

E5 ENCLAVE INCORPORATED

Research Affiliate Option

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 optional dedicated nonprofit research affiliate — exploratory only.

E5 ENCLAVE INCORPORATED · Governance Package, File 05

DRAFT — Prepared 2026-09-18 on the Chairman's direction. Nothing filed. Counsel review required before formation.

Why this file exists. Parallel research (the STTR homework, 2026-09-18) found that on a strict reading of 15 U.S.C. § 638(e)(8) → § 3703(3), E5's admitted broader purposes **fail** the "owned and operated exclusively for scientific or educational purposes" test — and that amending E5's own articles is a **weak** fix, because the real work would contradict an "exclusively" clause. E5's restated purposes (File 01) are therefore 501(c)(3)-clean and operationally honest, and do **not** attempt Stevenson-Wydler compliance. The clean STTR research-institution lane is a **dedicated nonprofit research affiliate** whose purposes genuinely are exclusively scientific and educational.



1. The design

A new Florida not for profit corporation — working name **E5 RESEARCH INSTITUTE, INC.** (name availability to be checked at filing; do not represent as taken) — formed as a single-purpose research organization:

OPEN ITEM

- **Purposes limited to scientific and educational activity** — the only exempt purposes the affiliate pursues.
- **Founder-member control mirroring E5** — Israel Lee Armstead as sole Founder-Member, with the same Trust Protector (Elvia G. Armstead) consent architecture, so the affiliate inherits the Chairman's governance doctrine without importing E5's broader operations.
- **E5 as the affiliate's programmatic partner, not its alter ego** — E5 may subcontract to, or contract with, the affiliate for SBIR/STTR work-share (SBC $\geq 40\%$, RI $\geq 30\%$), documented at arm's length under both entities' conflict-of-interest policies.
- **501(c)(3) pursued** via Form 1023 after formation (the STTR statute does not strictly require 501(c)(3) status — the functional test controls — but IRS determination is the standard evidence and is strongly recommended).

2. Purposes language that WOULD satisfy Stevenson-Wydler

Draft Article II for the affiliate's Articles of Incorporation (final form subject to counsel):

"The Corporation is organized and shall be operated **exclusively for scientific and educational purposes** within the meaning of 15 U.S.C. § 3703(3) and Section 501(c)(3) of the Internal Revenue Code, including:

- (a) conducting scientific research in artificial intelligence and machine learning, agricultural technology and precision agriculture, and data science, and publishing and freely disseminating the resulting research, datasets, and methodologies;
- (b) developing and maintaining open research infrastructure — including open datasets, benchmarks, and reference implementations — for the benefit of the scientific community;

(c) providing education and training directly in support of such research, including research fellowships, technical training, and public educational materials concerning the Corporation's research fields.

The Corporation shall not engage in any activity beyond scientific research and education in direct support thereof. No part of its net earnings shall inure to any private person; no substantial lobbying; no political campaign intervention; assets on dissolution distributed per Section 501(c)(3)."

Note the deliberate narrowing: no community-development, no fiscal sponsorship, no advocacy — the activities that make E5's own clause honest are exactly the activities excluded here.

3. Formation checklist

- ☐ Name availability search (Florida Division of Corporations) for the chosen name.
- ☐ Articles of Incorporation — exclusively-scientific/educational purposes per §2 above; registered agent designated with consent; principal office; no members other than the Founder-Member (or articles-created sole-member structure mirroring File 01).
- ☐ Bylaws — mirror the File 02 control architecture (Founder-Director, staggered terms, Trust Protector consent, entrenched provisions), adapted to the affiliate's narrow purposes.
- ☐ Board + member written consents adopting articles, bylaws, COI policy.
- ☐ **File with the Florida Division of Corporations** — filing fee approximately \$70 (figure from the STTR homework, 2026-09-18 — **verify against the Division's current published fee schedule before paying**).
- ☐ EIN application (IRS — no fee).
- ☐ Form 1023 (or 1023-EZ if eligible) for 501(c)(3) determination — user fee per current IRS schedule (**verify**; do not rely on a remembered figure).
- ☐ SAM.gov registration / UEI for the affiliate (needed before it can appear on federal proposals).
- ☐ Capability statement for the affiliate (research staff, facilities, past performance, publications) — the STTR agencies evaluate the RI partner's substance, not just its paperwork.
- ☐ Allocation of Rights / IP agreement framework between AgriMesh Corporation (the SBIR/STTR applicant) and the affiliate, per agency requirements.

4. Cost summary (all figures approximate — verify before spending)

Item	Approx.	Status
Florida nonprofit Articles filing	~\$70	From STTR homework 2026-09-18 — verify at the Division's fee schedule
EIN	\$0	IRS, no fee
Form 1023 user fee	Per current IRS schedule	Verify — do not use a remembered figure
SAM.gov / UEI	\$0	Free
Registered agent (if commercial)	Varies	Chairman's choice; his own agent lane may apply

No filing or formation step occurs without the Chairman's explicit authorization. The affiliate is a recommended option, not a decided one.

5. Relationship to E5's other lanes

- **E5 as SBIR subcontractor:** E5's real work (education programs, community deployment, fiscal sponsorship) is subcontractable SBIR/STTR work-share where the topic allows — honest, 501(c)(3)-consistent, and outside the RI test.
- **University / FFRDC fallback:** the standing fallback research-institution partner remains a university or FFRDC for any proposal where the affiliate is not yet formed, not yet determined, or not yet credible.
- **AgriMesh Corporation** remains the for-profit SBIR/STTR applicant (per the ratified os-blueprint).

6. Standing flag

Counsel must opine before E5 is named as a research institution on any STTR proposal. Until counsel opines otherwise, E5 is positioned as subcontractor/partner — never as the STTR research institution. The affiliate, once formed, determined, and substantively capable, is the vehicle for the RI role.