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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850)617-6381

From:

Account Name : FL PATEL LAW PLLC
Account Number : I20170000097
Phone : (727)279-5037
Fax Number : (727)888-1294

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Email Address: Seanroc1966@yahoo.com

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2022 AUG 10 PM 6:05
CLERK OF STATE
TALLAHASSEE, FLORIDA

2022 AUG 10 PM 4:46

DOMESTICATION
Monster Maker Educational and Athletic Center Inc.

| | |
|-----------------------|----------|
| Certificate of Status | 1 |
| Certified Copy | 0 |
| Page Count | 08 |
| Estimated Charge | \$128.75 |

D. O'KEEFE
AUG 11 2022



COVER LETTER

Wednesday, August 10, 2022

To: New Filing Section
Division of Corporation

Subject:
Monster Maker Educational and Athletic Center Inc.
Name of Not For Profit Corporation

The enclosed Certificate of Domestication and Articles of Incorporation and Fee(s) are submitted for filing. Please return all correspondence concerning this matter to the following:

FL Patel Law PLLC
360 Central Avenue
8th Floor
St. Petersburg, Florida 33701
Fax: 727-888-1294

For further information concerning this matter, please call or e-mail:
Ada Reyes 727-279-5037 or e-mail at Support@flpatellaw.com

Enclosed is our fax filing coversheet for \$128.75 for Filing Fees & Certificate of Status

FL Patel Law PLLC

NOT FOR PROFIT CERTIFICATE OF DOMESTICATION

The undersigned, Sean Washington, President
(Name) (Title)
of Monster Maker Educational and Athletic Center 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 October 1, 2015.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was Maryland.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Monster Maker Educational and Athletic Center 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 Monster Maker Educational and Athletic Center 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 Maryland.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 617.1803.

I am Sean Washington, of Monster Maker Educational and Athletic Center Inc.

and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 5th day of August, 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 |

2022 AUG 10 PM 6:05
CLERK OF STATE
TALLAHASSEE, FLORIDA

FILED

Monster Maker Educational and Athletic Center Inc.
Articles of Incorporation

ARTICLES OF INCORPORATION

OF

MONSTER MAKER EDUCATIONAL AND ATHLETIC CENTER INC. A FLORIDA NON-PROFIT CORPORATION

The undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of State of Florida, do hereby certify:

ARTICLE I. **NAME**

1.1 Name

The name of this Corporation shall be Monster Maker Educational and Athletic Center Inc. (hereinafter referred to as the "**Corporation**").

ARTICLE II. **DURATION**

2.1 Duration

The period of duration of the Corporation is perpetual. The corporate existence will commence on the filing of these Articles by the Department of State.

ARTICLE III. **PURPOSE**

3.1 Purpose

Monster Maker Educational and Athletic Center Inc. is a non-profit corporation and shall operate exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. The purpose of the Corporation is to offer student athletes the opportunity to excel in academics, athleticism, integrity, and personal development.

3.2 Non-Profit

Monster Maker Educational and Athletic Center Inc. is designated as a non-profit corporation.

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TALLAHASSEE, FLORIDA

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Monster Maker Educational and Athletic Center Inc.
Articles of Incorporation

ARTICLE IV.
BYLAWS

The Corporation is a not for profit corporation. The By-laws of the Corporation are to be made and adopted by, and may be altered, amended or rescinded by the Board of Directors of the Corporation.

ARTICLE V.
NON-PROFIT NATURE

5.1 Non-profit Nature

Monster Maker Educational and Athletic Center Inc. is organized exclusively for charitable and educational purposes including, for such purposes, the 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. No part of the net earnings of Monster Maker Educational and Athletic Center Inc. 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 the purpose clause hereof.

Notwithstanding any other provision of this document, the Corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Monster Maker Educational and Athletic Center Inc. is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The Corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

5.2 Personal Liability

No Officer or Director of this Corporation shall be personally liable for the debts or obligations of Monster Maker Educational and Athletic Center Inc. of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this Corporation.

Monster Maker Educational and Athletic Center Inc.
Articles of Incorporation

5.3 Dissolution

Upon termination or dissolution of Monster Maker Educational and Athletic Center Inc., any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the Monster Maker Educational and Athletic Center Inc. hereunder shall be selected by the discretion of a majority of the managing body of Monster Maker Educational and Athletic Center Inc. and if its Members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against Monster Maker Educational and Athletic Center Inc. by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Florida.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Florida to be added to the general fund.

5.4 Prohibited Distributions

No part of the net earnings or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its Members, Directors, Officers or other private person or individual, 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 III, Section 3.1.

5.5 Restricted Activities

No substantial part of the Corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

5.6 Prohibited Activities

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) by a corporation, contributions to

Monster Maker Educational and Athletic Center Inc.
Articles of Incorporation

which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VI.
BOARD OF DIRECTORS

6.1 Governance

Monster Maker Educational and Athletic Center Inc. shall be governed by its Board of Directors.

6.2 Initial Directors

The Management of the Corporation shall be vested in a Board of Directors of not less than three (3) Directors, each of whom must be an Officer, Director, Employee, Shareholder, Partner, or Member of the Corporation. The Board of Directors will be elected, maintained, and appointed in accordance with the Corporation's By-laws.

The Officers of the Corporation shall be a President, a Secretary, and a Treasurer and may include other Officers as may be authorized by the By-laws and elected by the Directors from time to time. The Officers shall be elected by the Board of Directors in accordance with the Bylaws of the Corporation.

The initial Officers and Directors of the Corporation shall be:

| | | |
|-----------------|---------------------|---|
| Sean Washington | President, Director | 6805 West Commercial Blvd #1115 Tamarac, FL 33319 |
| Ronald Cole | Treasurer, Director | 6805 West Commercial Blvd #1115 Tamarac, FL 33319 |
| Michelle Parker | Secretary, Director | 6805 West Commercial Blvd #1115 Tamarac, FL 33319 |

6.3 Indemnification

The Corporation shall indemnify any Directors, Officers, Employers, Incorporators, and Members of the Corporation from any liability regarding the Corporation and the affairs of the Corporation, unless the person fraudulently and intentionally violated the law and/or malicious conduct acts to damage and/or defraud the corporation, or as otherwise provided under the applicable statute.

Monster Maker Educational and Athletic Center Inc.
Articles of Incorporation

ARTICLE VII.
MEETINGS

After incorporation, the appropriate Members of the Corporation shall hold an organizational meeting in accordance with Chapter 617, Florida Statutes, as amended. The Board of Directors of the Corporation may participate in a regular or special meeting by, or conduct the meeting through, the use of any means of communication which allows all Directors participating to simultaneously hear one another. A Director participating in such meeting is deemed present at the meeting. In the alternative, the Board of Directors may take action through signed e-mail communications in accordance with the By-laws of the Corporation.

ARTICLE VIII.
MEMBERSHIP

8.1 Membership

Monster Maker Educational and Athletic Center Inc. shall have no Members. The management of the affairs of the Corporation shall be vested in a Board of Directors, as defined in the Corporation's Bylaws.

ARTICLE IX.
AMENDMENTS

9.1 Amendments

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the Board of Directors.

ARTICLE X.
ADDRESSES OF THE CORPORATION

10.1 Corporate Address

The principle address and mailing address of the Corporation is:

6805 West Commercial Blvd
#1115
Tamarac, FL 33319

*Monster Maker Educational and Athletic Center Inc.
Articles of Incorporation*

ARTICLE XI.
APPOINTMENT OF REGISTERED AGENT

9.01 Registered Agent

The Registered Agent of the Corporation shall be:

Sean Washington
6805 West Commercial Blvd
#1115
Tamarac, FL 33319

Having been appointed as the Registered Agent of Monster Maker Educational and Athletic Center Inc., and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment and agree to act in this capacity.

I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

I, Sean Washington, agree to be the Registered Agent for Monster Maker Educational and Athletic Center Inc. as appointed herein.



Sean Washington, Registered Agent

Date: August 5, 2022

ARTICLE XII.
INCORPORATOR

The Incorporator of the Corporation are as follow:

Sean Washington
6805 West Commercial Blvd
#1115
Tamarac, FL 33319

IN WITNESS WHEREOF, I/We, the undersigned, have subscribed our names on this August 5, 2022 and constitute a complete copy of Articles of Incorporation of the Monster Maker Educational and Athletic Center Inc.



Sean Washington, Incorporator

FILED
2022 AUG 10 PM 6:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA