

N240000013498

(Requestor's Name)

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☐ PICK-UP

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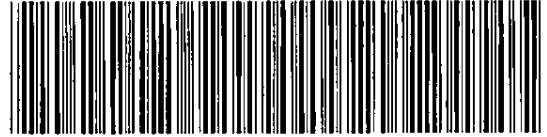
(Business Entity Name)

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Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

**Sunshine State Corporate Compliance Company**

3458 Lakeshore Drive, Tallahassee, Florida 32312

(850) 656-4724

DATE 11/20/2024

**\*\*WALK IN\*\***

ENTITY NAME Loxen Entertainment, Inc

DOCUMENT NUMBER \_\_\_\_\_

**\*\*PLEASE FILE THE ATTACHED AND RETURN\*\***

XXXXXXXXXX

*Plain Copy*

*Certified Copy*

*Certificate of Status*

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**\*\*PLEASE OBTAIN THE FOLLOWING FOR THE ABOVE ENTITY\*\***

*Certified Copy of Arts & Amendments*

*Certificate of Good Standing*

**\*\*APOSTILLE / NOTARIAL CERTIFICATION\*\***

COUNTRY OF DESTINATION \_\_\_\_\_

NUMBER OF CERTIFICATES REQUESTED \_\_\_\_\_

TOTAL OWED \$105

ACCOUNT #: I20160000072

*S. R. J.*

Please call Tina at the above number for any issues or concerns. Thank you so much!

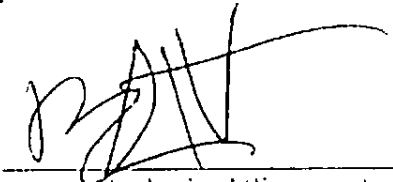
**NOT FOR PROFIT**

**CERTIFICATE OF DOMESTICATION**

The undersigned, Benjamin Leon, IV, President of Loxen Entertainment, Inc. a foreign corporation (the "***Corporation***") in accordance with section 617.1803, Florida Statutes, does hereby certify:

1. The date on which the corporation was first formed was September 21, 2023.
2. The jurisdiction where the Corporation was first formed, incorporated, or otherwise came into being was Delaware.
3. The name of the Corporation immediately prior to the filing of this Certificate of Domestication was Loxen Entertainment, Inc.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 617.01201 and 617.0202 with this certificate is Loxen Entertainment, Inc.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the Corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was New York.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 617.1803.

I am Benjamin Leon, IV, President of Loxen Entertainment, Inc. and am authorized to sign this Certificate of Domestication on behalf of this corporation and have done so this 20th day of November, 2024.

  
\_\_\_\_\_  
(Authorized Signature)

## ARTICLES OF INCORPORATION

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

### ARTICLE I      NAME

The name of the corporation shall be: Loxen Entertainment, Inc. (the "**Corporation**").

### ARTICLE II      PRINCIPAL OFFICE

The principal place of business/mailling address shall be:

Principal Address

Mailing Address

8600 NW 41 St.  
Doral, FL 33166

8600 NW 41 St.  
Doral, FL 33166

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### ARTICLE III      PURPOSE

The Corporation is a nonprofit organization organized to receive and maintain a fund or funds of real or personal property, or both and, subject to the restrictions and limitations hereinafter set forth, exclusively for charitable, religious, educational and scientific purposes within the meaning of Sections 501(c)(3), 170(c)(2)(B), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986, as amended or the corresponding section of any future federal tax code (the "Code"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(a) of the Code by reason of description in Section 501(c)(3) of the Code. To enable the Corporation to carry out such purposes, it shall have the power to do any and all lawful acts and to engage in any and all lawful activities, directly or indirectly, alone or in conjunction with others, which may be necessary, proper or suitable for the attainment of any of the purposes for which the Corporation is organized.

### ARTICLE IV      PROHIBITED TRANSACTIONS

No part of the net earnings, pecuniary profit, or benefit of the Corporation or from its operations shall inure to the benefit of, or be distributable to its directors, trustees, officers or other private persons within the meaning of Section 501(c)(3) of the Code, 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 **Error! Reference source not found.** hereof.

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, within the meaning of Section 501(c)(3) of the Code.

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(a) of the Code by reason of description in Section 501(c)(3) of the Code, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

During any period of time during which the Corporation is classified as a private foundation under Section 509(a) of the Code, the Corporation shall not take any of the following actions: (a) engage in any act of self-dealing, as such term is defined in Section 4941(d) of the Code; (b) fail to distribute its income in such a manner that subjects the Corporation to taxation under Section 4942 of the Code; (c) retain any excess business holdings, as such term is defined in Section 4943(c) of the Code; (d) make any investments in such manner as to subject the Corporation to taxation under the provisions of Section 4944 of the Code; or (e) make any taxable expenditures, as such term is defined in Section 4945(d) of the Code.

#### **ARTICLE V MANNER OF ELECTION**

The manner in which the directors are elected or appointed: The method of election of the Directors of the Corporation shall be set forth in the Bylaws of the Corporation.

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

The names and addresses and specific titles of the directors and officers are:

Title/Name  
Benjamin Leon, IV, President and Director  
8600 NW 41 St.  
Doral, FL 33166

Title/Name  
Benjamin Leon, III, Vice President and Director  
8600 NW 41 St.  
Doral, FL 33166

Title/Name  
Alex Duque, Secretary and Treasurer  
8600 NW 41 St.  
Doral, FL 33166

Title/Name  
Gonzalo Rodriquez, Director  
8600 NW 41 St.  
Doral, FL 33166

Title/Name  
James Kierstead, Director  
8600 NW 41 St.  
Doral, FL 33166

Title/Name  
Daniel Hernandez, Director  
8600 NW 41 St.  
Doral, FL 33166

The directors and officers set forth in this Article VI may be re-appointed and removed and shall otherwise hold office subject to the Bylaws of the Corporation, as amended and restated from time to time.

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

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

Mairene Leyva, CPA  
8600 NW 41 St

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Doral, FL 33166

**ARTICLE VIII INCORPORATOR**

The name and address of the incorporator is:

Benjamin Leon, IV  
8600 NW 41 St.  
Doral, FL 33166

**ARTICLE IX MEMBERS**

The conditions of membership in the Corporation and the voting powers of the Members shall be set forth in the Bylaws of the Corporation, which shall be adopted by the Members. The Corporation need not have more than one Member.

**ARTICLE X DISSOLUTION**

In the event of the liquidation, dissolution, or winding up of this Corporation, whether voluntary, involuntary, or by operation of law, except as may be otherwise provided by law, the Members shall have the power to dispose of the assets of the Corporation in such manner as it, in its sole discretion, may determine; provided, however, that any such disposition shall be either (i) for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or (ii) to the Federal government, or to a State or local government, for a public purpose. Notwithstanding the foregoing, in the event that any of the assets of the Corporation are not disposed of by the Board of Directors under this Article, any such assets of the Corporation shall be disposed of by a court of competent jurisdiction exclusively for the purposes set forth in (i) and (ii) above, or to such organization or organizations, which, in such court's sole determination, are organized and operated exclusively for such purposes.

**ARTICLE XI INDEMNIFICATION**

The directors and officers of the Corporation shall not be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under Florida law, as the same exists or may hereafter be amended. Any repeal or modification of the foregoing sentence shall not adversely affect any right or protection of a director of the Corporation existing hereunder with respect to any act or omission occurring prior to such repeal or modification.

The Corporation may agree to the terms and conditions upon which any director, officer, employee, or agent accepts his office or position and in its Bylaws, by contract or in any other manner may agree to indemnify and protect any director, officer, employee, or agent of the Corporation, or any person who serves at the request of the Corporation as a director, officer, employee, member, manager or agent of another corporation, partnership, limited liability company, joint venture, trust, employee benefit plan or other enterprise, to the fullest extent permitted by Florida law.

The indemnification and other rights provided for by this ARTICLE XI shall not be deemed exclusive of any other rights to which a person may be entitled under any applicable law, the

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JANUARY 20, 2021

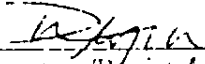
Bylaws of the Corporation, agreement, vote of disinterested trustees, or otherwise. The Board of Directors shall have the authority to enter into agreements with the directors and officers of the Corporation and with persons serving, at the request of the Corporation, as directors, trustees, officers, and agents of an affiliated corporation or other enterprise, on terms that the Board of Directors deems advisable, which may provide greater indemnification rights than that generally provided by Florida law; provided, however, that no such further indemnity shall indemnify any person from or on account of such person's conduct which was finally adjudged to have been knowingly fraudulent, deliberately dishonest, or willful misconduct.

Notwithstanding any provision of this ARTICLE XI, no indemnification or other payment shall be made under this ARTICLE XI that would give rise to a tax under Section 4941 of the Code (in any fiscal year in which the Corporation is a private foundation) or a tax under Section 4958 of the Code (in any fiscal year in which the Corporation is not a private foundation).

#### ARTICLE XII AMENDMENTS

The Corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision contained in this Articles of Incorporation, and to add other provisions to this Articles of Incorporation authorized by the laws of the State of Florida, at the time such laws are in force, in the manner and now or hereafter prescribed by law; and all rights, preferences and privileges of whatsoever nature conferred upon directors, officers, or any other persons whomsoever by and pursuant to this Articles of Incorporation in its present form or as hereafter amended are granted subject to the rights reserved in this ARTICLE XII; provided, however, that no such amendment, alteration, change or repeal of any provisions of this Articles of Incorporation shall authorize the Board of Directors to conduct the affairs of the Corporation in any manner or for any purpose that would cause the Corporation to lose its tax-exempt status under the provisions of the Code.

*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 am familiar with and accept the appointment as registered agent and agree to act in this capacity.*

  
\_\_\_\_\_  
Signature/Registered Agent

11/20/24  
\_\_\_\_\_  
Date

  
\_\_\_\_\_  
Signature/Incorporator

11/20/24  
\_\_\_\_\_  
Date

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