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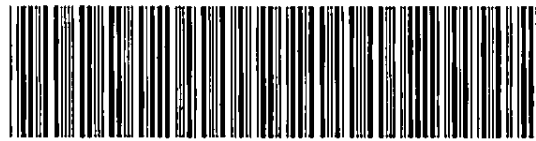
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2024 AUG 23 PM 3:30
DIV. DIRECTOR
TALLAHASSEE, FLORIDA

RECEIVED

COVER LETTER

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

SUBJECT: Frontier State, 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: Roger Beaubien
Name (Printed or typed)

100 E College Ave
Address

Tallahassee, FL 32301
City, State & Zip

813-4160723
Daytime Telephone number

jw@redleif.io
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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**ARTICLES OF INCORPORATION
OF
FRONTIER STATE, INC.
(A Corporation Not for Profit)**

The undersigned, acting as incorporator of a corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

**I.
NAME OF CORPORATION**

The name of the Corporation shall be Frontier State, Inc. (hereinafter the "Corporation").

**II.
ADDRESS OF PRINCIPAL OFFICE**

The address of the principal office and mailing address of the Corporation is 15 Vinnedge Ride, Tallahassee, FL 32303

**III.
PURPOSES**

The purposes for which the Corporation are formed:

This Corporation's purposes are solely and entirely charitable, religious, spiritual, educational and scientific, solely within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("IRC"), and for the purpose of engaging in any lawful act or activity not for pecuniary profit for which not-for-profit corporations may be organized, so far as is or may be permitted by the laws of the State of Florida and IRC Section 501(c)(3), and within such type of activities, its purposes include:

A. Foster collaboration, provide education, and develop innovative solutions that help public sector entities enhance their digital infrastructure and cybersecurity.

B. To take all actions to advance the purposes described above.

**IV.
BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by a Board of Directors ("Board") consisting of not less than 3 directors and not more than 9 directors (each a "Director"). The initial Board Directors are:

James Grant, Chairman
515 Vinnedge Ride
Tallahassee, FL 32303

Varsha Singh
195 Driftwood Lane
St. Peters, MO 63376

Michael Hussey
536 N Columbus St
Salt Lake City, UT 84103

Jeanette Odom
14 Swanson Court
Greenville, SC 29609

Morgan Reed
5126 E Flower St
Phoenix, AZ 85018

Thereafter the election of the Directors shall be as provided in the Bylaws of the Corporation.

V.
POWERS AND LIMITATIONS

To accomplish the foregoing objectives and purposes, and for no other purpose, the Corporation shall have powers granted by (Section 617.0302, Florida Statutes), as amended from time to time, along with the following powers, all subject to the limitations hereafter provided:

A. To solicit, accept, and collect pledges, donations, contributions, and gifts in cash or in property, and to take and to hold, by bequest, devise, gift and purchase or lease, either absolutely or in trust, for its objects and purposes or any of them, any property, real, personal or mixed, without limitation as to the amount, except such limitation, if any, as may be imposed by law; to sell, convey and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and to expend the income therefrom or the principal thereof for any of the Corporation's objectives and purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal or mixed, in trust under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes, or any of them (but for no other purposes), and in administering the same to carry out the directions and to exercise the powers contained in the trust instrument under which the property is received, including the expenditure of principal, as well as income, for one or more of such purposes if authorized or directed in the trust instrument under which it is received.

B. To create and control other corporations, limited liability companies, limited partnerships, limited liability partnerships, or organizations deemed advisable to best accomplish the purposes of this Corporation.

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C. To acquire by purchase, lease, contract, or otherwise any property, real, personal or mixed, including interests in oil, gas and other minerals, stocks, bonds, notes, and other interests or obligations of corporations, partnerships, or other business organizations.

D. To own, hold, sell, convey, lease, and otherwise manage, contract with reference to, or dispose of all or any part of its assets, real or personal, on any terms and conditions as may be lawful, and likewise to invest all proceeds and income of such assets in any type or kind of property, real, personal, or mixed, as appears advisable and as permitted of corporations by law, and if deemed advisable by the Board, the Corporation may enter into any general, special or limited partnership as a general, special or limited partner or become a member of any limited liability company.

E. To borrow money, execute notes, mortgages, trust indentures, bonds, and to enter into such other contracts as shall be deemed advisable by the Board and in furtherance of the purposes of the Corporation.

F. To have and maintain such office or offices and related equipment as are necessary to administer the affairs of the Corporation and to do any and all things necessary in the premises in order to effectively receive, administer, manage, operate, disburse, and control any funds and or property of any nature which the Corporation may have.

G. In fulfilling its objectives and purposes, as hereinabove set out, and its powers, the Corporation shall be subject to the following limitations:

(1) At no time, either on dissolution or prior thereto, shall any part of the funds or assets of the Corporation inure to the benefit of any private individual (other than by grants in aid in conformity with the purposes hereinabove enumerated and 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 its purposes), nor be used for the purpose of carrying on propaganda or otherwise attempting to influence legislation.

(2) Any income received by the Corporation shall be applied only to the nonprofit purposes and objectives of the Corporation set forth herein and no part thereof during membership or upon termination of membership shall inure to the benefit of any private member or individual.

(3) Notwithstanding any provision in these Articles of Incorporation to the contrary, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from Federal income tax under IRC Section 501(c)(3) or IRC Section 170(c)(2) and the corresponding provisions of any subsequent federal tax laws.

(4) The Corporation shall at no time participate in or intervene in any way, including the publishing or distribution of statements, in any political campaign on behalf of any candidate for public office.

None of the officers or Directors shall be required to furnish any bond or surety and none of them shall be responsible or liable for the acts of omissions of any other officer or Director or predecessor officer or Director.

The Directors shall have all the powers, except as herein limited, as provided by common law and by the State of Florida and such other states as the Corporation may function in, including the power to adopt Bylaws to govern the conduct of its business.

VI.
TERM OF EXISTENCE

The term for which this Corporation shall exist shall be perpetual unless dissolved according to law.

VII.
MEMBERSHIP

The Corporation may, at the discretion of the Board, include a program for general membership which may be evidenced by a Certificate of Membership which shall contain the statement printed permanently on the face of the certificate that the Corporation is a non-profit corporation. The criteria for and terms of membership, if established by the Board, shall be as set forth in the Bylaws of the Corporation.

VIII.
BYLAWS

The initial Board of the Corporation shall adopt Bylaws consistent with these Articles of Incorporation. Thereafter, the Bylaws may be altered or modified by the Board in the manner provided by such Bylaws.

IX.
REGISTERED OFFICE

The registered office of the Corporation shall be located at 515 Vinnedge Ride, Tallahassee, FL 32303 and the registered agent shall be James Grant.

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X.
INDEMNIFICATION

The Corporation shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, trustee, employee or agent of or in any other capacity with another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

No director shall be personally liable to the Corporation or any member for monetary damages for breach of fiduciary duty as a director, except for any matter in respect of which such director shall be liable by reason that, in addition to any and all other requirements for liability, he:

- (i) shall have breached his duty of loyalty to the Corporation or its members;
- (ii) shall not have acted in good faith or, in failing to act, shall not have acted in good faith;
- (iii) shall have acted in a manner involving intentional misconduct or a knowing violation of law or, in failing to act, shall have acted in a manner involving intentional misconduct or a knowing violation of law; or
- (iv) shall have derived an improper personal benefit.


X.
DISSOLUTION

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of IRC Section 501(c)(3), 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 public purpose. Any such assets not so disposed of shall be disposed of by a Florida 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.

XI.
AMENDMENT

The Corporation reserves the right to alter, amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, by vote of a majority of the Board unless otherwise provided in the Bylaws.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this ____ day of August, 2024.



Roger Beaubien, Incorporator
100 E College Ave.
Tallahassee, FL 32301

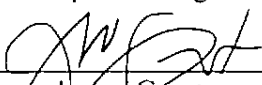
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2024 AUG 23 AM 9:47
CLERK OF COURT
TALLAHASSEE, FL

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

The undersigned Corporation organized under the laws of the State of Florida submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the Corporation is Frontier State, Inc.
2. The name and address of the registered agent in office is: Name: James Grant Address: 515 Vinnedge Ride, Tallahassee, Florida 32303.

Having been named as registered agent and to accept service of process for the above-stated Corporation at the place designated in this certificate I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statute relating to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as registered agent.


Name: James Grant
Registered Agent

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TALLAHASSEE, FLA.