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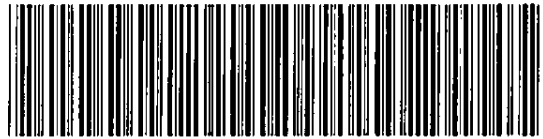
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Special Instructions to Filing Officer.

Domestication

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CUMMINGS & CUMMINGS LAW

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

*via USPS Priority Mail, Signature  
Confirmation Requested*

Chad D. Cummings  
Cummings & Cummings Law  
24850 Burnt Pine Drive  
Suite 1  
Bonita Springs, FL 34134-0905  
United States of America  
chad@cummings.law

Direct: (239) 682-9925

Thursday, January 23rd, 2025

**Re: MADCAP SAINT, INC.**

Dear New Filing Section, Division of Corporations:

The enclosed Articles of Domestication, Articles of Incorporation, and fees are submitted to domesticate a foreign corporation to the State of Florida in accordance with Chapter 607 and/or Chapter 621, Florida Statutes.

**Please kindly return all correspondence concerning this matter to:**

Chad D. Cummings, Esq.  
Cummings & Cummings Law  
24850 Burnt Pine Drive  
Suite 1  
Bonita Springs, FL 34134-0905

**For further information concerning this matter, please contact:**

Chad D. Cummings, Esq.  
Direct Line: (239) 682-9925  
Fax: (239) 372-0422  
Email: chad@cummings.law

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24850 Burnt Pine Drive, Suite 1, Bonita Springs, FL 34134-0905 USA  
Direct: +1 (239) 682-9925 — [www.cummings.law](http://www.cummings.law) — [chad@cummings.law](mailto:chad@cummings.law)

Chad D. Cummings is admitted to The Florida Bar (Bar No. 1038575) and the State Bar of Texas (Bar No. 24134400) Association (Bar No. 10866) and dually-licensed as a Certified Public Accountant.

CUMMINGS & CUMMINGS LAW

Enclosed is a check in the amount of one hundred thirty-seven dollars and fifty cents (\$137.50) for filing fees and a Certificate of Status.

Thank you for your attention to this very important matter. Should you have any questions, please do not hesitate to contact me directly via email at chad@cummings.law or telephonically at (239) 682-9925.

Sincerely yours,



Chad D. Cummings, Esq.  
Cummings & Cummings Law  
24850 Burnt Pine Drive  
Suite 1  
Bonita Springs, FL 34134-0905  
United States of America  
chad@cummings.law  
FL Bar No. 1038575

Enclosures:

- (1) Articles of Domestication – Foreign Corporation Domesticating to Florida
- (2) Articles of Incorporation (in duplicate)
- (3) Filing fees (check)

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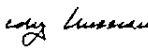
**ARTICLES OF DOMESTICATION  
FOREIGN CORPORATION DOMESTICATING TO FLORIDA**

The undersigned, Cory Brusseau, President of MADCAP SAINT, INC., a foreign corporation, submits these Articles of Domestication and attached Articles of Incorporation to domesticate MADCAP SAINT, INC. to the State of Florida in accordance with § 607.1192, Florida Statutes.

1. The name of the domesticating corporation is MADCAP SAINT, INC.
2. The jurisdiction and date of its formation is California, April 11, 2023.
3. The name of the domesticated corporation as set forth in the attached Articles of Incorporation is MADCAP SAINT, INC.
4. The jurisdiction of formation of the domesticated corporation is Florida.
5. The domestication corporation is a foreign corporation, and the domestication was approved in accordance with its organic law.
6. Attached are Florida Articles of Incorporation to complete the domestication requirements pursuant to § 607.0202, Florida Statutes.
7. The effective date shall be the date of filing with the Florida Department of State.

*I certify I am authorized to sign these Articles of Domestication on behalf of the corporation.*

Signed this 23rd day of January 2025.

By:   
Printed Name: Cory Brusseau  
Title: President

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**ARTICLES OF INCORPORATION  
IN COMPLIANCE WITH  
CHAPTER 607 AND/OR CHAPTER 621, FLORIDA STATUTES (PROFIT)**

**Article I—Name**

The name of the corporation shall be: MADCAP SAINT, INC. (the "Corporation").

**Article II—Address**

The mailing address and Street address of the principal office of the Corporation is:

Principal Office Address: 1967 Brandywine Road, Apt. 105 West Palm Beach, FL 33409 United States of America	Mailing Address: 1967 Brandywine Road, Apt. 105 West Palm Beach, FL 33409 United States of America
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**Article III—Purpose**

The purpose for which the Corporation is organized is to engage in any and all lawful business for which a corporation may be organized under the laws of the State of Florida.

**Article IV—Shares**

The number of shares of stock is: 1,500.

**Article V—Initial Officers and/or Directors**

Title: President and Secretary	Name and Address: Cory Brusseau 1967 Brandywine Road, Apt. 105, West Palm Beach, FL 33409 United States of America
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**Article VI—Registered Agent and Registered Office**

The name and the Florida street address of the Registered Agent are:

Name: Cory Brusseau  
Address: 1967 Brandywine Road, Apt. 105, West Palm Beach, FL 33409, United States of America

**Article VII—Incorporator**

The name and the Florida street address of the Incorporator are:

Name: Cory Brusseau  
Address: 1967 Brandywine Road, Apt. 105, West Palm Beach, FL 33409, United States of America

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### **Article VIII—Effective Date**

The effective date shall be the date of filing with the Florida Department of State.

### **Article IX—Other Provisions**

(a) Duration. The duration of the Corporation shall be perpetual, commencing on the date these Articles of Incorporation are filed with the Florida Department of State, unless sooner dissolved or terminated in accordance with applicable law.

(b) Board of Directors. Except as otherwise provided by law, the bylaws, or by shareholders' agreements (if any and each as may be amended from time to time and at any time), the business and affairs of the Corporation shall be managed by, or under the direction of, the Board of Directors. The number of directors shall be specified in the bylaws, or as otherwise determined in accordance with Florida Statutes, and may be increased or decreased as provided therein.

(c) Limitation of Director Liability. Pursuant to Chapter 607 and/or Chapter 621, Florida Statutes (or any successor provision), no director shall be personally liable to the Corporation or its shareholders for monetary damages for any statement, vote, decision, or failure to act regarding corporate management or policy, except to the extent that such liability may not be eliminated or limited under Florida law.

(d) Indemnification of Directors, Officers, Employees, and Agents.

(i) Scope of Indemnification. The Corporation shall indemnify and hold harmless its directors and officers to the fullest extent provided by the laws of the State of Florida, as they may be amended from time to time, and may indemnify other persons in accordance with such laws.

(ii) Advancement of Expenses. Reasonable expenses incurred by a director or officer of the Corporation who is a party to a proceeding shall be paid or reimbursed by the Corporation in advance of the final disposition of the proceeding, upon receipt by the Corporation of a written undertaking from such director or officer to repay the amounts advanced if it is ultimately determined that the director or officer is not entitled to indemnification under Chapter 607 and/or Chapter 621, Florida Statutes.

(iii) Non-Exclusivity. The rights to indemnification and advancement of expenses conferred in this section shall not be exclusive of any other right that any person may have or acquire under any statute, provision of these Articles of Incorporation, the bylaws, or any agreement, vote of shareholders or disinterested directors, or otherwise.

(e) Unanimous Written Consents in Lieu of Meeting. Any action required or permitted by law or these Articles of Incorporation to be taken at a meeting of the shareholders or Board of Directors, as the case may be, may be taken without a meeting if one or more written consents describing the action taken are signed by all persons entitled to vote on the action. Such consents shall be delivered to the Corporation for inclusion in the minutes or filing with the Corporation's records, and the action shall be deemed effective as of the date specified in the consent(s), or if no date is specified, on the date the last person required to reach unanimity

signs the consent. A signed consent may be delivered in paper or electronic form, or in any manner permitted by applicable law, and such delivery shall be as valid and effective as a signature delivered in person.

(f) Amendments. To the fullest extent permitted by applicable law, the Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and to adopt additional provisions in these Articles of Incorporation in the manner now or hereafter prescribed by law. All rights of shareholders are granted subject to this reservation.

(g) Governing Law. These Articles of Incorporation shall be construed in accordance with, and governed by, the laws of the State of Florida without regard to conflicts of law principles.

#### Required Signature of the Registered Agent

*Having been named as Registered Agent to accept service of process for the above stated Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent as provided for in Chapter 607 and/or Chapter 621, Florida Statutes.*

By: *Cory Brusseau*  
Name: Cory Brusseau  
Its: Registered Agent  
Date: 1/23/2025

#### Required Signature of the Incorporator

*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 § 817.115, Florida Statutes.*

By: *Cory Brusseau*  
Name: Cory Brusseau  
Its: Incorporator  
Date: 1/23/2025

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