E5 ENCLAVE INCORPORATED

Amended and Restated Articles of Incorporation

Governance Package · Draft v1.0 — Prepared September 18, 2026

DRAFT — pending counsel review and board adoption. Nothing has been filed with the State of Florida. Nothing has been adopted. The draft restated charter of E5 Enclave Incorporated — a Florida nonprofit corporation under Chapter 617.

E5 ENCLAVE INCORPORATED

A Florida Not For Profit Corporation (Chapter 617, Florida Statutes)

> **DRAFT — NOT FILED. Prepared 2026-09-18 for review by the Chairman and legal counsel. Nothing in this package is filed with the Florida Division of Corporations until the Chairman explicitly authorizes filing. Counsel review required before filing.**
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> **Terminology note (per the Chairman's commission):** he said "Articles of Organization." For a Florida nonprofit *corporation*, the correct instrument is the **Articles of Incorporation** (Chapter 617, F.S.). "Articles of Organization" is the formation instrument for a Florida *limited liability company* (Chapter 605, F.S.). This package uses the correct corporate instrument throughout.

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ARTICLE I — NAME

The name of the Corporation is **E5 ENCLAVE INCORPORATED** (the "Corporation"). The name is unchanged by this restatement.

ARTICLE II — PURPOSES

The Corporation is organized and shall be operated **exclusively for charitable, educational, and scientific purposes** within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States internal revenue law) (the "Code").

In furtherance thereof, and without limiting the generality of the foregoing, the Corporation may:

(a) **Scientific research.** Conduct, fund, and support scientific research and technological development, including research in artificial intelligence and machine learning, agricultural technology and precision agriculture, data science, and community technology systems; and publish, disseminate, and make freely available the resulting research, datasets, methodologies, and open technologies;

(b) **Education.** Provide educational programs and activities, including youth leadership development, workforce training and learn-to-earn programs, educational media and publications, and public education concerning economic inclusion, technology, and community development;

(c) **Charitable community development.** Combat community deterioration and relieve the poor, the distressed, and the underprivileged through programs advancing food security, economic inclusion, small-business development, and community infrastructure in underserved communities;

(d) **Fiscal sponsorship.** Serve as fiscal sponsor for projects consistent with the Corporation's charitable, educational, and scientific purposes as stated herein;

(e) **Incidental powers.** Engage in any and all lawful activities incidental to the foregoing purposes, and exercise all powers granted to not for profit corporations under Chapter 617, Florida Statutes, consistent with Section 501(c)(3) of the Code.

> **Drafting note — the three-way purposes question, resolved.** An earlier design considered stating E5's purposes as "exclusively scientific or educational" to satisfy the STTR "research institution" definition (15 U.S.C. § 3703(3), Stevenson-Wydler). Parallel research concluded that would **contradict E5's real operations** (which are admittedly broader — community development, fiscal sponsorship, economic-inclusion work) and that amending purposes alone is a weak fix. This restatement therefore does **not** attempt Stevenson-Wydler compliance. E5's purposes are 501(c)(3)-clean and operationally honest. The STTR research-institution lane is addressed by a **dedicated research affiliate** — see File 05. Counsel must opine before E5 is named as a research institution on any STTR proposal.

ARTICLE III — 501(c)(3) LIMITATIONS (ORGANIZATIONAL TEST)

(a) **Inurement.** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, 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 Article II. No member, director, or officer of the Corporation shall have any personal interest in the property or assets of the Corporation.

(b) **Lobbying.** 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.

(c) **Dissolution.** Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets 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.

(d) **Construction.** Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code.

ARTICLE IV — MEMBERSHIP (FOUNDER-MEMBER CONTROL)

Section 1. Single class; sole member. The Corporation shall have one (1) class of membership. The sole member of the Corporation (the "Founder-Member") is **Israel Lee Armstead**. The Founder-Member holds one hundred percent (100%) of the voting power of the membership.

Section 2. Non-transferability; no additional members. The Founder-Member's membership is personal to him and is not transferable except as provided in Section 4. No additional members, and no additional classes of membership, shall be created or admitted without the prior written consent of the Founder-Member.

Section 3. Member powers. The Founder-Member shall have all powers granted to members under Chapter 617, Florida Statutes, including the exclusive power to elect and remove directors as provided in Article V, and the exclusive power to amend these Articles as provided in Article X. The Founder-Member may act by written consent without a meeting as provided in the Bylaws.

Section 4. Succession. Upon the death, legal incapacity, or written resignation of the Founder-Member, the membership shall vest in the then-serving Trust Protector (Bylaws, Article V), who shall thereupon become the sole Founder-Member with all rights under this Article, or in such person as the Founder-Member shall have designated in a written instrument delivered to the Secretary. Until such vesting, the Board of Directors shall manage the Corporation's affairs in accordance with these Articles and the Bylaws.

> **Legal basis (Ch. 617):** §617.0601 (articles may provide for classes of members and prescribe their rights); §617.0610 (voting rights as articles provide); §617.0803 (members elect directors); §617.0808 (members

> remove directors); §617.1003 (amendments adopted by members). A single-member nonprofit corporation is expressly contemplated by the chapter.

ARTICLE V — BOARD OF DIRECTORS

Section 1. Number. The Board of Directors shall consist of not fewer than three (3) nor more than seven (7) directors, the exact number to be fixed from time to time by resolution of the Founder-Member. The initial number is three (3).

Section 2. Founder-Director. Israel Lee Armstead shall serve as a director of the Corporation (the "Founder-Director") continuously until his resignation in writing, removal by his own act, death, or legal incapacity. The Founder-Director is not subject to term expiration and may not be removed by the Board or by any person other than himself. This Section may be amended or repealed only as provided in Article X.

Section 3. Other directors; staggered terms. Directors other than the Founder-Director shall be elected by the Founder-Member to three (3) classes as nearly equal in number as possible, serving staggered three-year terms, as further provided in the Bylaws. The initial directors are:

- **Israel Lee Armstead —** Founder-Director (no term expiration)
- **Tanya R. Armstead —** Class I (term expires at the 2027 annual election)

  OPEN ITEM

  per 2026-09-12 board roster; confirm against current Sunbiz record

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  Third director — name from the current Sunbiz annual report of record — Class II (term expires at the 2028 annual election)

Section 4. Vacancies. Any vacancy on the Board, however created, shall be filled exclusively by the Founder-Member.

Section 5. Removal. The Founder-Member may remove any director other than the Founder-Director at any time, with or without cause. The Board of Directors may remove a director other than the Founder-Director only for cause and only upon the affirmative vote of two-thirds (2/3) of the directors then in office.

Section 6. Powers. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors, subject to the rights of the Founder-Member and the consent rights of the Trust Protector as set forth herein.

> **Legal basis (Ch. 617):** §617.0803 (number and election of directors; three-director minimum); §617.0805 (terms; articles/bylaws prescribe); §617.0806 (staggered terms permitted); §617.0808 (removal as articles/bylaws provide); §617.0810 (vacancies filled as articles/bylaws provide). **Red-team flag:** a non-expiring, irremovable Founder-Director seat is aggressive — the chapter permits articles to prescribe terms and removal procedures, but no Florida decision squarely blesses an irremovable director. Counsel must confirm. The Founder-Member structure (Article IV) provides independent, unassailable appointment/removal control even if this Section were narrowed.

ARTICLE VI — OFFICERS

The officers of the Corporation shall be as provided in the Bylaws. The Chairman, President and Chief Executive Officer is **Israel Lee Armstead**, who shall have the authority to appoint and remove all other officers of the Corporation at will, to preside at meetings, and to execute instruments on the Corporation's behalf, as further defined in the Bylaws.

> **Legal basis:** §§617.0840–617.0842 (officers appointed and removed as bylaws provide).

ARTICLE VII — TRUST PROTECTOR

Section 1. Office. There is established the office of Trust Protector of the Corporation. The initial Trust Protector is **Elvia G. Armstead**, serving pursuant to the Board Law ratified 2026-09-09.

Section 2. Consent rights. The following actions require the prior written consent of the Trust Protector in addition to any other approvals required by law, these Articles, or the Bylaws: (a) dissolution or liquidation of the Corporation; (b) merger, consolidation, or conversion of the Corporation; (c) sale, lease, or disposition of all or substantially all of the Corporation's assets; (d) any amendment to Article II (Purposes), Article III, Article IV, Article V (Section 2), this Article VII, or Article X of these Articles; (e) any change to the Corporation's status as a Section 501(c)(3) organization.

Section 3. Appointment and removal. The Trust Protector is appointed by the Founder-Member and may be removed only by the Founder-Member. A vacancy is filled by the Founder-Member.

Section 4. Nature of powers. The Trust Protector's powers are consent (negative) powers only; the Trust Protector has no authority to direct the Corporation's operations or to remove the Founder-Director.

> **Legal basis and flag:** "Trust Protector" is not a statutory office under Chapter 617; it is implemented here as an articles-created office with defined consent rights over fundamental actions — a technique analogous to class-consent rights recognized under §§617.1003–617.1022. Counsel should confirm the formulation. The bilateral lock (Founder-Member + Trust Protector must concur to amend this Article) is intentional: it makes the mission protection genuine rather than circular.

ARTICLE VIII — REGISTERED AGENT AND REGISTERED OFFICE

The Corporation's registered agent and registered office are **unchanged** by this restatement and are as set forth in the Corporation's current record on file with the Florida Division of Corporations (Document No. N24000007976):

- Registered Agent:

  OPEN ITEM

  CARRY OVER UNCHANGED — copy verbatim from current Sunbiz record; not verified in this draft

- Registered Office:

  OPEN ITEM

  CARRY OVER UNCHANGED — copy verbatim from current Sunbiz record; not verified in this draft

ARTICLE IX — PRINCIPAL OFFICE

The principal office and mailing address of the Corporation are as set forth in the Corporation's current record on file with the Florida Division of Corporations (Document No. N24000007976), **carried over unchanged** by this restatement.

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Copy verbatim from current Sunbiz record; not verified in this draft.

ARTICLE X — AMENDMENTS; ENTRENCHMENT

Section 1. General amendments. Except as provided in Section 2, these Articles may be amended by the written consent of the Founder-Member, without Board action, in accordance with Chapter 617, Florida Statutes.

Section 2. Entrenched provisions. Article II (Purposes), Article III, Article IV, Article V (Section 2, Founder-Director), Article VII (Trust Protector), and this Article X may be amended or repealed only with the prior written consent of **both** the Founder-Member **and** the Trust Protector.

> **Legal basis:** §617.1003 (amendments adopted as articles provide; articles may prescribe the vote required); §617.1021–1022 (amendment procedures). Entrenchment-by-consent is the mechanism; the bilateral lock is disclosed and intentional.

ARTICLE XI — DURATION; ADOPTION

Section 1. The duration of the Corporation is perpetual.

Section 2. These Amended and Restated Articles of Incorporation (a) restate without change all operative provisions of the Articles of Incorporation currently on file, except as amended hereby, and (b) were duly adopted by the Board of Directors and by the written consent of the Founder-Member (the sole member) in accordance with Sections 617.1002, 617.1003, and 617.1007, Florida Statutes.

Section 3. If the Corporation's filed Articles of Incorporation currently provide for members other than as set forth herein, counsel shall confirm the adoption procedure before filing; the adoption package (File 03) contains both board and member consents.

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ADOPTION CERTIFICATE *(to be completed at execution)*

The undersigned certifies that the foregoing Amended and Restated Articles of Incorporation of E5 ENCLAVE INCORPORATED were duly adopted on ________________, 2026, by the Board of Directors and by the Founder-Member (sole member) in accordance with Chapter 617, Florida Statutes.

Signature:	______________________________
Printed name:	Israel Lee Armstead
Title:	Chairman, President and Chief Executive Officer; Founder-Member
Date:	______________