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Florida Department of State

Division of Corporations  
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**FLORIDA PROFIT/NON PROFIT CORPORATION  
ONE TRUTH MEDIA, INC.**

Certificate of Status	0
Certified Copy	0
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STATION  
REGISTRATION  
DIVISION

TALLAHASSEE, FL

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**ARTICLES OF INCORPORATION**  
(In compliance with Chapter 607, Florida Statutes)

**ARTICLE I**  
**NAME**

The name of the Corporation is "ONE TRUTH MEDIA, INC."

**ARTICLE II**  
**PRINCIPAL OFFICE**

The address of the Principal Office of the Corporation is as follows:

8180 Boat Hook Look, Unit 314  
Windermere, FL 34786

The location of the Principal Office shall be subject to change as may be provided in bylaws duly adopted by the Corporation.

**ARTICLE III**  
**MAILING ADDRESS**

The mailing address of the Corporation is as follows:

8180 Boat Hook Look, Unit 314  
Windermere, FL 34786

**ARTICLE IV**  
**PURPOSE**

The Corporation is formed for the purpose of operating a media and news company and outlet; provided, however, that the Corporation may, in addition, invest its funds in real estate, mortgages, stocks, bonds, or any other type of investment, and may own real and personal property necessary for the rendering of such services.

**ARTICLE V**  
**TERM OF EXISTENCE**

The Corporation shall have perpetual existence commencing on the date these Articles are filed with the Secretary of State, Department of Corporations

**ARTICLE VI**  
**CAPITAL STOCK**

1. Authorized Stock. The total authorized capital stock of the Corporation shall be as follows:

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TALLAHASSEE, FL

<u>Class</u>	<u>Number of Shares</u>	<u>Par Value</u>
Class A Voting Common	30,000,000	\$0.01
Class B Voting Common	70,000,000	\$0.01

2. Voting Rights. The Class A Voting Common Stock shall possess and exercise voting rights and, at all meetings of the shareholders, each record holder of such Class A Voting Common Stock shall be entitled to ten (10) votes for each share held. Shareholders holding Class A Voting Common Stock shall have no cumulative voting rights in any election of directors of the Corporation. Class B Voting Common Stock shall possess and exercise voting rights and, at all meetings of the shareholders, each record holder of such Class B Voting Common Stock shall be entitled to one vote for each share held. Shareholders holding Class B Voting Common Stock shall have no cumulative voting rights in any election of directors of the Corporation.

## **ARTICLE VII REGISTERED OFFICE AND AGENT**

The address of the initial Registered Office of the corporation and the initial Registered Agent at such address are as follows:

Walsh Banks Law  
228 Hillcrest Street  
Orlando, Florida 32801

## **ARTICLE VIII BOARD OF DIRECTORS AND OFFICERS**

The number of Directors constituting the initial Board of Directors of the corporation is three (3). The number of Directors may be increased or decreased from time to time, but in no event shall the number of Directors be less than one (1). The names and addresses of the persons who are to serve as initial Directors and/or Officers until the first annual meeting of the shareholders of the corporation or until successor Directors and/or Officers are elected and shall qualify are as follows:

Douglas Macgregor  
8180 Boat Hook Loop, Unit 314  
Windermere, FL 34786

Director/CEO

Kenneth Corcoran  
8180 Boat Hook Loop, Unit 314  
Windermere, FL 34786

Director/CFO

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Jeffrey Marsh  
8180 Boat Hook Loop, Unit 314  
Windermere, FL 34786

Director/CMO

Risto Laaksonen  
8180 Boat Hook Loop, Unit 314  
Windermere, FL 34786

Director

Yngvar Pettersen  
8180 Boat Hook Loop, Unit 314  
Windermere, FL 34786

Director

**ARTICLE IX  
INCORPORATOR**


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

Brian M. Walsh, Esq.  
228 Hillcrest Street  
Orlando, Florida 32801

**ARTICLE X  
RESTRAINT ON ALIENATION OF SHARES**

No shareholder of the Corporation may sell or transfer stock in the Corporation except to a person who is eligible to be a shareholder of the Corporation, and in compliance with any applicable provisions of the Corporation's bylaws or any shareholders agreement between and among the Corporation and its shareholders.

IN WITNESS WHEREOF, these Articles have been signed by the undersigned incorporator this 31<sup>st</sup> day of October, 2023.



Brian M. Walsh, Esq., Incorporator

**ACCEPTANCE OF APPOINTMENT  
BY INITIAL REGISTERED AGENT**

THE UNDERSIGNED, an individual resident of the State of Florida, having been named in Article VI of the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set

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forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the Corporation.

DATED, this 31<sup>st</sup> day of October, 2023.

Walsh Banks Law  
Registered Agent

By: 

Brian M. Walsh, Esq.  
Managing Partner

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