of any future United States Internal Revenue Laws) (the “Code”).

ARTICLE V – MEMBERS

The Corporation shall have no members.

ARTICLE VI – BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors. The initial directors shall be Juan Carlos Correa Ballesteros, William A. Sauls II, and Maureen Bierman (collectively, the “**Initial Directors**”). The number of directors, the terms of office, and the manner of election, appointment, and removal shall be as provided in the Bylaws of the Corporation (the “**Bylaws**”). In no event shall the number of directors be fewer than three.

The Corporation shall, to the fullest extent permitted by law, indemnify any person who is or was a director of the Corporation against any and all liability incurred by such person in connection with any claim, action, suit, or proceeding or any threatened claim, action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that such person is or was a director of the Corporation, if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interest of the Corporation, and with respect to any criminal proceeding such person had no reasonable cause to believe the conduct was unlawful. Liability and expenses include reasonable attorneys’ fees, judgments, fines, costs, and amounts actually paid in settlement. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that such person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal proceeding, had reasonable cause to believe that such

conduct was unlawful. The foregoing right of indemnification shall be in addition to and not exclusive of any and all other rights to which any such director may be entitled under any statute, the Bylaw, an agreement, or otherwise.

ARTICLE VII – POWERS

The Corporation shall have all powers conferred upon Corporations Not for Profit organized under Chapter 617 of the Florida Statutes, as amended from time to time hereafter, and any successor provisions thereto hereafter enacted or amended, but shall exercise such powers only in fulfillment of its above stated exempt purposes. Notwithstanding the foregoing: (i) the Corporation shall not participate or intervene in, including, without limitation, the publishing or distributing of statements in connection with, any political campaign on behalf of or in opposition to any candidate for public office; (ii) no substantial part of the activities of the Corporation shall consist of carrying on propaganda designed to influence, or otherwise attempting to influence, legislation: *provided, however*, that this provision shall not apply to activities consisting of carrying on propaganda designed to influence, or otherwise attempting to influence, legislation to the extent the Corporation has made an election pursuant to and remains in compliance with the restrictions of Section 501(h) of the Code; and (iii) no dividends shall be paid to, and no part of the net earnings of the Corporation shall inure to the benefit of, any private shareholder or private individual within the meaning of Section 501(c)(3) of the Code, 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 IV hereof.

Notwithstanding any other provision of these Articles of Incorporation, 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 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 Code.

During any period in which the Corporation is a “private foundation” within the meaning of Section 509(a) of the Code and Section 617.0835 of the Florida Statutes, the following additional limitations on the Corporation's activities shall apply:

(1) the Corporation shall distribute, for the purposes specified in these Articles of Incorporation, its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942(a) of the Code:

(2) the Corporation shall not engage in any act of “self-dealing,” as defined in Section 4941(d) of the Code, which would give rise to any liability for the tax imposed by Section 4941(a) of the Code:

(3) the Corporation shall not retain any “excess business holdings,” as defined in Section 4943(c) of the Code, which would give rise to any liability for the tax imposed by Section 4943(a) of the Code:

(4) the Corporation shall not make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Section 4944 of the Code, so as to give rise to any liability for the tax imposed by Section 4944(a) of the Code; and

(5) the Corporation shall not make “taxable expenditures,” as defined in Section 4945(d) of the Code, which would give rise to any liability for the tax imposed by Section 4945(a) of the Code.

ARTICLE VIII – DISSOLUTION AND LIQUIDATION

In the event of the dissolution or liquidation of the Corporation, no liquidating or other dividend or distribution of property owned by the Corporation shall be declared or paid to any private individual, but the net assets of the Corporation shall be distributed as follows:

(1) all liabilities and obligations of the Corporation shall be paid, satisfied, and discharged, or adequate provision shall be made therefor; and

(2) all remaining assets of the Corporation shall be distributed to one or more organizations described in Section 501(c)(3) of the Code, as determined by the Board of Directors of the Corporation.

ARTICLE IX – BYLAWS

The Initial Directors shall provide for the adoption of initial Bylaws for the conduct of the business of the Corporation and the carrying out of its purposes as the Board of Directors shall deem necessary; provided, however, that the Bylaws adopted by the Board of Directors shall not contain any provision inconsistent with the terms of these Articles of Incorporation, and, once adopted as the Bylaws, such Bylaws may not be altered, amended, repealed, or expanded absent the prior affirmative vote or written consent of no less than two-thirds of the directors of the Corporation.

ARTICLE X – REGISTERED OFFICE AND AGENT

The registered office and agent of the Corporation is Logan S. Parker, Esq., 2822 Remington Green Circle, Tallahassee, Florida 32308.

ARTICLE XI – INCORPORATOR

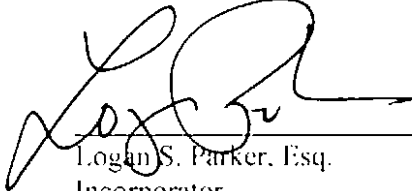
The name of the incorporator is Logan S. Parker, Esq., who has an address of 2822 Remington Green Circle, Tallahassee, Florida 32308.

ARTICLE XII – AMENDMENT

These Articles of Incorporation may not be altered, amended, repealed, or expanded absent the prior affirmative vote or written consent of no less than two-thirds of the directors of the Corporation.

[signatures on the following pages]

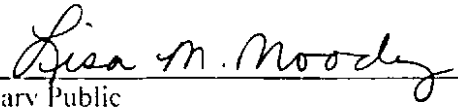
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation in Tallahassee, Florida on this 13th day of May, 2022.



Logan S. Parker, Esq.
Incorporator

STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization, this 13th day of May, 2022, by Logan S. Parker, Esq., as Incorporator, who ☒ is personally known to me or ☐ has produced a driver's license as identification.

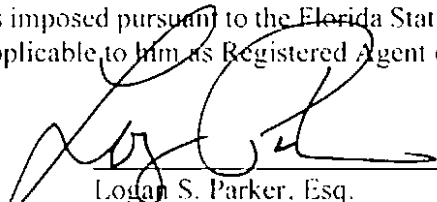


Notary Public
Printed Name: Lisa M. Moody
My Commission Expires: HH 102534



ACCEPTANCE BY REGISTERED AGENT

The undersigned, Logan S. Parker, Esq., as registered agent appointed in accordance with the foregoing Articles of Incorporation, does hereby accept such appointment, and does hereby state that he is familiar with, and accepts, the obligations imposed pursuant to the Florida Statutes, and that he will comply with any other provisions of law made applicable to him as Registered Agent of the Corporation.



Logan S. Parker, Esq.

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