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FLORIDA PROFIT/NON PROFIT CORPORATION

Project Elysium, Inc.

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**Articles of Incorporation
of
Project Elysium, Inc.**

(In compliance with Chapter 617, Florida Statutes (Not for Profit))

Article I - Name

The name of this corporation is “**Project Elysium, Inc.**” (the “**Corporation**”).

Article II – Principal Business and Mailing Address

The principal business and mailing address of the Corporation is 915 Middle River Drive, Suite 316, Fort Lauderdale, Florida 33304.

Article III - Purpose

The Corporation is organized exclusively for charitable, educational, or scientific 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.

The specific purpose of this Corporation is to provide safe, accessible, and compassionate psychedelic-assisted therapies for veterans and victims of terror.

Article IV – Limitations

A. No Private Inurement

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 purpose set forth in **Article III**. No member, trustee, officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporation assets on dissolution of the corporation.

B. Political and Legislative Activities

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.

C. Compliance with 501(c)(3)

Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income

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tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding section of any future federal tax code; or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code or the corresponding section of any future federal tax code.

Article V – Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors. The number, qualifications, and terms of the Directors shall be as specified in the Bylaws of the Corporation. Directors shall be appointed by the Board of Directors as specified in the Bylaws of the Corporation. The Corporation shall have no members or specify membership structure.

Article VI - Initial Directors and Officers

The initial Directors and Officers of the Corporation shall be as follows:

	<u>Name and Address</u>	<u>Title(s)</u>
1.	Craig Frank 915 Middle River Drive Suite 316 Fort Lauderdale, Florida 33304	Chief Executive Officer, President and Director
2.	Mitchell Chupak 915 Middle River Drive Suite 316 Fort Lauderdale, Florida 33304	Treasurer and Director
3.	Ilan Sarid 915 Middle River Drive Suite 316 Fort Lauderdale, Florida 33304	Secretary and Director

Article VII - Registered Agent

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

Fifth Dimension Therapeutics, Inc.
915 Middle River Drive
Suite 316
Fort Lauderdale, Florida 333

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Article VIII - Incorporator

The name and address of the incorporator of the Corporation is:

Craig Frank
915 Middle River Drive, Suite 316
Fort Lauderdale, Florida 33304

Article IX - Dissolution

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 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 X - Amendments

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred upon members, directors, and officers herein are granted subject to this reservation.

Having been named as registered agent to accept service of process for the Corporation at the place designated in these Articles of Incorporation, the undersigned is familiar with and accepts the appointment as registered agent and agrees to act in this capacity.

FIFTH DIMENSION THERAPEUTICS, INC.
(A Florida Corporation)

By: Craig Frank
Craig Frank, Chief Executive Officer

November 29, 2024
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.871.15, F.S.

Craig Frank
Craig Frank, Incorporator

November 29, 2024
Date