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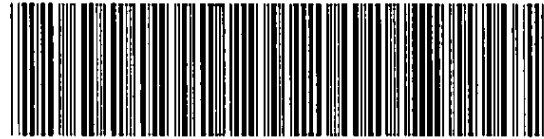
(Business Entity Name)

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Certified Copies _____ Certificates of Status _____

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TALLAHASSEE, FLORIDA

FLORIDA CAPITAL COURIER SERVICES, INC
2330 CLARE DRIVE
TALLAHASSEE, FL 32309
(850) 524-5437
(850) 524-6243

Please use funds from account: 120210000160; ~~\$78.75~~ *check Attached*

Authorization Signature: _____

Victory Legacy Foundation, Inc.

Business

DOC#

____ Certified Copy

X Certificate of Status

NEW FILINGS

____ Profit Corp
X Not for Profit
member ____ Officer/Director
____ Limited Liability
____ Domestication
 CORP
 LLLP

OTHER FILINGS

 Trademark
 Annual Report
 Fictitious Name
 APOSTILL

COUNTRY

AMENDMENTS

____ Amendment
 ____ Resignation of R.A. or
 ____ Dissolution
____ Change of Registered Agent

____ **Conversion**
____ **Amended and restated Articles**
 Statement of Correction

REGISTRATION/QUALIFICATIONS

____ Foreign filing
____ Limited Partnership
____ Reinstatement
____ Other

EXAMINER'S INITIALS: _____

ARTICLES OF INCORPORATION
OF
VICTORY LEGACY FOUNDATION, INC.

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 617 of the Florida Statutes, hereby forms a Corporation for non-profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

ARTICLE I: NAME

The name of this Corporation shall be Victory Legacy Foundation, Inc.

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this Corporation shall be 4418 Edgewater Drive, Orlando, FL 32804.

ARTICLE III: PURPOSE

The Corporation is organized exclusively for religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law), including the making of distributions to or for the use of organizations exempt at the time under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law).

ARTICLE IV: INITIAL REGISTERED

OFFICE AND REGISTERED AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be 1420 Edgewater Drive, Suite 200, Orlando, Florida, 32804. The name of the initial registered agent of this Corporation at that address is Charles W. Cramer.

ARTICLE V: RESTRICTIONS

- A. No Private Inurement. No part of the earnings or assets of the Corporation shall

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inure to the benefit of, or be distributable to, its 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. The Corporation shall not have capital stock or shareholders.

B. No Substantial Lobbying. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation.

C. No Political Campaigning. 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.

D. Irrevocable Dedication. The income and assets of the Corporation shall be irrevocably dedicated to its exclusive purposes.

E. Contingent Restrictions. In the event that the Corporation is determined by the Internal Revenue Service to be a private foundation within the meaning of Section 509 of the Code, and only during the period during which such determination applies, notwithstanding any other provision of these Articles of Incorporation, this Article V shall apply and the Corporation shall: (1) not engage in any act of "self-dealing" (as defined in Section 4941(d) of the Code) that would subject the Corporation to tax under Section 4941 of the Code; (2) distribute its income for each taxable year for the purposes specified in Article III herein at such time, in such manner, and in such amounts as are necessary to avoid subjecting the Corporation to tax under Section 4942 of the Code; (3) not retain any "excess business holdings" (as defined in Section 4943(c) of the Code) that would subject the Corporation to tax under Section 4943 of the Code; (4) not make any investments that would jeopardize the carrying out of any of the exempt purposes of the Corporation (within the meaning of Section 4944 of the Code) that would subject the Corporation to tax under Section 4945 of the Code; and (5) not make any "taxable expenditures" (as defined in Section 4945(d) of the Code).

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Code) that would subject the Corporation to tax under Section 4945 of the Code

ARTICLE VI: DIRECTORS

A. Number. The Directors of the Corporation shall consist of not fewer than three (3) Directors and not more than a maximum number determined by the Bylaws of the Corporation as amended from time to time.

B. Initial Directors. The initial Board of Directors are as follows:

Sergio Von Schmeling
4418 Edgewater Drive
Orlando, FL 32804

Barbara Von Schmeling
4418 Edgewater Drive
Orlando, FL 32804

Keith Olenek
4418 Edgewater Drive
Orlando, FL 32804

C. Powers. The Board of Directors shall govern the Corporation, and shall have all the rights and powers granted to it as outlined in the Corporation's Bylaws.

D. Term. The term of each member of the Board of Directors shall be as established in the Bylaws.

E. Election. The method of electing the Board of Directors shall be contained in the Bylaws.

ARTICLE VII: INCORPORATOR

The name and address of the incorporator of this Corporation is:

Charles W. Cramer, Esq.
1420 Edgewater Drive
Suite 200
Orlando, Florida 32804

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ARTICLE VIII: DISSOLUTION

Upon the dissolution of the Corporation, assets shall be distributed to an exempt organization(s) described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code or shall be distributed to the Federal Government, or to a state or local government, for a public purpose.

ARTICLE IX – MEMBERS

The Corporation shall have no members.

ARTICLE X – POWERS

A. General. The Corporation shall have all the rights and powers customary and proper for tax-exempt non-profit Corporations, including the powers specifically enumerated in Section 617.0302, Florida Statutes, as amended.

B. Restrictions. Notwithstanding any other provisions of the Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or by a Corporation to which contributions are deductible under Sections 170(b)(1)(A) or (B) and 170(c)(2) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue law).

C. Charitable Trusteeship, etc. The Corporation shall be empowered to hold or administer property for the purposes stated in Article III of the Articles of Incorporation, including the power to act as trustee.

ARTICLE XI – LIMITATION OF LIABILITY

A. Limitation. The personal liability is hereby eliminated entirely of a director to the Corporation for monetary damages for breach of duty of care or other duty as a director; provided that such provision shall not eliminate or limit the liability of a director: (i) for any appropriation, in violation of his/her duties of any business opportunity of the Corporation;

for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) for the types of liability set forth in Florida Chapter 617, as amended; (iv) for any transaction from which the director derived an improper personal benefit; or (v) for any excise tax prescribed by Internal Revenue Code, Sections 4940 through 4945 (including the corresponding provisions of any future United States Internal Revenue law, and not restricting the Corporation from providing insurance in connection with such excise taxes).

B. No Effect on Prior Liability. Such provision shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date of the Articles of Incorporation when such provision becomes effective.

C. Amendment. Any repeal or modification of the provisions of this Article shall be prospective only, shall not adversely affect any limitation on the personal liability of a director of the Corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification, and must be approved by ninety percent (90%) of the directors present at a duly noticed meeting with a quorum present. In the event of any amendment of the Florida Not-For-Profit Corporation Code to authorize the further elimination or limitation of liability of directors, then the liability of a director of the Corporation shall be limited to the fullest extent permitted by the amended Florida Not-For-Profit Corporation Code, in addition to the limitation on personal liability provided herein.

D. Severability. In the event that any provision of this Article (including a clause) is held by a court of competent jurisdiction to be invalid, void, or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

ARTICLE XII - AMENDMENTS

A. Bylaws. The Corporation's Bylaws may be amended in accordance with the

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COVER LETTER

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

SUBJECT: Victory Legacy Foundation, 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: Charles W. Cramer, Esq.

Name (Printed or typed)

1420 Edgewater Drive, Ste 200

Address

Orlando, Florida 32804

City, State & Zip

407-843-3300

Daytime Telephone number

cramer@cramerprice.com

E-mail address: (to be used for future annual report notification)

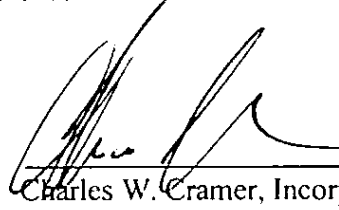
NOTE: Please provide the original and one copy of the articles.

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procedures set forth in the Corporation's Bylaws.

B. Articles of Incorporation. These Articles of Incorporation may be amended in accordance with the procedures set forth in the Corporation's Bylaws.

The undersigned incorporator has made and subscribed these Articles of Incorporation this 23 day of June, 2023.



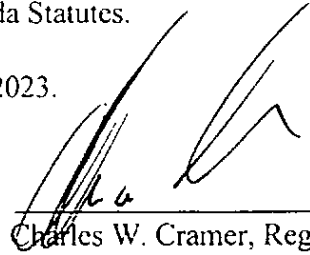
Charles W. Cramer, Incorporator

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ACCEPTANCE AS REGISTERED AGENT

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, §617.0503 of the Florida Statutes.

Done this 23 day of June, 2023.



Charles W. Cramer, Registered Agent

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