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## COVER LETTER

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

**SUBJECT:** SILVER EAGLE RESOURCES, INC.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

**FROM:** Christopher Taylor  
Name (Printed or typed)

4039 Cohen Drive  
Address

Zellwood, Florida, 32798  
City, State & Zip

2398506023  
Daytime Telephone number

ctaylorvm1@gmail.com  
E-mail address: (to be used for future annual report notification)

**NOTE: Please provide the original and one copy of the articles.**

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ARTICLES OF INCORPORATION  
OF

**SILVER EAGLE RESOURCES, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the Corporation shall be **SILVER EAGLE RESOURCES, INC.**

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and street address of the corporation shall be:

4309 Cohen Dr.  
Zellwood, Florida. 32798

The mailing address of the Corporation shall be:

4309 Cohen Dr.  
Zellwood, Florida. 32798

ARTICLE III. PURPOSE

The Corporation is organized and shall be operated exclusively for charitable, religious, educational, scientific or literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (hereinafter referred to as the code), and shall have the power to make grants, expenditures, loans, and distributions exclusively for such purposes either directly or by making contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. It is intended that the Corporation shall have the status of a corporation that is exempt from federal income taxation under 501(a) of the Code. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly.

Subject to the restrictions and limitations set forth in this Article IV and in Article IX, the Corporation shall have all of the corporate powers as provided in Section 617.0302, of the Florida Statutes.

#### ARTICLE IV. DIRECTORS

The names and addresses of the three (3) individuals who shall serve as the initial Board of Directors are as follows:

Taylor, Christopher M.  
4309 Cohen Dr.  
Zellwood, Florida. 32798

Taylor, Sheila F.  
4309 Cohen Dr.  
Zellwood, Florida. 32798

Taylor, Benjamin J.  
4309 Cohen Dr.  
Zellwood, Florida. 32798

The Corporation shall have no members. The entire voting power for all purposes, except as otherwise noted in these Articles, shall rest in the Board of Directors.

#### ARTICLE V. CHARITABLE ORGANIZATION PROVISIONS

Notwithstanding any powers granted to this Corporation by its Articles, By-Laws or by the laws of the State of Florida, the following limitations of powers shall apply.

a. 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 purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of 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

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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.

b. Upon the 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 a public purpose. Any such assets not so disposed of shall be disposed of by a 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.

c. The Corporation shall distribute amounts for the purposes specified in these Articles, for each taxable year, at a time and in a manner so as not to become subject to any tax liability under Section 4942(a) of the Code.

d. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, which would cause any tax liability under Section 4941(a) of the Code.

e. The Corporation shall not retain any "excess business holdings" as defined in Section 4943(c) of the Code, which would cause any tax liability under 4943(a) of the code.

f. The Corporation shall not make any investment which would jeopardize the carrying out of any of its exempt purposes under Section 4944 of the Code and cause any tax liability under Section 4944(a) of the Code.

g. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code, which would cause any tax liability under Section 4945(a) of the Code.

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## ARTICLE VI. DIRECTORS

The Board of Directors of the Corporation shall be comprised of not less than three (3) individuals, and not more than nine (9). The manner in which the directors are elected or appointed shall be as provided in the By-Laws of the Corporation; provided, however, that Christopher M. Taylor, for his lifetime, shall be Chairman of the Board of Directors and shall have the exclusive and unilateral power to: (i) increase or decrease from time to time within the limits set forth herein the number of members comprising the Board of Directors: (ii) elect or appoint the successor members of the Board of Directors: (iii) remove from office any director or directors at any time, with or without cause, and (iv) fill vacancies in the Board of Directors. The aforementioned actions shall be taken by a direction in writing, setting forth the action so taken, signed by Christopher M. Taylor. Upon the death or disability (as defined in Article X) of Christopher M. Taylor the administrative position of Chairman of the Board shall succeed to Benjamin J. Taylor, the adult son of Christopher M. Taylor. Benjamin J. Taylor shall retain the same exclusive and unilateral powers stated herein.

## ARTICLE VII. INITIAL REGISTERED AGENT AND ADDRESS.

Christopher Taylor  
4309 Cohen Dr.  
Zellwood, Florida. 32798

## ARTICLE VIII. INCORPORATOR

Christopher Taylor  
4309 Cohen Dr.  
Zellwood, Florida. 32798

## ARTICLE IX. INDEMNIFICATION PROVISIONS

a. Terms used in this Article IX shall have the meanings ascribed to them in Florida Statutes Sections 607.0850 and 617.0831 or any amended or successor sections or the Florida Statutes. No payment shall be made under this Article IX to any officer, director, employee or agent of the Corporation that would constitute an act of self-dealing as defined in Section 4941(d) of the Code, which would cause any tax liability under Section 4941(a) of the Code.

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b. Except as may otherwise be provided herein, the Corporation shall, to the fullest extent authorized or permitted by the Florida Statutes, as the same may be amended or modified from time to time, indemnify any person who is or was an officer, director, employee or agent of the Corporation, who was or is a party to any proceeding by reason of such status against (i) in the case of any proceeding other than an action by or in the right of the Corporation, liability incurred in connection with such proceeding including any appeal thereof, or (ii) in the case of any proceeding by or in the right of the Corporation, expenses and amounts paid in settlement not exceeding, in the judgment of the Board of Directors, the estimated expense of litigating the proceeding to conclusion.

c. Expenses incurred by any officer or director in defending a civil or criminal proceeding may be paid by the Corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such officer or director to repay such amount if he or she is ultimately found not to be entitled to indemnification by the Corporation pursuant to this Article IX. Expenses incurred by an employee or agent may be paid in advance of the final disposition of such proceeding upon such terms and conditions as the Board of Directors may, from time to time, deem appropriate, but which terms will require, at a minimum, the receipt of an undertaking by or on behalf of such employee or agent to repay such amount if he or she is ultimately found not to be entitled to indemnification by the Corporation pursuant to this Article X.

d. Indemnification and/or advancement of expenses as provided in this Article IX shall continue as, unless otherwise provided, when such indemnification and/or advancement of expenses is authorized or ratified, to a person who has ceased to be an officer, director, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

e. If any part of this Article IX shall be found to be invalid or ineffective in any proceeding, the validity and effect of the remaining part thereof shall not be affected.

#### ARTICLE X. AMENDMENTS TO ARTICLES

These Articles may be amended by a majority vote of the Board at any meeting of the Board, provided however, that no amendment shall be made to any provision of these Articles, without the prior written consent of Christopher M. Taylor. Upon the death or disability of Christopher M. Taylor, all power to amend the Articles shall rest with Benjamin J. Taylor and the Board as set forth above in this Article X. For the purposes of these Articles, Christopher M. Taylor shall be presumed to be disabled only

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upon the presentation of a notarized statement to that effect by two physicians selected by the board.

#### ARTICLE XI. BY-LAWS

The initial By-Laws of the Corporation shall be adopted by the Board of Directors. The power to alter, amend or repeal the By-Laws shall be set forth in the By-Laws. Such By-Laws may contain any provisions for the regulation or management of the affairs of the Foundation that are not inconsistent with the laws of the State of Florida or these Articles, as the same may from time to time be amended.

#### ARTICLE XII. DURATION

The duration of the corporation shall be perpetual.

*In witness whereof, these articles of incorporation have been approved and adopted the the Board of directors and we have hereunto subscribed our names this 5th day of Oct., 2022*

*Registered Agent Signature: I Christopher Taylor, the registered agent certify that I am familiar with and accept the responsibilities of registered agent.*

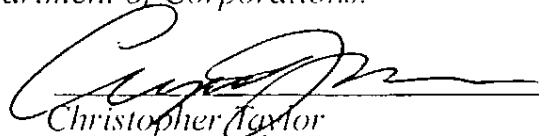
  
Christopher Taylor

Date 10/5/2022

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*Incorporator Signature: I, Christopher Taylor, and the incorporator submitting these Articles of Incorporation and affirm that the facts stated herein are true. I am aware that 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. I understand the requirement to file an annual report between January 1<sup>st</sup> and May 1<sup>st</sup> in the calendar year following the formation of this corporation and every year thereafter to maintain "active" status with the Florida Department of Corporations.*

  
Christopher Taylor

Date 10/5/2022