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FLORIDA PROFIT/NON PROFIT CORPORATION
FINANCIAL LEARNING SERVICES, INC.

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ARTICLES OF INCORPORATION
OF
FINANCIAL LEARNING SERVICES, INC.

A NONPROFIT CORPORATION

The undersigned, desiring to form a corporation not for profit under Chapter 617, Florida Statutes, hereby certifies:

ARTICLE I
NAME AND ADDRESS

The name of this Corporation is FINANCIAL LEARNING SERVICES, INC. The mailing address and the principal address of the Corporation is 12565 Ulmerton Rd, Largo, FL 33774.

ARTICLE II
PURPOSES, RIGHTS AND POWERS

The purposes of the corporation and restrictions on its operations are as follows:

1. The corporation shall be organized, and at all times operated, exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law (hereinafter the "Code").
2. Notwithstanding any provision of these Articles of Incorporation to the contrary, the corporation shall be prohibited from taking any action inconsistent with its maintaining qualification as an exempt organization under section 501(c)(3) of the Code, or inconsistent with the provisions of the Florida Not For Profit Corporation Act.
3. The corporation shall not engage in propaganda, attempt to influence legislation or participate in any political campaign on behalf of or in opposition to any candidate for public office, nor shall any part of its property or any part of the income or net earnings therefrom be devoted to such purposes.
4. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, 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 herein.
5. The corporation shall not engage in any acts of self-dealing as defined in section 4941(d) of the Code; fail to distribute income at such time and in such manner as to subject it to tax under section 4942 of the Code; retain any excess business holdings as defined in section 4943(c) of the Code; make any investment which would jeopardize the carrying out of any of its exempt purposes within the meaning of section 4944 of the Code; make any taxable expenditures as defined in section 4945(d) of the Code; or otherwise violate any of the provisions of Section 617.0835, Florida Statutes (1995).

6. It is intended that the corporation shall have the status of an organization that is exempt from federal income tax under section 501(c)(3) of the Code. All terms and provisions of these Articles of Incorporation and the Bylaws of the corporation shall be construed, applied and carried out in accordance with such intent.

ARTICLE III MEMBERSHIP

This Corporation shall be a membership corporation.

ARTICLE IV BOARD OF DIRECTORS

The term, voting rights, qualifications and procedures for election of Directors shall be set forth in this Corporation's Bylaws. The Board of Directors shall be empowered to direct the management of the business and affairs of this Corporation and to exercise all rights and powers granted to this Corporation under these Articles, the Corporation's Bylaws and the laws of the State of Florida.

ARTICLE V OFFICERS

1. The officers of this Corporation shall consist of a Chairman of the Board, a President, one or more Vice-Presidents, a Treasurer, a Secretary and such Assistant Treasurers, Assistant Secretaries and other officers of this Corporation as the Board of Directors deems necessary.

2. The Board of Directors shall elect officers at each Annual Meeting of the Board of Directors and may at any meeting fill any officer vacancy.

3. The officers shall be empowered to manage the business and affairs of this Corporation under the direction of the Board of Directors. The powers and duties of each officer shall be as set forth in the Bylaws and, except as otherwise provided in the Bylaws, each officer shall be entitled to exercise all of the rights and powers granted to such officer by the laws of the State of Florida.

4. The person who shall serve as officer until the first election of officers are as follows:

| <u>Name</u> | <u>Office</u> |
|--------------|---------------|
| Brian Stepan | President |

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ARTICLE VI
BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The term, voting rights, qualifications and procedures for election of Directors shall be set forth in this Corporation's Bylaws. The Board of Directors shall be empowered to direct the management of the business and affairs of this Corporation and to exercise all rights and powers granted to this Corporation under these Articles, the Corporation's Bylaws and the laws of the State of Florida.

ARTICLE VII
AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by affirmative vote of two-thirds (2/3) of a quorum of the Directors of the Board of Directors at any meeting of the Directors or by the written consent thereto by two-thirds (2/3) of a quorum of the Directors. Amendments to these Articles of Incorporation may be proposed by any Director.

ARTICLE VIII
DISTRIBUTION OF ASSETS ON DISSOLUTION

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes with the meaning of Code Section 501(c)(3), or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the organization 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.

ARTICLE IX
INDEMNIFICATION

Each Director and each officer or former Director or former officer of this Corporation may be indemnified and may be advanced reasonable expenses by this Corporation against liabilities imposed upon him or her and reasonable expenses incurred him or her in connection with any claim against him or her, or, any action, suit or proceeding to which he or she may be a party by reason of his or her being, or, having been, such Director or officer and against such sum as independent counsel selected by the Directors shall deem reasonable payment made in settlement of any such claim, action, suit or proceeding primarily with the view of avoiding expenses of litigation; provided, however, that no Director or officer shall be indemnified: (a) with respect to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in performance of duty; (b) with respect to any matters which shall be settled by the payment of sums which independent counsel selected by the Directors shall not deem reasonable payment made primarily with a view to avoiding expenses of litigation; or (c) with respect to matters for which such indemnification would be against public policy. Such rights of indemnification shall be in addition to any other rights to which Directors or officers maybe entitled under any bylaw, agreement, corporate resolutions,

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vote of Directors or otherwise. This Corporation shall have the power to purchase or maintain, at its cost and expense, insurance on behalf of such persons to the fullest extent permitted by this Article and applicable state law.

ARTICLE X
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 6519 Central Ave., St. Petersburg, FL 33710, and the name of the initial registered agent of this Corporation at that address is Horowitz & Williams CPAS LLC.

ARTICLE XI
INCORPORATOR

The name and address of the person signing these Articles are:

TYLER WILLIS
311 Park Place Blvd, Suite 300
Clearwater, Florida 33759

IN WITNESS WHEREOF, the undersigned has subscribed his name this 26th day of June 2023.



TYLER WILLIS

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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND STREET ADDRESS FOR SERVICE OF PROCESS
WITHIN FLORIDA**

Pursuant to Fla. Stat. §48.091, FINANCIAL LEARNING SERVICES, INC., desiring to organize under the laws of the State of Florida, hereby designates Horowitz & Williams CPAS LLC, located at 6519 Central Ave., St. Petersburg, FL 33710, as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named Corporation, at the place designated above, and agrees to comply with the provisions of Fla. Stat. §48.091(2) relative to maintaining an office for the service of process.

Horowitz & Williams CPAS LLC

Date: June 22, 2023

By: 

Angela Horowitz, Manager

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