

ARTICLES OF INCORPORATION OF The Geode Foundation

Article I - Name

The name of the corporation is **The Geode Foundation, Inc.**

Article II - Principal Office

The principal office and mailing address of the corporation is:
1209 Sedeeva Cir. N, Clearwater FL 33755

Article III - Registered Agent and Office

The registered agent for this corporation is:
Dr. Amy Kathryn Messegee
1209 Sedeeva Cir. N, Clearwater FL 33755

The registered agent's acceptance of appointment is below:

Registered Agent Signature:

A handwritten signature in cursive script that reads "Amy K.C. Messegee" is written over a horizontal line.

Printed Name: Amy K. C. Messegee

Article IV - Purpose

This corporation is organized exclusively for charitable, educational, religious, literary, or scientific purposes as defined in **Section 501(c)(3) of the Internal Revenue Code**, including but not limited to:

Promoting economic opportunity for all and community development by increasing innovation of, awareness of and access to decentralized applications, decentralized autonomous organizations and other on-chain activities that lead to better economic outcomes and more active and connected communities.

Article V - Required And Prohibited Activities

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles.

No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation. The corporation shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of or in opposition to any candidate for public office.

The corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The corporation will not make any taxable expenditures as defined in section 4945 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article VI - Dissolution Clause

Upon dissolution of the corporation, all assets remaining after payment of liabilities shall be distributed **for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code**, or shall be distributed to the federal government or a state or local government for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction exclusively for such purposes.

Article VII - Board of Directors

The corporation shall have **at least three** directors, and the number of directors may be fixed in the Bylaws. The initial director(s) of the corporation are:

- **Name:** Amy Kathryn Messegee / **Address:** 1209 Sedeeva Cir. N, Clearwater FL 33755
- **Name:** Thomas Messegee / **Address:** 1209 Sedeeva Cir. N, Clearwater FL 33755
- **Name:** Sophia Hart / **Address:** [8 Columbine Rd, Missoula MT 59802]

Article VIII - Incorporator

The incorporator of this corporation is:

- **Name:** Amy Kathryn Messegee
- **Address:** 1209 Sedeeva Cir. N, Clearwater FL 33755

Signature of Incorporator:



Printed Name: Amy K. C. Messegee

Date: February, 8th 2025