


State of Florida



Department of State

I certify from the records of this office that BITCOIN BAY FOUNDATION INC. is a corporation organized under the laws of the State of Florida, filed on May 18, 2023.

The document number of this corporation is N23000006125.

I further certify that said corporation has paid all fees due this office through December 31, 2023, and its status is active.


I further certify that said corporation has not filed Articles of Dissolution.

I further certify that this is an electronically transmitted certificate authorized by section 15.16, Florida Statutes, and authenticated by the code, 423A00011485-051923-N23000006125-1/1, noted below.

Authentication Code: 423A00011485-051923-N23000006125-1/1

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Nineteenth day of May, 2023




Secretary of State



May 19, 2023

FLORIDA DEPARTMENT OF STATE
Division of Corporations

BITCOIN BAY FOUNDATION INC.
1802 N HOWARD AVE #4768
BITCOIN BAY FOUNDATION INC.
TAMPA, FL 33607

The Articles of Incorporation for BITCOIN BAY FOUNDATION INC. were filed on May 18, 2023, and assigned document number N23000006125. Please refer to this number whenever corresponding with this office.

Enclosed is the certification requested. To be official, the certification for a certified copy must be attached to the original document that was electronically submitted and filed under FAX audit number H23000185102.

To maintain "active" status with the Division of Corporations, an annual report must be filed yearly between January 1st and May 1st beginning in the year following the file date or effective date indicated above. It is your responsibility to remember to file your annual report in a timely manner.

A Federal Employer Identification Number (FEI/EIN) will be required when this report is filed. Apply today with the IRS online at:

<https://sa.www4.irs.gov/modiein/individual/index.jsp>.

Please be aware if the corporate address changes, it is the responsibility of the corporation to notify this office.

Should you have questions regarding corporations, please contact this office at (850) 245-6052.

Karen Lovelace
Regulatory Specialist II
New Filings Section
Division of Corporations

Letter Number: 423A00011485

ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida not-for-profit corporation is:
Bitcoin Bay Foundation Inc.

Article II. Address

The street and mailing address of the Corporation's initial principal office is:
Bitcoin Bay Foundation Inc.
1802 N Howard Ave #4768
Tampa FL 33607

Article III. Purpose

The corporation is organized and shall be operated exclusively for exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 as amended or to corresponding provisions of future federal tax legislation..

Article IV. Membership

All persons interested in the purposes of the Corporation are eligible for membership in the Corporation if they are capable of contributing to the achievement of those purposes and the effective operation of the Corporation, and if they comply with the requirements established from time to time in the Bylaws. Members shall have no voting rights or other rights except as provided in the Bylaws.

Article V. Registered Agent

The name and address of the registered agent of the Corporation is

Corporate Creations Network Inc.
801 US Highway 1
North Palm Beach FL 33408

Computershare Governance Services Inc.
d/b/a Corporate Creations
801 US Highway 1
North Palm Beach FL 33408
(561) 694-8107

Article VI. Limitations

No part of the net earnings of the Corporation shall inure to the benefit of (or be distributable to) its directors, officers, members 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 any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, except as otherwise provided in Code Section 501(h). The Corporation shall not participate or intervene in any political campaign (including the publishing or distributing of statements) on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities except those permitted to be carried on by a corporation exempt from federal income tax under Code Section 501(c)(3) or by a corporation contributions to which are deductible under Code Section 170(c)(2).

If the Corporation is at any time deemed to be a private foundation within the meaning of Code Section 509(a), then for the period in which the Corporation is so deemed, the Corporation shall distribute its income for each tax year at such time and in such manner as not to subject the Corporation to tax under Code Section 4942, and the Corporation shall not engage in any act of self dealing as defined in Code Section 4941(d), retain any excess business holdings as defined in Code Section 4943(c), make any investments as to subject the Corporation to tax under Code Section 4944 or make any taxable expenditures as defined in Code Section 4945(d).

Article VII. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Thomas Schlemmer

Fabio Hediger

Benjamin Schroth

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than three directors. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but may never be less than three. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law.

Computershare Governance Services Inc.

d/b/a Corporate Creations

801 US Highway 1

North Palm Beach FL 33408

(561) 694-8107

Article VIII. Incorporator

The name and address of the incorporator is:

Computershare Governance Services Inc. d/b/a Corporate Creations
801 US Highway 1
North Palm Beach FL 33408

Article IX. Dissolution

Upon the dissolution or winding up of the Corporation, the assets remaining after payment (or provision for payment) of the Corporation's debts and liabilities shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or 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.

Article X. Corporate Existence

The corporate existence of the Corporation shall begin effective as of May 18, 2023.
The authorized representative of the incorporator executed these Articles of Incorporation on

May 18, 2023



COMPUTERSHARE GOVERNANCE SERVICES INC. D/B/A CORPORATE CREATIONS
Dillon Guthrie Account Specialist
Saray Djidji, Attorney-in-Fact

Computershare Governance Services Inc.
d/b/a Corporate Creations
801 US Highway 1
North Palm Beach FL 33408
(561) 694-8107

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

Bitcoin Bay Foundation Inc.

REGISTERED AGENT/OFFICE:

Corporate Creations Network Inc.

801 US Highway 1

North Palm Beach FL 33408

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



CORPORATE CREATIONS NETWORK INC.

Saray Djidji, Special Secretary

Date:

May 18, 2023

Computershare Governance Services Inc.

d/b/a Corporate Creations

801 US Highway 1

North Palm Beach FL 33408

(561) 694-8107