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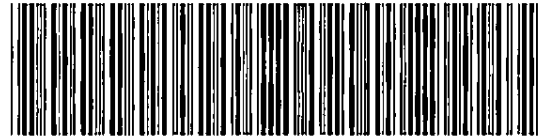
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RECEIVED
2024 JAN -3 AM 11:36
REQUESTORS OFFICE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE :

AUTHORIZATION :

COST LIMIT : \$ 78.75

ORDER DATE : 10/19/2023

ORDER TIME :

ORDER NO. :

CUSTOMER NO:

DOMESTIC FILING

NAME: Celsius Live Fit Foundation, Inc

EFFECTIVE DATE:

- ☐ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP
☒ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- ☐ CERTIFIED COPY
☒ PLAIN STAMPED COPY
☒ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: ALEXIS WEILAND-SORENSEN

EXAMINER'S INITIALS: _____

COVER LETTER

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

SUBJECT: Celsius Live Fit 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: Zachary Lessman
Name (Printed or typed)

2424 N. Federal Hwy., Suite 208
Address

Boca Raton, FL 33431
City, State & Zip

609-314-0364
Daytime Telephone number

ZLessman@celsius.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
In compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I NAME

The name of the corporation shall be: Celsius Live Fit Foundation, Inc.

ARTICLE II PRINCIPAL OFFICE

Principal street address:
2424 N. Federal Hwy., Suite 208

Boca Raton, FL 33431

Mailing address, if different is:

ARTICLE III PURPOSE

The purpose for which the corporation is organized is: The corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law (hereinafter the "Code"), such described operations to be undertaken by the corporation directly, by contributions to other organizations that qualify as exempt organizations under and are described in Section 501(c)(3) of the Code, or by contributions to organizations which do not so qualify provided that such contributions are used for specific projects in furtherance of the corporation's own exempt purposes and the corporation retains control and discretion as to the use of such contributions.

[Continued on Attachment 1]

ARTICLE IV MANNER OF ELECTION The manner in which the directors are elected and appointed: As stated in the bylaws.

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

Name and Title: John Fieldly Director; Chair

Address: 2424 N. Federal Hwy., Suite 208
Boca Raton, FL 33431

Name and Title: Jarrod Langhans Director; President

Address: 2424 N. Federal Hwy., Suite 208
Boca Raton, FL 33431

Name and Title: Zachary Lessman Director; Treasurer

Address: 2424 N. Federal Hwy., Suite 208
Boca Raton, FL 33431

Name and Title: Brant Burchfield Director; Secretary

Address: 2424 N. Federal Hwy., Suite 208
Boca Raton, FL 33431

Name and Title: Danielle Babich Director

Address: 2424 N. Federal Hwy., Suite 208
Boca Raton, FL 33431

Name and Title: Tony Guilfoyle Director

Address: 2424 N. Federal Hwy., Suite 208
Boca Raton, FL 33431

2424
N. Federal Hwy.
Boca Raton, FL 33431

Name and Title: Kyle Watson Director Name and Title: _____
Address 2424 N. Federal Hwy., Suite 208 Address: _____
Boca Raton, FL 33431 _____

Name and Title: _____ Name and Title: _____
Address _____ Address: _____

ARTICLE VI REGISTERED AGENT

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Name: Corporation Service Company
Address: 1201 Hays Street
Tallahassee, FL 32301

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Name: Zachary Lessman
Address: 2424 N. Federal Hwy., Suite 208
Boca Raton, FL 33431

ARTICLE VIII EFFECTIVE DATE:

Effective date, if other than the date of filing: January 1, 2024. (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five days prior or 90 days after the filing.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

Eylema Bahar
Assistant Vice President

Required Signature of Registered Agent

01/03/24

Date

I submit this document and affirm that the facts stated herein are true. I am aware that any 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.

[Signature]

Required Signature of Incorporator

12/20/23
Date

ATTACHMENT 1 TO
ARTICLES OF INCORPORATION
OF
CELSIUS LIVE FIT FOUNDATION, INC.

ARTICLE III CONTINUATION:

In furtherance of the foregoing purpose:

A. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from tax under Section 501(c)(3) of the Code, or by an organization contributions to which are to be deductible under Section 170(c)(2) of the Code.

B. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any officer, director or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services and to make distributions in furtherance of its exempt purposes.

C. No substantial part of the activities of the corporation is or will 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.

D. Notwithstanding any other provisions set forth in these Articles of Incorporation, if and at any time that the corporation is deemed to be a private foundation as defined in Section 509(a) of the Code, the corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code; the corporation shall distribute its income for each taxable year at such time and in such manner so as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code; the corporation shall not retain any excess business holdings that would subject it to tax under Section 4943 of the Code; the corporation shall not make any investments in such manner as to subject it to the tax imposed by Section 4944 of the Code; and the corporation shall not make taxable expenditures as defined in Section 4945(d) of the Code.

E. In the event of dissolution, after payment and discharge of all liabilities and obligations of the corporation or making adequate provision therefor, the corporation shall distribute any remaining assets for one or more charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Code; provided, however, that if the corporation is then deemed to be a private foundation as defined in Section 509 of the Code, each distributee of any such assets shall be an organization described in Section 170(b)(1)(A) of the Code (other than in clauses (vii) and (viii)) which has been in existence and so described for a continuous period of at least sixty (60) calendar months.