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**FLORIDA PROFIT BENEFIT CORPORATION COVER
LETTER**

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

SUBJECT: ALTERNALEARN INC.

Enclosed are an original and one (1) copy of the articles of incorporation:

\$87.50 – Filing Fee, Certified Copy & Certificate of Status (Additional Copy Enclosed)

FROM: Michael Anthony Adair
3609 Grayton Dr.
New Port Richey, FL 34652
(720) 805-5421
Michael.adair81@gmail.com

ARTICLES OF INCORPORATION FOR FLORIDA PROFIT BENEFIT CORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

21 NOV 15 AM 9:05
STATE OF FLORIDA
DIVISION OF CORPORATIONS

These Articles of Incorporation (the "Agreement") are made and effective October 31st, 2021

BY: **ALTERNALEARN INC** (the "Incorporator"), a corporation organized and existing under the laws of the State of FLORIDA, with its head office located at:

3609 GRAYTON DR. NEW PORT RICHEY, FL 34652

AND: **MICHAEL ANTHONY ADAIR** (the "Registered Agent"), an individual with its main address located at:

3609 GRAYTON DR. NEW PORT RICHEY, FL 34652

1. ARTICLES OF INCORPORATION OF ALTERNALEARN INC

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of FLORIDA.

2. NAME

The name of the Corporation shall be: **ALTERNALEARN INC.**

3. BENEFIT STATEMENT AND CORPORATE PURPOSE

The Corporation elects to be a benefit corporation in accordance with s. 607.603, F.S. The general purpose for which the corporation is organized to create a public benefit for society by:

Providing low-income or underserved individuals services to improve their economic wellbeing by the intense examination and classification of their personal skills and abilities, stimulating a more robust economy by connecting employers to qualified potential employees through its skill training badges and certification pathways, and encouraging the vigorous unapologetic pursuit of knowledge IN ALL ITS FORMS for the greater public benefit and responsible growth of society in general.

The specific public benefit(s) to be created by the Corporation (in addition to its general purpose) is to:

Increase the awareness and applicability of micro credentialed education and badge certification to the general public thereby adding to the pool of skilled job seekers, providing a web-based learning management system, used by learning institutions, educators, employers, and students to access, and manage online course learning materials and communicate about skill development and learning achievements through an immersive badging and micro-credentialing system, and increasing the flow of capital to entities that have as their stated purpose the provision of a benefit to society or the environment.

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4. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to outstanding at any one time is 10,000,000 shares of common stock without par value.

5. INITIAL DIRECTORS AND OFFICERS

This corporation shall have an initial minimum of 2 director(s). For the purposes of, and in accordance with s. 607.608, the "Benefit Director" shall be known as the "Chief Black Staff Officer", or as so stated in the Corporate By-laws and shall have all the lawful duties and responsibilities afforded therein.

The names, functions and addresses of the initial Board of Directors shall consist of:

NAME	ADDRESS
DUSTIN SHANE WAINSCOTT	2317 Plainfield Rd.
BOARD MEMBER - CHAIRMAN	Crest Hill
[Co-Chief Executive Officer, Chief Technology Officer, Chief Content Officer, Chief Product Officer]	Illinois, USA 60403
MICHAEL ANTHONY ADAIR	3609 Grayton Dr.
BOARD MEMBER - SECRETARY	New Port Richey
[Co-Chief Executive Officer, Chief Operating Officer, Chief Legal/Finance Officer, Chief Black Staff Officer]	Florida, USA 34652

6. REGISTERED AGENT NAME AND ADDRESS

The street address of the initial registered office of the corporation shall be: **3609 GRAYTON DR. NEW PORT RICHEY, FL. 34652**, and the name of the initial Registered Agent for the corporation of that address is: **MICHAEL ANTHONY ADAIR**

7. TERM OF EXISTENCE

This corporation commences on October 31, 2021 and shall exist perpetually.

8. LIMITATION OF LIABILITY

Each director, stockholder, and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for the advice concerning any claim asserted or proceeding brought against him by the reason of his being or having being a director, stockholder or officer of the corporation

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or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of the indemnification shall be inclusive of any other rights to which any director, stockholder or officers may be entitled as a matter of law.

9. SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties, or may be interested in such contract, act of transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

SIGNED AND AGREED this 31st day of October, 2021, by BOARD MEMBERS:

Michael Anthony Adair

Printed/Typed Name

DocuSigned by:

Michael Anthony Adair

39BCC34D404A4AA

Signature

Dustin Shane Wainscott

Printed/Typed Name

DocuSigned by:

Dustin Wainscott

5A9B263A606E4DF

Signature

10. DESIGNATION OF AND ACCEPTANCE BY REGISTERED AGENT

The Registered Agent agrees and accepts services of process; to keep the office open prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

I submit this document and affirm that the facts stated herein are true. I am aware that the 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.

INCORPORATOR

DocuSigned by:

Dustin Wainscott

5A9B263A606E4DF

Authorized Signature

REGISTERED AGENT

DocuSigned by:

Michael Anthony Adair

39BCC34D404A4AA

Authorized Signature

DUSTIN SHANE WAINSCOTT [Co-CEO,
CTO, CCO, CPO]

Print name and Title

MICHAEL ANTHONY ADAIR [Co-CEO, COO,
CLFO, CBSO]

Print Name and Title