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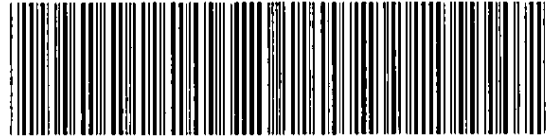
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TALLAHASSEE, FLORIDA
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COVER LETTER

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

SUBJECT: America's Prosperity Initiative, 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: Shawn A. Arnold - Arnold Law Firm
Name (Printed or typed)

3840 Crown Point Road, Suite B
Address

Jacksonville, Florida 32257
City, State & Zip

904-731-3800
Daytime Telephone number

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

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

**ARTICLES OF INCORPORATION
OF
AMERICA'S PROSPERITY INITIATIVE, INC.
(A Florida Not-For-Profit Corporation)**

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
2023 APR 10 PM 3:07

The undersigned, the Incorporator hereby files this, the Articles of Incorporation AMERICA'S PROSPERITY INITIATIVE, INC., as a non-profit corporation under Chapter 61 *Florida Statutes* ("Florida Not-For-Profit Corporation Act");

**Article I
NAME**

The name of this corporation shall be AMERICA'S PROSPERITY INITIATIVE, INC. (hereinafter called the "Corporation").

**Article II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the principal office and the mailing address of the Corporation is 3840 Crown Point Road, Suite B, Jacksonville, Florida 32257.

**Article III
COMMENCEMENT OF CORPORATE EXISTENCE**

The Corporation shall commence its existence as of the date of filing for incorporation with the Florida Secretary of State and shall have perpetual existence unless sooner dissolved according to law.

**Article IV
PURPOSES**

The general purpose of this Corporation shall be to operate exclusively for charitable, educational, scientific, or literary purposes, and in furtherance of such goals is authorized to do any and all activities which it is empowered to do under these Articles provided, however, that nothing herein shall be construed as allowing any activities which would jeopardize the Corporation's tax-exempt status or otherwise be inconsistent with its classification as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1954, as amended or replaced from time to time (the "Code") and its regulations as they now exist or may hereafter be amended, or as a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

**Article V
GENERAL POWERS**

This Corporation shall have all the powers enumerated for corporations in the Florida Not-For-Profit Corporation Act, as it now exists and as hereafter amended, and all such other

powers as are permitted by applicable law, including, without limitation and only by illustration, the following powers unless later restricted by applicable law:

- A. To have succession by its corporate name for the duration of its existence.
- B. To sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.
- C. To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced provided, however, such seal shall always contain the words "corporation not for profit."
- D. To purchase, take, receive, lease, take by gift, devise or bequest or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- E. To sell, convey, mortgage, pledge, create security interests in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- F. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- G. To make donations for the public welfare or for religious, charitable, scientific, educational, or other similar purposes.
- H. To increase, by a vote of its members cast as the bylaws may direct, the number of its directors, so that the number shall not be less than three but may be any number in excess thereof.
- I. To conduct its affairs, carry on its operations, and have offices and exercise the powers granted by the Florida Not-For-Profit Corporation Act in any state, territory, district, or possession of the United States or any foreign country.
- J. To elect or appoint officers and agents and define their duties.
- K. To adopt, change, amend and repeal bylaws, not inconsistent with these Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of its affairs and the exercise of its powers.
- L. To have and exercise all powers necessary or convenient to affect its purposes.

Article VI
BOARD OF DIRECTORS

A. Powers. The affairs of the Corporation shall be managed under the direction of the Board of Directors (also referred to as the "Board" or "Governing Board") The Board of

Directors shall have all the powers necessary or appropriate for the administration of the affairs of the Corporation.

B. Number. The affairs of this Corporation shall be conducted by a Board of Directors, the number of which shall be determined from time to time in accordance with the Bylaws, but it shall never be less than three (3), nor more than seven (7) Directors.

C. Election; Removal; Resignation. The manner of election, removal and resignation of Directors shall be regulated by the Bylaws.

D. Names, Terms and Addresses of Board of Directors. The Directors shall be:

<u>Name</u>	<u>Address</u>
Jacob Orrin, Chairman	100 S. Murphy Avenue, Suite 200 Sunnyvale, CA 94086
Tomer Kagan, Vice Chair and Secretary	100 S. Murphy Avenue, Suite 200 Sunnyvale, CA 94086
Oliver Belanger, Treasurer	100 S. Murphy Avenue, Suite 200 Sunnyvale, CA 94086

Article VII
INITIAL REGISTERED OFFICE AND AGENT

The name and Florida address of the initial registered agent of the Corporation is Arnold Law Firm, LLC, 3840 Crown Point Road, Suite B, Jacksonville, Florida 32257.

Article VIII
MEMBERSHIP

The sole member of the Corporation shall be Merit International, Inc., a Delaware corporation (the "Member"). Notwithstanding any other provision herein, the Member shall have the right to approve any amendments to these Articles of Incorporation that are proposed by the Board or the Member, and such other rights as are specifically set forth in the Corporation's Bylaws.

If the Member has the right to or is required to approve an action of the Corporation, as provided herein, the Member shall evidence its approval by a written certification stating the Member approved the action in accordance with the requirements of the Member's Articles of Incorporation and/or Bylaws, as the case may be. The action will not be considered approved until the Member's written approval certification is received by the Corporation.

Article IX
INCORPORATOR

The name and street address of the incorporator of the Corporation is Jacob Orrin, 100 S. Murphy Avenue, Suite 200 Sunnyvale, CA 94086 .

Article X
DEDICATION OF ASSETS AND DISSOLUTION

The Corporation's assets are irrevocably dedicated to its public benefit purposes. Upon dissolution of this Corporation, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a nonprofit fund, foundation, or corporation that is organized exclusively for charitable purposes, pursuant to Section 501(c)(3) of the Internal Revenue Code, or the corresponding provision in any future tax code 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, as said court shall determine, for such purposes or to such organization or organizations which are organized and operated exclusively for charitable purposes, pursuant to Section 501(c)(3) of the Internal Revenue Code, or the corresponding provision in any future tax code.

Article XI
PROHIBITED ACTIVITIES

No part of the net earnings or distribution of the assets of the Corporation shall inure to the benefit of, or be distributable to, its officers, members, trustees, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments in furtherance of the purposes of the Corporation set forth herein. 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. 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 XII
AMENDMENT

These Articles of Incorporation may be amended at any time by a vote of a majority of the Directors present at any regular or special meeting provided a quorum is present and approval by the Member as provided in Article VIII, herein.

[EXECUTION PAGE TO FOLLOW]

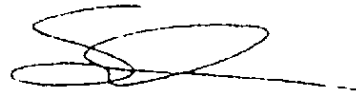
The undersigned Incorporator has executed these Articles of Incorporation on the 7th day of June, 2023.



By: Jacob Orrin
Its: Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in the above Articles of Incorporation of America's Prosperity Initiative, Inc., I am familiar with and accept the appointment as Registered Agent and agree to act in this capacity.



Name: Shawn A. Arnold
Date: 6/7/2023

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