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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**Motivating Minds Learning, Inc.**

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**ARTICLES OF INCORPORATION OF  
Motivating Minds Learning, Inc.  
A FLORIDA NONPROFIT CORPORATION  
In Compliance with Chapter 617, F.S., (Not for Profit)**

**ARTICLE I NAME**

The name of the corporation shall be:  
Motivating Minds Learning, Inc.

**ARTICLE II PRINCIPAL OFFICE**

The principal place of business of this corporation shall be:

937 Crandon Blvd.  
Key Biscayne, FL 33149

The principal mailing address of this corporation shall be:

937 Crandon Blvd.  
Key Biscayne, FL 33149

**ARTICLE III PURPOSE**

- (1) Primarily, the organization is formed exclusively for charitable and educational purposes within the meaning of IRC Section 501(c)(3);
- (2) Generally, to have and exercise all rights and powers conferred on nonprofit corporations under the laws of Florida, or which may hereafter be conferred, including the power to contract, rent, buy, or sell personal or real property;
- (3) Notwithstanding any of the above statements of purposes and powers, this corporation shall not engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation;
- (4) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 Three hereof.

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- (5) 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;
- (6) Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, 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 for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

#### **ARTICLE IV MANNER OF ELECTION**

The method of election of the directors of the Corporation is set forth in the bylaws.

#### **ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS**

Christine Ortega – President and Director  
937 Crandon Blvd.  
Key Biscayne, FL 33149

Nina Lee Wallin – Secretary and Director  
937 Crandon Blvd.  
Key Biscayne, FL 33149

Eileen Martin Ortega – Treasurer and Director  
937 Crandon Blvd.  
Key Biscayne, FL 33149

Paul Arthur Hoyo – Director  
937 Crandon Blvd.  
Key Biscayne, FL 33149

#### **ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the registered agent is:

Nina Lee Wallin

937 Crandon Blvd.  
Key Biscayne, FL 33149

**ARTICLE VII LIABILITY STATEMENT**

The nonprofit shall defend, indemnify and hold harmless all directors and officers of the nonprofit against expenses (including attorney's fees, judgments, fines, and amounts paid in settlement) incurred in connection with any claims, causes of action, demands, damages, liabilities of the nonprofit, and any pending or threatened action, suit, or proceeding. Such indemnification shall be made to the fullest extent permitted by the laws of the State of Florida, provided that such acts or omissions which gives rise to the cause of action or proceedings occurred while the director or officer was in performance of his or her duties for the nonprofit and was not as a result of his or her fraud, gross negligence, willful misconduct or a wrongful taking. The indemnification provided herein shall inure to the benefit of successors, assigns, heirs, executors, and the administrators of any such person.

**ARTICLE VIII INCORPORATOR**

The name and address of the Incorporator is:

Christine Ortega  
937 Crandon Blvd.  
Key Biscayne, FL 33149

\*\*\*\*\*

*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.*

Nina Lee Wallin

Nina Lee Wallin

Date: 03/20/2024

Registered Agent

*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.*

Christine Ortega

Christine Ortega

Date: 03/20/2024

Incorporator

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