

REGISTRATION STATEMENT

Formed pursuant to the provisions of the Indiana Code.

ARTICLE I - NAME AND PRINCIPAL OFFICE ADDRESS

BUSINESS ID 202008201415906
BUSINESS TYPE Foreign Nonprofit Corporation
BUSINESS NAME THE SPEAR PROJECT INC.
PRINCIPAL OFFICE ADDRESS 2060 Continental Ave , 233, Tallahassee, FL, 32304, USA

ARTICLE II - REGISTERED OFFICE AND ADDRESS

REGISTERED AGENT TYPE Individual
NAME Jason Vazquez
ADDRESS 403 Redwood Court, Kokomo, IN, 46902, USA
SERVICE OF PROCESS EMAIL ceospearproject@gmail.com

I acknowledge that the Service of Process email provided above is the email address at which electronic service of process may be accepted.

ARTICLE III - PERIOD OF DURATION AND EFFECTIVE DATE

PERIOD OF DURATION Perpetual
EFFECTIVE DATE 08/20/2020
EFFECTIVE TIME 12:00PM

ARTICLE IV - PRINCIPAL(S)

TITLE CEO
NAME Seth Ramsey
ADDRESS 2060 Continental Ave 233, Tallahassee, FL, 32304, USA

TITLE Secretary
NAME Jason Vazquez
ADDRESS 403 Redwood Court, Kokomo, IN, 46902, USA

TITLE Treasurer
NAME Joshua Weeks
ADDRESS 2501 Fred Smith Road , Tallahassee, FL, 32303, USA

ARTICLE V - FOREIGN ENTITY JURISDICTION INFORMATION

FORMATION DATE 12/07/2018
COUNTRY USA
STATE CO

ARTICLE VI - GENERAL INFORMATION

TYPE OF CORPORATION Public benefit corporation, which is organized for a public or charitable purpose
WILL THE CORPORATION HAVE MEMBERS? No

APPROVED AND FILED
CONNIE LAWSON
INDIANA SECRETARY OF STATE
08/20/2020 10:11 AM

SIGNATURE

THE SIGNATOR(S) REPRESENTS THAT THE REGISTERED AGENT NAMED IN THE APPLICATION HAS CONSENTED TO THE APPOINTMENT OF REGISTERED AGENT.

THE UNDERSIGNED DESIRES TO EFFECTUATE THE ADMITTANCE OF THIS NONPROFIT CORPORATION TO TRANSACT BUSINESS IN THE STATE OF INDIANA PURSUANT TO INDIANA LAW.

IN WITNESS WHEREOF, THE UNDERSIGNED HEREBY VERIFIES, SUBJECT TO THE PENALTIES OF PERJURY, THAT THE STATEMENTS CONTAINED HEREIN ARE TRUE, THIS DAY **August 20, 2020**.

SIGNATURE

Seth Ramsey

TITLE

CEO

Business ID : 202008201415906

Filing No : 8693004

ARTICLES OF INCORPORATION OF THE SPEAR PROJECT

These articles of incorporation are filed pursuant to *Sections 7-90-301et seq.* and *7-122-101, C.R.S.*, and establish a nonprofit corporation pursuant to the Colorado Revised Nonprofit Corporation Act.

ARTICLE I. NAME

The name of the corporation is: The SPEAR Project.

ARTICLE II. DURATION

The corporation shall have perpetual existence.

ARTICLE III. PURPOSES AND POWERS

Section 3.1 Purposes. The corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section *501(c)(3) of the Internal Revenue Code*, or the corresponding section of any future federal tax code. Subject to the foregoing, the specific purposes and objectives of the corporation shall include but not be limited to the following:

The SPEAR Project is a nonprofit corporation that provides first responder services to disaster victims and is funded through public donations.

Section 3.2 Powers. In furtherance of the purposes and objectives and subject to the restrictions set forth in Section 3.3, the corporation shall have and may exercise all of the powers now or hereafter conferred upon nonprofit corporations organized under the laws of Colorado and may do everything necessary or convenient for the accomplishment of any of the corporate purposes, either alone or in connection with other organizations, entities or individuals, and either as principal or agent, subject to such limitations as are or may hereafter be prescribed by law.

Section 3.3 Restrictions On Powers.

(a) No part of the net earnings of the corporation shall inure to the benefit of or be distributable to any director, officer, or member of the corporation or any other individual or entity which is not an exempt organization as described in *section 501(c)(3) of the Internal Revenue Code*; provided, however, that reasonable compensation may be paid for services rendered to or for the benefit of the corporation affecting one or more of its purposes. No director, officer, or member of the corporation or any other individual or entity which is not an exempt organization as described in *section 501(c)(3) of the Internal Revenue Code*, shall be entitled to share in any distribution of any of the corporate assets, whether upon dissolution of the corporation or otherwise.

(b) No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation. However, if the corporation is an organization to which *section 501(h) of the Internal Revenue Code* applies and the corporation has effectively elected to have such section apply, the corporation shall have power to carry on the activities permitted by such section, but only to the extent such activities shall not result in the denial of exemption under such section. The corporation shall not participate 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) Upon the dissolution of the corporation, all 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 a public purpose. Any assets not distributed in this manner shall be subject to distribution by a court of competent jurisdiction of the county in which the principal office of the corporation is located. Any distribution of assets by the Court shall be made exclusively for such purposes or to such organization or organizations, as the court shall determine.

(d) Notwithstanding any other provision of these articles of incorporation, the corporation shall not engage in any activities that are prohibited by the tax provisions of *section 501(c)(3) of the Internal Revenue Code*, or by the deductible contributions provisions of *section 170(c)(2) of the Internal Revenue Code*.

(e) All references in these articles of incorporation to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and to the corresponding provisions of any subsequent federal tax laws.

ARTICLE IV. OFFICES, AGENTS AND INCORPORATORS

Section 4.1 Principal Office.

Principal office street and mailing address: 1117 Stonebriar Place, Bolivar, MO 65613

Section 4.2 Registered Office and Agent.

Name of registered agent: William Burke, Esq.

Registered office street and mailing address: Roepke Law Office, 17011 Lincoln Avenue, #115, Parker, CO 80134

Section 4.3 Incorporators. The name(s) and address(es) of the incorporators as follows:

Name of incorporator: Seth Aaron Ramsey

Street and mailing address of incorporator: 1117 Stonebriar Place, Bolivar, MO 65613

ARTICLE V. MEMBERS

Seth Aaron Ramsey shall be the sole voting member of the corporation and shall have the sole voting power to elect and remove directors. However, the corporation may have such classes of nonvoting members as may from time to time be prescribed by its bylaws or by the board of directors. The designation of each class of members and their respective manner of election or appointment, qualifications, tenure, terms of membership, rights, limitations and obligations may be proscribed in the bylaws of the corporation or by the board of directors at a duly called meeting for this purpose. Notwithstanding anything to the contrary herein, nonvoting members shall have no voting rights or other management powers. The corporation shall have no capital stock. However, the corporation may issue certificates evidencing membership therein.

ARTICLE VI. BOARD OF DIRECTORS

Section 6.1 General. The management of the affairs of the corporation shall be vested in a board of directors, except as otherwise provided in the Colorado Revised Nonprofit Corporation Act, these articles of incorporation or the bylaws of the corporation. The number of directors, their classifications, if any, their

terms of office, and the manner of their election or appointment, shall be as provided in the bylaws of the corporation.

Section 6.2 Liability of Directors. No director shall be personally liable to the corporation, or to its members, for monetary damages for breach of fiduciary duty as a director, except that the foregoing shall not eliminate or limit liability of a director to the corporation, or to its members, for monetary damages for the following: (a) any breach of the director's duty of loyalty to the corporation, or to its members, (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) acts specified in *C.R.S. Section 7-128-403* or *7-128-501(2)*, as it now exists or hereafter may be amended, or (d) any transaction from which the director directly or indirectly derived an improper personal benefit. If the Colorado Revised Nonprofit Corporation Act hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the corporation, in addition to the limitation on personal liability provided herein, shall be further eliminated or limited to the fullest extent permitted by the Colorado Revised Nonprofit Corporation Act. Any repeal or modification of this Section 6.2 shall be prospective only and shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

Section 6.3 Initial Board. After incorporation, the incorporator shall elect an initial board of directors. Until the initial board of directors has been elected, the incorporator shall serve as the sole director of the corporation and shall have all of the powers and authority and shall perform all of the duties of the board of directors.

ARTICLE VII. BYLAWS

The initial bylaws of the corporation shall be as adopted by the board of directors. Except to the extent limited by the Colorado Revised Nonprofit Corporation Act, the board of directors shall have power to alter, amend or repeal the bylaws from time to time in force and adopt new bylaws, subject to the approval of the voting members. The bylaws of the corporation may contain any provisions for the managing and regulating of the affairs of the corporation that are not inconsistent with law or these articles of incorporation, as these articles may from time to time be amended. However, no bylaw shall have the effect of giving any director or officer of the corporation or any other individual any proprietary interest in the corporation's property.

ARTICLE VIII. AMENDMENTS

The board of directors shall, together with the approval of the voting members, have the power and authority to amend these articles of incorporation by the vote of a majority of the directors then in office.

The name and mailing address of the persons causing this document to be delivered for filing is:

Name: Seth Aaron Ramsey

Street/Mailing Address: 1117 Stonebriar Place, Bolivar, MO 65613

DATED this _____ day of _____, 20__.

OFFICE OF THE SECRETARY OF STATE
OF THE STATE OF COLORADO

CERTIFICATE OF FACT OF GOOD STANDING

I, Jena Griswold, as the Secretary of State of the State of Colorado, hereby certify that, according to the records of this office,

The SPEAR Project

is a

Nonprofit Corporation

formed or registered on 12/07/2018 under the law of Colorado, has complied with all applicable requirements of this office, and is in good standing with this office. This entity has been assigned entity identification number 20181958823 .

This certificate reflects facts established or disclosed by documents delivered to this office on paper through 08/18/2020 that have been posted, and by documents delivered to this office electronically through 08/20/2020 @ 06:54:10 .

I have affixed hereto the Great Seal of the State of Colorado and duly generated, executed, and issued this official certificate at Denver, Colorado on 08/20/2020 @ 06:54:10 in accordance with applicable law. This certificate is assigned Confirmation Number 12542391 .



Jena Griswold

Secretary of State of the State of Colorado

*****End of Certificate*****

Notice: A certificate issued electronically from the Colorado Secretary of State's Web site is fully and immediately valid and effective. However, as an option, the issuance and validity of a certificate obtained electronically may be established by visiting the Validate a Certificate page of the Secretary of State's Web site, <http://www.sos.state.co.us/biz/CertificateSearchCriteria.do> entering the certificate's confirmation number displayed on the certificate, and following the instructions displayed. Confirming the issuance of a certificate is merely optional and is not necessary to the valid and effective issuance of a certificate. For more information, visit our Web site, <http://www.sos.state.co.us/> click "Businesses, trademarks, trade names" and select "Frequently Asked Questions."