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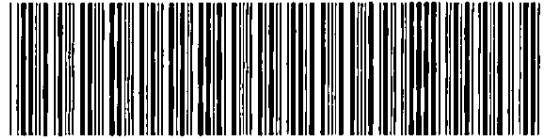
(Business Entity Name)

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FLORIDA STATE
TALLAHASSEE, FL

2025 JAN 10 AM 9:47

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**MICHAEL GAINES FOUNDATION, INC.
1969 S ALAFAYA TRL
ORLANDO, FLORIDA 32828**

January 10, 2025

Department of State
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Re: MICHAEL GAINES FOUNDATION, INC.
DOCUMENT #: N05000007084

Dear Sirs:

My name is Michael Gaines and I do not plan on reinstating the former MICHAEL GAINES FOUNDATION, INC. (Document Number N05000007084).

Please allow the incorporation of the new Articles of Incorporations. Thank you for your assistance.

Cordially,



Michael Gaines
Enclosure

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MICHAEL GAINES FOUNDATION, INC.
1969 S ALAFAYA TRL
ORLANDO, FL 32828

January 10, 2025

Department of State
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32301

Re: MICHAEL GAINES FOUNDATION, INC.

Dear Sirs:

Enclosed please find the following documents with regard to registering MICHAEL GAINES FOUNDATION, INC. as a Non-Profit Corporation.

- (1) Original of the Articles of Incorporations;
- (2) Original of the Acceptance Of Registered Agent; and
- (3) A check made payable to the Department of State representing payment of the filing fee.

Please return certified copies of the Articles of Incorporations to us along with a Certificate of Organization. Thank you for your assistance.

Cordially,


Michael Gaines

Enclosure

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TALLAHASSEE, FL

EIN: 20-3951997

ARTICLES OF INCORPORATION

Of

MICHAEL GAINES FOUNDATION, INCORPORATED

The undersigned incorporator, in compliance with Chapter 617, F.S., for the purpose of forming a corporation under the Florida Not for Profit Corporation Code, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation shall be:
MICHAEL GAINES FOUNDATION, Incorporated.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
1969 S Alafaya Trl, ORLANDO, FL 32828.

ARTICLE III: PURPOSE(S)

MICHAEL GAINES FOUNDATION, Inc. is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as an exempt organization under section 501 (c) (5) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The specific purposes for which the corporation is organized are:

1. We seek to instill faith, strengthen families, and affect the future by providing a secure, caring environment that promotes development.
2. We aim to incorporate life principles and provide for the "less of these."
3. Through the use of developmentally appropriate practices, focusing the uplifting and growth of the individual.

ARTICLE IV: MANNER OF ELECTION OF DIRECTORS

The board of directors will be elected by majority vote of the Members of this Corporation. One member will make a motion to have an individual considered as a director. Once that motion has been properly seconded, it will be put to a vote. There will be a minimum of four directors for MICHAEL GAINES FOUNDATION, Incorporated.

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ARTICLE V: INITIAL DIRECTORS AND/OR OFFICERS

The name and address of the Officers are:

1. Michael Gaines, CEO, 1969 S Alafaya Trl, ORLANDO, FL 32828
2. Alpha Gaines, Director, 1969 S Alafaya Trl, ORLANDO, FL 32828
3. Lola Wilson, Director, 1969 S Alafaya Trl, ORLANDO, FL 32828
4. Lakeysha Gaines, Director, 1969 S Alafaya Trl, ORLANDO, FL 32828
5. Chad Spires, Director, 1969 S Alafaya Trl, ORLANDO, FL 32828
6. Samuel Carter, Director, 1969 S Alafaya Trl, ORLANDO, FL 32828

ARTICLE VI: INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Michael Gaines
1969 S Alafaya Trl
ORLANDO, FL 32828

ARTICLE VII: INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Michael Gaines
1969 S Alafaya Trl
ORLANDO, FL 32828

ARTICLE VIII: QUALIFICATIONS OF MEMBERSHIP

The categories of membership, qualifications for membership and the manner for admission shall be as set forth in and regulated by the BY LAWS of the Corporation.

ARTICLE IX: VOTING RIGHTS

Members of the Corporation will have such voting rights as are provided in the BY LAWS of the Corporation.

ARTICLE X - LIABILITIES FOR DEBTS

Neither the members nor the members of the Board of Directors or officers of the Corporation shall be liable for the debts of the Corporation.

ARTICLE XI- TERMS OF EXISTENCE

This Corporation shall have perpetual existence.

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ARTICLE XII - CAPITAL STOCK

This Corporation shall have no capital stock and shall be composed of members rather than shareholders.

ARTICLE XV - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE XVI - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Members, and approved at a Members meeting by a majority of the Members, unless all the Directors and all the Members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XVII- INDEMNIFICATION

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right

relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation' otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

ARTICLE XVIII - DISSOLUTION

Upon 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 public purpose. Any such assets not so disposed of shall be disposed of by 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.


Michael Gaines

01/10/2025
Date

Certificate of Designation Registered Agent/Registered Office

Pursuant to the provisions of applicable Florida Statutes, 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: MICHAEL GAINES FOUNDATION, Incorporated
2. The name and address of the registered agent and office is: Michael Gaines
1969 S Alafaya Trl, ORLANDO, FL 32828

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 Statutes 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


Michael Gaines

01/10/2025
Date