



COACHES 101 A NJ NONPROFIT

CRYPTO RETIREMENT FUND COMPLIANCE FRAMEWORK

APRIL 2024

MY PLAN CHALLENGE FOUNDATION FUND

SEP IRA RETIREMENT PROGRAM

Board Packet: Crypto Retirement Fund Compliance Framework

Prepared For: Board of Trustees – Coaches 101 A NJ Nonprofit

Prepared By: President Omar Dyer

Date: [1/01/2025]

Section I: Executive Overview

The following materials outline the regulatory framework and internal controls necessary to ensure that Coaches 101 remains compliant with federal and state nonprofit laws during the incubation of its crypto-powered retirement platform.

- **Program Classification:** SEP IRA-style stablecoin fund
 - My Plan Challenge Foundation Fund
 - My Plan Challenge Initiative (Spearheaded by Coaches 101 PAC)
 - **Blockchain Status:** Incubation stage
 - **Annual Revenue:** <\$500,000 (NJ), <\$1 million (SEC threshold)
 - No registration required for both state and federal
 - **SEC Status:** Unregistered; under Howey Test exemption
 - Monitored by an Angel Investor, must meet requirements
 - Monitored by Broker Dealer (Citizens Securities INC)
 - **Audit Requirement:** Not triggered under current thresholds
-

Section II: Governance Approvals

Call Warrant Resolution

Authorizes the Board to repurchase tokens if:

- Misuse of tokens occurs
- Holder becomes legally ineligible
- Volatility threatens nonprofit operations

✅ **Call Put Notice Protocol**

Empowers token holders to request voluntary buyback. Terms include:

- Submission via smart contract
- Valuation based on 30-day trailing average
- Executed upon board approval

✅ **Call Option Statement**

The nonprofit reserves right to call back tokens at fixed strike rate:

- Triggered during shutdown, reorg, or legal review
- Managed through foundation's multiset wallet

✅ **Promissory Note Standard**

Used for deferred crypto payments. Includes:

- Token amount and timestamp
- Fiat equivalent and repayment schedule
- Dispute handling via arbitration clause

⚖️ **Section III: Federal & State Disclosure Strategy**

SEC (Federal Compliance)

- Stablecoin unlikely to meet **Howey Test** = not a security
- Maintain voluntary disclosures:
 - Token mint/burn protocols
 - Smart contract audit summaries
 - Conflict-of-interest statements
- Monitor annual activity to ensure exemption status
- IRS Compliance with 990PF and 990T or 990
 - 1023 Notice of Tax Exemption

New Jersey State Guidelines

- Below \$500k = exempt from mandatory audit
 - Maintain annual registration with NJ Charities Bureau
 - Include crypto disclosure appendix for:
 - Tech status
 - Revenue attribution
 - Risk mitigation strategies
 - State Trademark Licensing
-

Section IV: Internal Controls & Agreements

Disqualified Person Waiver Clause

Affirms that insiders:

- Will not receive private inurement
- Are not entitled to profit from token activity
- Agree to board-reviewed compensation only

Disqualified Person Contract Template

Used when engaging disqualified individuals for blockchain development:

- Work scope defined
 - Fee schedule reviewed by independent officer
 - Subject to public disclosure in Form 990-PF
-

Section V: Token Governance & Use Policy

- Use restricted to **mission-aligned objectives**
- No speculative trading permitted
- Minting/burning tracked in blockchain ledger
- Custodial access via board-controlled multi-signature wallets
- All language avoids “investment returns” or “dividends”

Conflict Of Interest Policy

This artifact was constructed as the official policy of Coaches 101 A NJ Nonprofit, on January 8, 2025, between the President and Board of Trustees, as a policy to provide clear transparency between finances and applicable laws? The policy will include conduct that is detrimental to the financial health and growth of the organization, and the foundations that are managed.

Article I. Disqualified Person and Qualifying Member

Under IRS rules section 4958 is a disqualified person, who is a person to exercise substantial influence over the affairs of the organization at any time during a five-year period.

Section 1.01 Board Members

- (a)-founders, are subjected to full disclosure, and file a waiver to waive all and any compensation from royalties, dividends, and capital gains on the interest collected from all any debt instruments.
- (b)-Family Members, are contract based and subjected to federal and state laws when it comes to self-dealing and private inurement, on the assets—even when listed as beneficiaries due to perspective laws.
- (c)-Board of Trustee, are appointed for 4-to-5-year terms and are subjected to all federal and state laws when it comes to self-dealing and private inurement.

Section 1.02 Angel Investors and Partnerships

- An Angel Investor is a high-net-worth individual or institution who invest private capital (often under securities exemption) into startups or organizations in exchange for equity, convertible notes, or other investment contracts.
- Under SEC rules and regulations, they must be accredited and file a 501(a) of regulation D. An accredited investor must (a) have \$1 million net worth, which excludes primary residence, alone or with a spouse/spousal equivalent—(b) have \$200,000 annual income (individual) or \$300,000 with spouse for the past two years, with expectation of same income level the current year; (c) must hold a series 7, 65, or 82 license (securities industry professional), can hold a sponsored securities industry essentials.

- Angel Investors, whether individual or corporate with any transaction, investment, or donation agreement involving an individual or entity acting as an angel investor or accredited investor under rule 501(a) of regulation D, who serves in a governance role (board members, officer, adviser, or key employee), shall be disclosed and reviewed for a potential conflict of interest.

Such individual must disclose any financial interest, including equity holdings, token allocations, convertible notes, or revenue-sharing agreements with the organization. In accordance with IRS and SEC guidelines, no angel investor serving as a board member, or officer may vote on any matter directly involving their financial benefit or contractual relationship with the organization.

- i. Transparency: Document all investor rules and financial benefits, if the investor is the founder or family member—a financial waiver must be included.
 - ii. Exempt Purpose Test: Ensure investments are aligned with the nonprofit's mission, on financial literacy and fintech education.
 - iii. No Private Inurement: Angel Investors cannot extract unreasonable profit from a nonprofit.
- Coaches 101 A NJ Nonprofit, will and shall document the nature of the investment, the investor's role with the organization—and conclude that the transaction was fair, reasonable, and in the furtherance of the organization's exempt purpose.

(b) Qualifying Member (New Jersey)

Is a person who is eligible to vote, serve, or hold authority per bylaws or statute, such person can be board members, elected members, officers—whereas such person must follow nonprofit law; disqualification usually relates to legal or ethical violations. And are angel investors under NJ Nonprofit Corporation Act (N.J.S.15A).

- Any person under N.J.A.C. 13:47A-1.1 who enters into an investment contract, and has filed for the Angel Investors' tax credit, mirror federal guidelines.
- Any person under this policy shall be named in the organizations updated bylaws, or organizational chart—if they hold a voting position or governance authority such as (trustee, officer, committee member).

i. Legal Requirements under (N.J.S.A. 49:3-50):

Must invests in offerings exempt from registration (startup phase)—(b) must not receive compensation that would trigger “broker-dealer” registration unless licensed: (c) and if such person is serving in governance role, such person must disclose economic interest in the offering—(d) not with standing the founder, board of trustee who are family members, they must file a waiver of any and all compensation, even if listed as beneficiaries.

ii. Investor Disclosure

In accordance with N.J.S.A. 15A:6-8, N.J.S.A. 49:3-50 and IRS Code 4958, any board member, officer, or advisory committee member who acts as an angel investor, or who provides capital to the organization in exchange for equity, tokens, debt, royalties, or other financial instruments, must disclose such interest in writing.

- Shall not vote on any matter where a conflict arises from their investment;
- Must recuse themselves from any related negotiations or decisions;
- Must ensure that terms of their investment, are fair, market-rate, and not excessive under nonprofit and state securities law.

iii. Documentation of Interest

The board of trustees must request from the legal department or contracted legal representative to document any and all transactions that serves a charitable or educational purpose, and follow “Blue Sky Laws” – plus review any and all disinterested members, to come in compliance with both SEC Regulation D and New Jersey Blue Sky Law exemptions; each account must have conflict of interest clauses to come compliance with laws governing private inurement or insider benefit.

- Coaches 101 A NJ Nonprofit does build blockchain technology, and allows artist to build NFT or other tokenized systems, for members and contributors.
 - As an exempt organization, our members will be sponsored when registering with local and federal laws.

- Must file a Form D with the SEC and Form U-2 (consent to service of process) in New Jersey.
- Register any collectible items, and have copyright holder's protection to Coaches 101 A NJ Nonprofit in the state of New Jersey—such as with the Department of Treasury and Taxation in New Jersey, once the item is over \$50k, register through Coaches 101 A NJ Nonprofit as a finance firm, sponsored by our organization, and pay the \$500 fee for registration into the bureau of securities in New Jersey.

Article II. Retirement Program Conflict of Interest Policy

The following materials outline the regulatory framework and internal controls necessary to ensure that Coaches 101 remains compliant with federal and state nonprofit laws during the incubation of its crypto-powered retirement platform.

Section 2.01 Executive Overview

Program Classification: SEP IRA-style stablecoin fund My Plan Challenge Foundation Fund, (a) My Plan Challenge Initiative (Spearheaded by Coaches 101 PAC)—(b) **Blockchain Status:** Incubation stage, (c) **Annual Revenue:** <\$500,000 (NJ), <\$1 million (SEC threshold) No registration required for both state and federal; (d) **SEC Status:** Unregistered; under Howey Test exemption Monitored by an Angel Investor, must meet requirements—(e) Monitored by Broker Dealer (Citizens Securities INC); (f) **Audit Requirement:** Not triggered under current thresholds.

(a) My Plan Challenge Initiative (Spearheaded by Coaches 101 PAC);

The program under Coaches 101 PAC was created under a specific department code, for non-political reason, which there was no support of any political candidate—much of the program was satire based. The program administrated under Coaches 101 (PAC) with its own EIN is an advocacy and lobbying committee of volunteers. The initiative is a “Get Out The Vote” pledges, where the image and likeness of Mad Comedian will be used to conduct voter registration and community outreach only.

The initiative will conduct it's own audit, and accounting, have a separate bank account with separate filings in a separate bank and will report to respective federal organizations.

(b) Blockchain Development:

Coaches 101 A NJ Nonprofit is working on developing a blockchain for Omar Dyer Blockchain LLP and Coaches 101 A NJ Nonprofit tokenized product. Our SEP IRA program is monitored by Citizen's Securities INC.

(i) *Citizens Securities is a brokerage firm regulated by FINRA, with it's main office located in Johnson, RI, and it has a branch that is registered as an investment advisor with the SEC.*

- 1) FINRA Registration: CRD (Central Registration Depository) #39550
- 2) SEC Number: 801-61902 and 8-48744
- 3) One Citizens Bank Way, JCB135 Johnston, RI 02919

(ii) *Cash App Investing LLC: is an entity that provides brokerage services for self-directed customers wanting to buy and sell stocks and ETF.*

- 1) Block INC: is the parent company of Cash APP and the entity responsible for providing bitcoin trading services through the Cash APP platform, as noted Block is not a member of FINRA or has SIPC protections for any bitcoin transactions.
 - a) *Investing in \$makemacomedianfamous on Cash APP is a donation recorded as an in-kind contribution, and the investment is noted into the ecosystem on Cash APP. There is no payout, no dividend, or anything—MMCF is a token in a tokenized blockchain.*
 - b) *Make Mad Comedian Famous (website) is a mech store and market place, that is not registered to any federal authorities and as of now is strictly e-commerce, with expectations to comply with state laws from the Department of Taxation and Finance in New Jersey, or with the New Jersey Economic Development Authority, via the Angel Investors Program.*
 - c) *FINRA Registration: CRD (Central Registration Depository) #144076*
 - d) *SEC Registration Number: 8-67630*
 - e) *400 SW 6th Avenue, 11th Floor, Portland, OR 97204*

(iii) *DriveWealth LLC* is a clearing broker-dealer, which means it facilitates transactions in securities for other brokers and investment advisers; the firm does not directly provide investment advice or make recommendations to individual investors.

a) FINRA Registration: CRD (Central Registration Depository) #165429

b) SEC Registration Number: 8-69161

c) 28 Liberty Street 50th Floor, New York, NY 10005 USA

(c) Annual Revenue Threshold

Members, board of directors, founders that hold voting roles outlined in the statement of obligations are not subjected to the grace of the federal law. Each member, board of trustee, and or founder with executive roles, must be contracted as an employee in order to receive a bonuses, benefits and compensation related to 501 (c)3 IRC 4946 for disqualified persons.

(i) *Angel Investor Requirements:*

For a federal response, angel investors must be registered as an accredited investor, with the threshold of \$1 million in assets that is not attributed to real estate. Board Members, and Board of Trustee – are forbidden to use real estate as collateral but must extinguish the retail value of intellectual property with required certification. (a)-A board of trustee, founder, or angel investor who has voting roles on the product and organization, must meet the requirement of \$200k annual income, and \$300k with spousal: (b)-be registered with the state of New Jersey's Bureau of Securities and pay the fee of \$500, if the investor is investing a blockchain at the face value must also make sure that the chain follows rules and regulations.

(ii) *Disqualified Person:*

Any person throughout the program that qualifies under article 1 of this conflict-of-interest policy. Since this is a foundation fund built for artist, if there's a match in the contract—a waiver must be organized, and cashouts to buyouts have to follow applicable laws governing secondary markets.

(d) SEC Regulation:

Any investor that is operating a blockchain of any product monitored by Coaches 101 A NJ Nonprofit will have to register with the SEC and New Jersey's Blue Sky Laws.

(e) Audit Requirement:

Coaches 101 A NJ Nonprofit in the state of New Jersey will have to get a third-party CPA or independent auditor on the finances of the corporate's business statement over the threshold amount of \$1 million, this includes a mandatory audit review for products by angel investors. Example: if Jerry Rice (Jerry Rice is fictional in terms of this scenario) invested \$1.5 million into Coaches 101 A NJ Nonprofit for the exclusive rights to Mad Comedian's Blockchain. Jerry would have to have a CPA audit the finances of transaction. And Coaches 101 A NJ Nonprofit will also have to have an independent auditor to oversee the high value transaction, with the exemption of institutional and custodial investors. A custodial investor is subjected to being regulated as a whitelist member and the accumulated number would need a CPA to give an independent audit.

Section 2.02 Governance Approvals

As apart of the conflict and interest in this company, Coaches 101 A NJ Nonprofit values the importance of compliance. Which is why this organization has put in place a system based on the Howey Test. Any digital asset under this organization's model is not a security, yet the organization's policy is to treat the product as a security. Each product that is developed by this organization will have to go through this process.

(a) Call Warrant:

For each and every product that is registered to the organization, the investor or the member of the board, via anyone who purchase the blockchain in its entity will be on a call warrant contract. For each call warrant the appoint company president via currently Omar Dyer would, file for 100 options and place those options into a call warrant. The investor would become the owner of the call warrant. According to IRC rules, the founder has 100 options, and the board of trustees have 100 options –if the president of Coaches 101 A NJ Nonprofit is not the founder (Omar Dyer) such person will have 100 options. Coaches 101 A NJ Nonprofit has on record 500 options into the organization's pool, with 200 options held for legacy beneficiaries.

(b) Call Put Notice Protocol

A Call Put Notice is a limited common phrase used in corporate fiancé, investment agreements, and private equity deals—which is a formal written notification sent by one party to another party to exercise either:

- 1) A Call Right, which is the right to force the other party to sell their ownership or shares to you (you're calling the shares);
- 2) A Put Right, which is the right to force the other party to buy your ownership interest or shares (you're "putting" the shares to them);
- 3) As apart of the Angel Investors program, when an investor purchase into the blockchain with a total of 100 shares at the market rate price; each call warrant are subjected to these rules:
 - a) Having a shareholder agreement (in the case of this nonprofit) the term option is used because an option holder has no voting right in the organization;
 - b) Having a joint venture contract or agreement—which details the liabilities;
 - c) Having in place private investment contracts—for example private equity where as an investor places a put right, they can send a "Put Notice" to the company requiring it to buy back their shares at an agreed formula price. And same rules apply with a Call Notice, which is the investor call right to force a sell on their shares (option):

(c) Call (Option)

Under Coaches 101 A NJ Nonprofit's policy a call option in the terms of shares is an option with no voting rights in to the mission plan of the organization; is a contract that gives the buyer the right, but not the obligation to purchase an asset (like a stock, commodity, per currency) at a specified strike price on or before a set expiration date:

- 1) Angel Investors or institutional buyer has a perspective on betting the asset's price to the will of going up, so the item can be brought at a cheaper than the market price.
- 2) Angel Investors or institutional buyer, has a perspective of a seller to be obligated for selling the asset at the strike price if the buyer exercise the terminology to the word option.

(d) Put (Option)

A Put is when an option contract is requested that it gives the buyer the right, but not the obligation, to sell an asset at a specified strike price on or before the expiration date. The put is more of a share note, and any investor must have a SIE license from FINRA.

- 1) The profit-sharing note from the investor is the perspective that the buyer is betting on the asset's price will go down, so you can sell it for more than its market value.
- 2) The profit-sharing note from Coaches 101 A NJ Nonprofit, is a perspective that the seller's obligation to buy the asset at the strike price if the buyer exercises the option.

(e) Promissory Note Statement

Coaches 101 A NJ Nonprofit organization, to keep and stay in compliance with the Genius Act of 2025—when dealing with crypto and blockchain technology; an institutional buyer, or accredited investor must have a promissory note and a profit-sharing receipt note.

Section 2.03 State Compliance Policy

Coaches 101 A NJ Nonprofit Organization has pledged the transparency of what 501 (3) and the New Jersey Nonprofit Corporation Act (N.J.S.A. Title 15A Corporation Nonprofit under N.J.S.A. 45:17-18 et seq. Since this organization is organizing a blockchain and establishing once the *investor meet an establish value such as purchasing the entire blockchain, every transaction must be registered at the state level, with:*

(i) Trademark License

Not a mandatory requirement but an organization requirement, that any NFT created while in partnership with the organization, must file for a trademark license within the state of New Jersey's Business enterprise and finance. If the amount of the investment is above the threshold, registered the product with the Bureau of Security in New Jersey.

(ii) Product Name and Insurance

Due to the nature of our interaction with the state of New Jersey, even though it is not mandatory practice, Coaches 101 A NJ Nonprofit – will request investors to register with the Department of Banking Insurance and pay the applicable fees. This will ensure that the product is noted at all levels of compliance and is a debtor of money or a finance service firm, as a money transmitter.

(iii) *Bureau of Securities Regulations*

Any investor that purchase into the blockchain must report that contribution to the New Jersey Board of Securities, if the blockchain is over \$1 million, and pay the fee of \$500. Then follow the guidelines of GAA, establish a profile with public markets, and ensure that the transaction become compliance with the laws of New Jersey.

(iv) *New Jersey Charities and Nonprofit Act*

Any investor that is not a member of the board and contribute to the programs like My Plan Challenge, Make Mad Comedian Famous and the provided blockchains are subjected to submit CPA certified business statements to Coaches 101 A NJ Nonprofit, whereas those statements will be public documents.

Section 2.04 Federal Policies for Nonprofits

Coaches 101 at the direction of the board of trustee, will follow federal guidelines for nonprofit organizations. Our investors would be required to have their income and profit lost statements made available to the public:

(a) Board Members of 990PF

Board members or trustees are required to provide private information based on the rules and regulations of filing a 990 Private Foundation:

(i) *Schedule L and other forms*

Any loans, contribution or income that is related to disqualified person at the federal level, will be required to submit their information that will be made public. And form Schedule L will be filed, with schedule A plus B:

(ii) Howey Test (Tokenization)

According to the SEC, the Howey Test is if it looks like a security –then it is a security. Even if the security is a utility and the base set up for a utility are as simple:

- 1) Product Prospectus—is when a product as the industry standard on informing the product to the market;
- 2) Product IPS(Investment Policy Statement)-is when the company that is sponsoring the product issues a statement that list the policy of the product;
- 3) Certificate of Authenticity is a bill of sale in terms of a debt instrument;
- 4) Product Statement of Ownership, which is a summary of ownership, and licensing;
- 5) Product White and Yellow Papers – which are information on who is behind the public product and where or how it would be distributed on the market exchange:

The Howey Test is a requirement under the Securities Act of 1934, that allows the SEC to monitor and regulate securities. Coaches 101 A NJ Nonprofit believes that our products are not securities but utilities and the type of utility that is monitored by CFTC (Commodities Future Trade Commission) – is a government agency that monitors the transformation of money in assets. And the government wants people when dealing with simple investments have registration as investors, and those who are trading coins, to have certification or licenses:

Article III. Conclusion on Conflict of Interest Policy

Coaches 101 A NJ Nonprofit is committed to the transparency of the social market. Nonprofit organizations can't sell or deal with stocks and bonds, and make a profit on them—it there is no profit on the sell of the stock or the stock. Nonprofit organizations can invest in NGSO (Non-qualified stock options)—via they can invest in secondary market and private market exchanges. Any investor, or member is required to follow the laws as if the product that they are pushing are either utilities or securities:

Section 3.01 Direct Private Placement Statement

A Direct Private Placement is a sale of stock shares (for nonprofit it's options) or bonds to pre-selected investors and institutions rather than on a public exchange. It is an alternative to an initial public offering (IPO) for a young company seeking to raise money to expand:

(a) Filings and Requirements

The process is sometimes referred to as a 4(a)(2) private placement. The main process that enables such a sale is the 4(a)(2) exemption to Securities and Exchange Commission (SEC) rules regarding registration of public companies. The 4(a)(2) exemption permits companies and buyers of their securities to conduct such transactions without the company first filing for registration with the SEC:

- (i) Companies that sell shares privately can do so under either of two exceptions to the usual SEC rules requiring full registration:
 - 1) A 4(a)(2) exemption permits a company to sell a limited number of shares to a limited number of accredited investors:
 - 2) A Regulation D or Reg. D sales permits the sales of an unlimited number of shares to an unlimited number of accredited investors:
 - 3) In terms of a nonprofit organization there is no shares, and options are based on 100 options, into the voting block of the organization. Options from a nonprofit organization is known, non-voting stakes into the product that is issued by a call warrant:

(ii) Private vs Public Stock Sales (Loan Stock or Debt Instrument)

The sale of the stock on public exchanges is regulated primarily by the Securities Act of 1933. The Law was enacted after the market crash 1929 to ensure that investor receive sufficient disclosure when they purchase securities:

(b) How does a Private Placement Work?

Private placements are conducted at invitation-only events, real or virtual. The prospective buyers are all accredited investors. They have registered with SEC an investors who have the knowledge and the resources to participate in the sale. The company raising money has to make its case for being a sound investment. However, it does not have to produce the full financial prospectus that is required of a company undergoing an initial public offering:

(c) Omar Dyer Blockchain and other Intellectual Property Blockchain

Any investors that are tasked to the Omar Dyer Blockchain, and has a partnership with Omar Dyer Blockchain LLP would be incorporated to the obligations that reside in the blockchain can be monitored as technology that is increasingly being used to manage and protect intellectual property (IP) rights. By creating a secure, transparent, and tamper-proof digital ledger, blockchain can help with IP registration, ownership tracking, and licensing, ultimately reducing infringement risks and streamlining IP management:

(i) Secure Record-Keeping and Proof of Ownership:

Coaches 101 A NJ Nonprofit will be the sponsored owner of the blockchain, and any other blockchain that uses the assets as a pool:

1) Timestamping and Digital Asset Registration:

Blockchain can timestamp and store digital assets (like document, designs, or code) creating an irrefutable record of creation and ownership;

2) Immutable Ledger:

The decentralized nature of blockchain ensures that once data is recorded, it cannot be altered, provided a secure and transparent recorded of IP ownership and transaction:

3) Proof of Existence

Blockchain can serve as a reliable and verifiable record of IP creation, helping to establish a “first-to-file” or “first-to-create” claim in case of disputes:

a) *Streamlined IP Management:*

- i) **Transparent Ownership Tracking:** Blockchain can simplify IP ownership transfers and licensing by providing a clear and traceable history of ownership changes:
- ii) **Smart Contracts:** Self-executing smart contracts can automate licensing agreements, royalty payments, and usage permissions, reducing administrative overhead and potential disputes:
- iii) **Global Accessibility:** Blockchain’s borderless nature can enable global recognition and enforcement of IP right, overcoming jurisdictional limitations of traditional systems:
- iv) **Combating Counterfeiting:** Blockchain can be used to track the supply chain of physical products, verifying their authenticity and helping to combat counterfeiting:
- v) **Evidence in Disputes:** The immutable and timestamped records on the blockchain can provide strong evidence in IP infringement or ownership disputes:
- vi) **Reducing Costs and Time:** By automating processes and simplifying transactions, blockchain can potentially reduce the time and costs associated with IP management:

b) *Specific Applications:*

- i) **Copyright:** Recording copyright ownership tracking usage, and automating royalty payments for creative works:
- ii) **Trademarks:** Tracking trademark usage, verifying first use, and potentially streamlining the trademark registration process:
- iii) **Patents:** Memorializing disclosure dates, tracking patent validity, and potentially speeding up the patent application process:
- iv) **Trade Secrets:** Recording the creation and disclosure of trade secrets, and potentially providing a mechanism for secure sharing and access:
- v) **Complexity and Cost of Implementation:** Implementing blockchain for IP management can be complex and require significant upfront investment:

- vi) **Scalability:** Ensuring that blockchain platform can handle the vast volume of IP data and transactions remain a challenge:
- vii) **Legal and Regulatory Frameworks:** The legal and regulatory landscape surrounding blockchain and IP is still evolving, requiring careful consideration:
- viii) **Public Perception and Trust:** Building trust in blockchain-based IP systems and ensuring user-friendliness are crucial for adoption:

Section 3.02 Direct Public Placement or Direct Public Offering

A direct public placement (or direct public offering) and direct listing are very similar methods for a company to go public, but there's a key distinction:

- **Direct Public Offering (DPO)** This involves a company selling its securities directly to the public without the use of underwriting or investment banks. This allows companies to avoid the costs and time associated with a traditional IPO;
- **Direct Public Placement (DPP)** In many cases follow a DPO but it primarily provides liquidity to existing shareholders rather than issuing new shares, through recent SEC changes allow for companies to raise capital as well;
- **Direct Listing:** A direct listing is a specific type of direct public offering where a company lists existing shares on a public exchange directly, without creating new ones. This is done to avoid underwriting, and registering with SEC as a community crowdfunding events, via nonprofit normally use direct listings, and direct public placements—for community outreach:

(a) How a Direct Public Offering Works

When a firm issues securities through a direct public offering, a direct private placement or a direct listing – it raises money independently without the restrictions associated with banks and venture capital financing. The terms of the offering are solely up to the issuer who guides and tailors the process according to the company's best interest. The issuer sets the offering price, the minimum investment per investor, the limit on the number of securities that any one investor can buy, the settlement date, and the offering period within which investors can purchase the securities and after which the offering will be closed:

- (i) *DPO Timeline* – The amount of time necessary to prepare a DPO is variable: it can take a few days a few months. During the preparation stage, the company initiates an offering memorandum which describes the issuer and the type of security that be sold. Securities that can sold through a DPO include common shares, preferred shares, REITs and debt securities, and more than one type of investment can be offered through the DPO.
- 1) **REITs:** Is a Real Estate Investment Trust (REITs) are companies that own, operate, or finance income-producing real state across a wide range of property sectors. These investments allow you to earn income from real estate without having to buy, manage, or finance properties themselves.
- 2) **Blue Sky Laws:** are state regulation established as safeguards for investors against securities fraud. The laws, which may vary by state, typically require sellers of new issue to register their offerings and provide financial details of the deal and the entities involved.
 - a) **Securities Fraud** is referred to as stock or investment fraud, is a type of serious white-collar crime that can be committed in a variety of forms but primarily involves misrepresenting information investors use to make decisions.
- (ii) *Announcement of a DPO*—after receiving regulatory approval, the issuing company running a DPO uses a tombstone ad to formally announce its new offering to the public. The issuer opens up the securities for sale to accredited and non-accredited investors or investors that the issuer already knows subject to any limitations by the regulators. The investors may include acquaintances, clients suppliers, distributors, and employees of the firm. The offering closes when all securities offered have been sold or when the closing date for the offering period has been clocked.

Article IV. Mad Comedian Blockchain Policy

Mad Comedian has a user policy that interacts with how the user exchange on the web, and the interaction on the website. Mad Comedian is a technology that is built on a system, which allows investors who follow the rules to invest in the product. The product is a public craft that has a service license that is set up as an incorporate platform around the rules and regulations of a private foundation. Mad Comedian has a partnership with Cash APP: as a blockchain with \$makemacomedianfamous.

Article V. Omar Dyer Blockchain Policy

Omar Dyer Blockchain is an initiative that is being built to be a blockchain that is centered around a limited liability partnership, where funding obligations and name to right are owned by Coaches 101 A NJ Nonprofit. The private blockchain is on invite only and while it is in the incubation stage, investors will follow the rules and regulations when it comes to investing in Nonprofit organizations.

Article VI. Conclusion

Coaches 101 A NJ Nonprofit has the right to upgrade and change the conflict-in-interest policy based on the regulations of the state of New Jersey, and upon the recommendation of the Internal Revenue Service –plus when the board of trustees or when there is an administrative dissolution.

Name	Title	Date
Omar Dyer	Legal Representative	1/10/2020-01/01/2025
Peggy Dyer	Board of Trustee	1/01/2020
Omar Dyer	President	1/01/2025

Approved By _____ Date _____

Omar Dyer	8/14/2025
Approved	Date
By	