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FLORIDA PROFIT/NON PROFIT CORPORATION

Heroes Boxing Alliance, Inc.

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ARTICLES OF INCORPORATION
OF
HEROES BOXING ALLIANCE, INC.
(a Florida Not-for-Profit Corporation)

The undersigned, for the purposes of forming a not-for-profit corporation (hereinafter the "Corporation") under the Florida Not For Profit Corporations Act ("FNEPCA"), Chapter 617.0202, F.S., does make, file and record these Articles, and does certify that:

ARTICLE I
Name

The name of this Corporation is **HEROES BOXING ALLIANCE, INC.**

ARTICLE II
Principal Office

The address of the principal office and the mailing address of the Corporation shall be 112 North County Rd., Palm Beach, FL 33480.

ARTICLE III
Purpose

The Corporation is a not-for-profit corporation, organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provision of any future federal tax code.

ARTICLE IV
Board of Directors

The Corporation shall be operated by a board of directors, the number of which is to be no less than three. The manner in which the Board of Directors are elected or appointed shall be as stated in the Bylaws of the Corporation. The initial Board of Directors shall consist of the following persons:

<u>NAME</u>	<u>ADDRESS</u>
Simon Bakinde	112 North County Rd., Palm Beach, FL 33480
Sondra Bakinde	112 North County Rd., Palm Beach, FL 33480
Steve Apple	112 North County Rd., Palm Beach, FL 33480
Ryan Burgoon	112 North County Rd., Palm Beach, FL 33480

ARTICLE V
Members

The Corporation shall have no members.

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ARTICLE VI**Dissolution**

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for exempt purposes within the meaning of Section 501(c)(3) of the Code and which has established its tax-exempt status under Section 501(c)(3) of the Code, or corresponding provisions of any subsequent federal tax laws. Any such assets not so distributed shall be distributed 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 VII**Limitations**

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any member, director or officer of the Corporation or any other private person except that the Corporation shall be authorized to pay reasonable compensation for services. No 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 or engage in political activities of any kind.

Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, as amended, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Sections 170(e)(2), 2055, 2106(a)(2) and 2522 of the Code, as amended, or corresponding sections of any future federal tax code.

If the Corporation is a private foundation, it shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding section of any future federal tax code.

If the Corporation is a private foundation, it shall not (i) engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding section of any future federal tax code; (ii) retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding section of any future federal tax code; (iii) make any investments in such manner as to subject it to tax under Section 4944 of the Code, or corresponding section of any future federal tax code; or (iv) make any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding section of any future federal tax code.

ARTICLE VIII**Indemnification and Limitations on Liability**

The liability of directors, officers and members of the Corporation shall be eliminated or limited to the fullest extent permitted by the FNFPCA. If any of the provisions of the FNFPCA are amended to further eliminate or limit or authorize corporate action to further eliminate or limit the

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liability of directors or officers or members, the liability of directors, officers, and members of the Corporation shall be eliminated or limited to the fullest extent permitted by the FNEPCA, as so amended from time to time. In addition to any other rights of indemnification permitted by the laws of the State of Florida or as may be provided for by the Corporation in its Bylaws or by agreement, the expenses of directors, officers, and members incurred in defending a civil or criminal action, suit or proceeding, involving alleged acts or omissions of such director or officer or member in his or her capacity as a director or officer or member of the Corporation, must be paid by the Corporation or through insurance purchased and maintained by the Corporation or through other financial arrangements made by the Corporation as they are incurred and in advance of the final disposition of the action, suit or proceeding, upon receipt of an undertaking by or on behalf of the director or officer or member to repay the amount if it is ultimately determined by a court of competent jurisdiction that he or she is not entitled to be indemnified by the Corporation. Any repeal or modification of this Article VIII approved by the directors of the Corporation shall be prospective only, and shall not adversely affect any limitation on the liability of a director or officer or member of the Corporation existing as of the time of such repeal or modification. In the event of any conflict between this Article VIII and any other provision of these Articles, the terms and provisions of this Article VIII shall control.

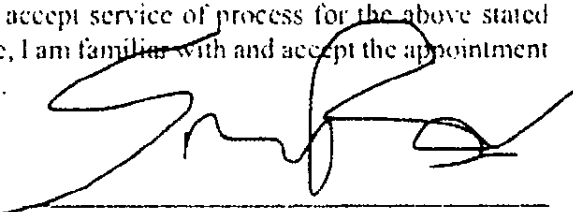
ARTICLE IX **Amendment**

These Articles may be altered, amended, or repealed, in whole or in part, as provided in the Bylaws of the Corporation.

ARTICLE X **Registered Office; Registered Agent**

The street address of the Corporation's registered office in the State of Florida is 112 North County Rd., Palm Beach, FL 33480 and the name of its registered agent at such office is Simon Bakinde.

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.


Simon Bakinde, Registered Agent

ARTICLE XI **Incorporator**

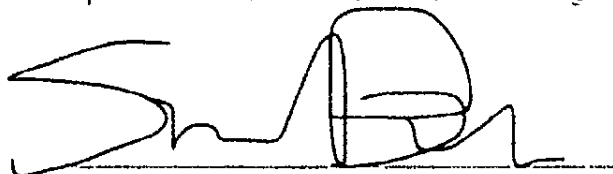
The name and address of the sole incorporator is Simon Bakinde, 112 North County Rd., Palm Beach, FL 33480.

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IN WITNESS WHEREOF, the undersigned, has signed these Articles of Incorporation on this 29 day January, 2025.

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.



Simon Bakinde, Incorporator

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STATE
OF FL

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