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FLORIDA PROFIT/NON PROFIT CORPORATION  
INNOVATE ORLANDO, INC.

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## ARTICLES OF INCORPORATION OF INNOVATE ORLANDO, INC.

INNOVATE ORLANDO, INC., a Florida not for profit corporation (the "Corporation"), under the Florida Not For Profit Corporation Act (the "Act"), hereby adopts the following Articles of Incorporation:

### ARTICLE I

#### Name

The name of the Corporation is INNOVATE ORLANDO, INC.

### ARTICLE II

#### Principal Office and Mailing Address

The principal office and mailing address of the Corporation is 301 East Pine Street, Suite 1200, Orlando, FL 32801. The location of the principal office and mailing address shall be subject to change as may be provided in the bylaws duly adopted by the Corporation (the "Bylaws").

### ARTICLE III

#### Purposes

The Corporation is organized exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Specifically, but without limiting the generality of the foregoing, the Corporation is organized to provide education to the general public related to the Metaverse and the role of the Orlando area as the "Metaverse Center," a physical nexus point for business, government, community and education partners to converge and collaborate for the development of technology, business and innovation related to the Metaverse. The Corporation shall be authorized to do all things that may appear necessary and useful to its Directors in accomplishing the purposes herein set out including education of the public about these activities.

### ARTICLE IV

#### Powers

The Corporation shall have all powers conferred upon not for profit corporations organized under the Act but shall exercise such powers only in fulfillment of its above-stated purposes; provided, however, (i) no substantial part of the activities of the Corporation 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; and (ii) no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, 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 III hereof.

### ARTICLE V

#### Dissolution and Liquidation

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The Corporation may be dissolved upon the adoption of a plan to dissolve in the manner now or hereafter provided in the Act. In the event of dissolution of the Corporation, no liquidating or other dividends and no 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;

(2) Remaining assets shall be distributed to one or more organizations described in Section 501(c)(3) of the Code (or the corresponding section of any future federal tax code), as determined in the plan to dissolve adopted in the manner set forth above in this Article V or to the federal, state or local government, for a public purpose.

#### ARTICLE VI

##### Term

The term for which the Corporation shall exist shall be perpetual.

#### ARTICLE VII

##### Members

The Corporation shall have no members unless the Bylaws provide for members and designate any qualifications and rights of such members necessary in accordance with applicable provisions of the Act.

#### ARTICLE VIII

##### Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors. The number and manner of election or appointment of Directors and their terms of office shall be as provided in the Bylaws. The initial Directors of the Corporation, who shall serve until they are replaced in accordance with the Bylaws, are as follows:

- (1) David Adelson
- (2) Daryl Holt
- (3) Tim Giuliani
- (4) Charlie Lewis
- (5) Thad Seymour

#### ARTICLE IX

##### Registered Office and Agent

The address of the Registered Office of the Corporation is One Independent Drive, Suite 1300, Jacksonville, Florida 32202-5017, and the Registered Agent at such address is F & L Corp.

#### ARTICLE X

##### Amendment of Articles of Incorporation

These Articles of Incorporation may be amended as provided in the Bylaws.

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ARTICLE XI  
Incorporator

The name of the sole incorporator of the Corporation is Taylor C. Pancake. The mailing address and street address of the sole incorporator of the Corporation is c/o Foley & Lardner LLP, 301 East Pine Street, Suite 1200, Orlando, Florida 32801.

The foregoing Articles of Incorporation were adopted effective February 24, 2023, by the undersigned incorporator in accordance with the requirements of the Act.



Taylor C. Pancake, Incorporator

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ACCEPTANCE OF APPOINTMENT  
BY REGISTERED AGENT

THE UNDERSIGNED, having been named in Article IX of the foregoing Articles of Incorporation of the INNOVATE ORLANDO, INC. as Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and hereby accepts, the obligations set forth in Section 617.0501, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as Registered Agent of the Corporation.

DATED, this 24th day of February, 2023.

REGISTERED AGENT:

F & L CORP., a Florida corporation

By: \_\_\_\_\_

Michael A. Okay

Agent and Authorized Agent

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