E5 ENCLAVE INCORPORATED

Filing and Compliance Checklist

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. Step-by-step draft checklist for filing with the Florida Division of Corporations and staying in good standing.

Amended and Restated Articles + Governance Package

DRAFT — Prepared 2026-09-18. Nothing filed. Counsel review required before filing. No filing occurs without the Chairman's separate explicit written authorization (Resolution B of File 03).

Part A — Pre-filing verification (all items must be resolved before signing)

- ☐ **Current Sunbiz record pulled.** Obtain the live Articles of Incorporation and most recent annual report for Document No. N24000007976 from the Florida Division of Corporations (public search — browser route, never a guessed URL). **Verbatim-copy into File 01, Article VIII and Article IX:**

registered agent name and address, principal office, mailing address. Confirm whether the current articles already provide for members (adoption procedure depends on it).

- ☐ **Third director confirmed.** The 2026-09-12 roster names Tanya R. Armstead (Secretary); the third current director of record must come from the Sunbiz annual report, not from memory.
- ☐ **Registered agent consent current.** Confirm the registered agent on record has accepted the designation (required on the filing).
- ☐ **Filing fee verified from the Division's official fee schedule.** Do NOT use a remembered figure. As of this draft, the figure is unverified — check the Division of Corporations' current published fee schedule for "Amended and Restated Articles of Incorporation — Not for Profit" (and, separately, the ~$70 figure cited for a new nonprofit filing in File 05) before any payment is prepared.
- ☐ **Articles provisions cross-checked against the pulled current articles.** If the current articles contain provisions this restatement drops (e.g., specific-purpose language the IRS determination relied on), counsel confirms the restatement is safe. Note: the IRS determination (Letter 947, 07/12/2024) is already issued; the restatement must not jeopardize it.
- ☐ **Name availability for the research affiliate** (File 05) checked separately, if the Chairman wants that lane opened now.

Part B — Execution (only after Part A, and only on the Chairman's explicit "file" authorization)

- ☐ Resolution A (Board written consent) — signed by all three directors, dated.
- ☐ Resolution B (Founder-Member written consent) — signed by Israel Lee Armstead as sole member, dated, **including the separate written direction to file**.
- ☐ Amended and Restated Articles — Adoption Certificate completed (File 01).
- ☐ Bylaws — Certificate of Adoption completed (File 02, Secretary signs).
- ☐ Conflict of Interest Policy — Exhibit B annual statements signed by all directors, officers, Founder-Member, Trust Protector.
- ☐ File the Amended and Restated Articles with the Florida Division of Corporations (online via the Division's portal — the Chairman's lane for the final submit, or counsel's) with the verified fee.

- ☐ Retain the Division's stamped/acknowledged copy in `~/workspace/your_files/e5-governance/` (filed/ subfolder).

Part C — Post-filing compliance (within 30 days)

- ☐ Report the Articles amendment on the next Form 990 (Schedule O) — the 990 preparer must have the filed restatement.
- ☐ Confirm the annual report (due each year January 1 – May 1) reflects current officers/directors and the registered agent.
- ☐ Update the registered agent record immediately if the agent or office changes (§617.0502).
- ☐ Minute-book assembly: filed Articles, Bylaws, both consents, COI statements, Board Law ratification record, in one binder/location.

Part D — Ongoing 501(c)(3) compliance spine (annual)

- ☐ **Form 990 series filed on time** (EIN 99-3822441; fiscal year ends December 31; 509(a)(2) public charity — mind the public-support test: normally >1/3 of support from contributions + related-function gross receipts, ≤1/3 from investment income).
- ☐ **No inurement / no excess benefit transactions** (§4958): all insider compensation documented with comparability data per the COI Policy.
- ☐ **Lobbying stays insubstantial** (no §501(h) election on record — the default facts-and-circumstances test applies); **no political campaign intervention, ever** — the bright line.
- ☐ **FDACS charitable solicitation registration** (CH85245, issued 2026-09-18) renewed as required; solicitation disclosures on all contribution surfaces; registered email kept current (FDACS corresponds by email only per §570.161, F.S.).
- ☐ **Minutes and written consents** kept for every Board and member action.
- ☐ **Board Law + Bylaws conflict check** at each annual meeting: the higher-threshold instrument controls.

Part E — Standing flags carried forward

- ☐ **Counsel must opine before E5 is named as a research institution on any STTR proposal** (15 U.S.C. § 638(e)(8) → § 3703(3) "exclusively scientific or educational" test). E5's honest purposes are broader; the affiliate (File 05) is the clean vehicle.
- ☐ **STTR memo** (`~/workspace/sbir-master-archive/intel/e5-sttr-research-institution-verification-2026-09-18.md`) to be updated to reflect the affiliate strategy once the Chairman decides.
- ☐ **Unverified items log:** (1) registered agent name/address; (2) principal office; (3) third director; (4) current-articles text vs. restatement deltas; (5) Division filing fee. None of these were invented in the drafts — all are bracketed. Verification of each is a filing precondition.