


# State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of NAMASTACY YOGA CORPORATION, a Florida corporation, filed on July 17, 2013, as shown by the records of this office.

The document number of this corporation is N13000006378.

Given under my hand and the  
Great Seal of the State of Florida  
at Tallahassee, the Capital, this the  
Eighteenth day of July, 2013



CR2EO22 (1-11)

*Ken Detzner*  
Ken Detzner  
Secretary of State

ARTICLES OF INCORPORATION  
OF  
NAMASTACY YOGA CORPORATION

The undersigned, as incorporator (the "Incorporator") for purposes of forming a not for profit corporation under the Florida Not For Profit Corporation Act (the "FNFPCA"), hereby adopts the following articles of incorporation (the "Articles of Incorporation"):

ARTICLE I  
NAME

The name of the corporation is NamaStacy Yoga Corporation (the "Corporation").

ARTICLE II  
INITIAL PRINCIPAL OFFICE

The initial street address and mailing address of the principal office of the Corporation is:

2206 South Cypress Bend Drive  
Unit # 801  
Pompano Beach, Florida 33069

ARTICLE III  
PURPOSE

The Corporation is organized exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as may be amended, or the corresponding section of any future federal tax code (the "Code"). Solely for the foregoing purpose, the Corporation is empowered to exercise all rights and powers conferred by the FNFPCA, including, but not limited to: (i) enhance awareness, education and research into the teachings and practice of yoga and (ii) provide financial aid, without regard to race, creed or color, for aspiring yoga students and teachers anywhere in the world to pursue higher education.

ARTICLE IV  
POWERS

The powers of the Corporation shall be provided in the bylaws of the Corporation in accordance with Chapter 617, Florida Statutes with the following limitations within the meaning of Section 501(c)(3) of the Code:

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its directors, officers or other private interests, 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 ARTICLE III.

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2. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, 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.

3. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code. It is intended that transfers to the Corporation shall qualify for deductions under Sections 170, 2055 and 2522 of the Code and that the Corporation shall be exempt from Federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code which is other than a private foundation by reason of being described in Section 509(a) of the Code. These Articles of Incorporation shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly.

4. In the event that the Corporation is determined to be a private foundation within the meaning of Section 509 of the Code, then during such period: (i) the Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, (ii) the Corporation shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Code, (iii) the Corporation shall not retain any holdings in a business enterprise for a period of time or in such a manner as to subject it to tax under Section 4943(c) of the Code, (iv) the Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code and (v) the Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

#### ARTICLE V ELECTION OF CORPORATE DIRECTORS

The directors of the Corporation shall be elected in accordance with methods and qualifications specified in the bylaws of the Corporation (the "Bylaws"), provided, however, in no event, shall the number of directors be fewer than three (3). The initial directors shall be appointed by the Incorporator.

#### ARTICLE VI BYLAWS

The initial Bylaws of the Corporation shall be adopted by the board of directors.

#### ARTICLE VII MEMBERS

The Corporation shall have no members.

#### ARTICLE VIII DURATION OF CORPORATE EXISTENCE

The corporate existence of the Corporation shall commence on the filing of these Articles of Incorporation with the Department of State of the State of Florida, and the duration of the Corporation shall be perpetual thereafter.

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ARTICLE IX  
DISSOLUTION

Upon the dissolution of the Corporation, the directors and officers shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation to one or more organizations organized and operated exclusively for charitable, scientific and educational purposes as shall qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the directors and officers may determine, provided that any such organization is and shall have been for sixty (60) calendar months prior to any such distribution, described in Section 170(b)(1)(A) of the Code (other than clauses (vii) and (viii) of such Section). Any such asset not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes, or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X  
REGISTERED AGENT

The registered agent and street address of the initial registered office of the Corporation is:

E.H.G. Resident Agents, Inc.  
1161 Holland Drive  
Boca Raton, Florida 33487

ARTICLE XI  
INCORPORATOR

The name and address of the Incorporator of the Corporation is:

Corbin W. Stacy  
2206 South Cypress Bend Drive  
Unit # 801  
Pompano Beach, Florida 33069

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 16<sup>th</sup> day of July, 2013.

  
Corbin W. Stacy, Incorporator

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**ACCEPTANCE OF APPOINTMENT  
OF  
REGISTERED AGENT**

The undersigned hereby accepts the appointment as registered agent of NamaStacy Yoga Corporation contained in the foregoing Articles of Incorporation and states that the undersigned is familiar with and accepts the obligations imposed upon registered agents pursuant to the Florida Not For Profit Corporation Act.

E.H.G. RESIDENT AGENTS, INC.

Date: July 16, 2013

By: \_\_\_\_\_

  
Edward H. Gilbert, President

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