

DISSOLUTION CLAUSE

(Pursuant to N.J.S.A. 15A:12-1 et seq.)

Coaches 101 A NJ NONPROFIT a state of New Jersey Private Foundation. Declaration of Trust made as of the 01 day of January, 2025, by Board of Trustees, of who hereby declare and agree that an agreement has been received this day from prese legal representative, as Donor, the sum of Ten Dollars (TBA) and that they will hold and manage the same, and any additions to it, in trust, as follows:

WHEREAS, Coaches 101 A NJ Nonprofit ("the Corporation") is organized exclusively for charitable, educational, and literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as a private foundation of operating foundations, and is subject to the nonprofit laws of the State of New Jersey;

WHEREAS, the Corporation holds certain intellectual property rights in the "Mad Comedian" project, for which a one hundred (100) year license has been duly authorized, granted, and recorded as a corporate asset licensed in the state of New Jersey trademark #27053 from 10/31/2023-10/31/2123;

- Mad Comedian's IP (intellectual Property is a public domain of the state of New Jersey;
- The value of Mad Comedian, is subjected to public auction rules at the original IP Deed evaluation;

WHEREAS, the Corporation also maintains the "My Plan Challenge Foundation Fund," which is monitored, regulated, and reported under the jurisdiction of the State of New Jersey to ensure compliance with charitable trust and fiduciary obligations

- The SEP IRA program is monitored by Citizen's Securities INC and individual accounts must roll over to the respective IRA accounts;
- The proceeds from the Profit-Sharing program, will be donated to an estate that will be established at the jurisdiction of the board of trustee and a court appointed arbitrator;

WHEREAS, the Corporation also maintains the "Omar Dyer Blockchain," which is monitored, regulated, and reported under the jurisdiction of Omar Dyer Blockchain LLP to ensure compliance with limited liability partnership, that is accustomed to by-laws and fiduciary obligations of the LLP

- Assets such as tokens, and digital art will be transferred to the LLP upon administrative dissolution by the state of New Jersey;

WHEREAS, New Jersey law requires that every domestic nonprofit corporation file an Annual Report with the New Jersey Division of Revenue and Enterprise Services, and further requires that any change in the Board of Trustees, registered agent, or principal office be reported;

WHEREAS, failure to file such Annual Reports or to properly report changes to the Board or governance structure may result in administrative dissolution under the New Jersey Nonprofit Corporation Act to ensure that no person listed in the statement of obligations can benefit or profit, as beneficiaries are delegated by the courts or a court appointed arbitrator;

NOW, THEREFORE, upon the occurrence of dissolution, whether voluntary, administrative, or judicial, the Board of Trustees shall adopt a resolution recommending dissolution in accordance with N.J.S.A. 15A:12-1 et seq., and shall submit such resolution to the voting members, if any, for approval.

Upon dissolution, the corporation shall stratify all lawful debts and obligations, like transfer or assign the 100 year "Mad Comedian license in accordance with terms of its governing agreement, ensuring it remains within the scope of a charitable purpose:

1. Distribute any remaining assets of the "My Plan Challenge Foundation Fund" in accordance with state-monitored requirements and any restrictions imposed by donors or governing documents.
2. Distribute all other remaining assets exclusively for charitable, educational, or literary purposes to one or more organizations recognized as exempt under Section 501(c)(3) of the Internal Revenue Code, and which are organized and operated exclusively for such purposes.
3. No part of the assets or net earnings shall inure to the benefit of, or be distributed to, any director, officer, or private person, except for payment of reasonable compensation for services rendered and the satisfaction of lawful debts.

This clause is binding under New Jersey law and shall be incorporated into the Corporation's bylaws and Articles of Incorporation. This Declaration of Trust is to be governed in all respects by the laws of the State of New Jersey. *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 Internal Revenue Code, or the corresponding section of any future Federal tax code. Any assets not so disposed shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is located. Disposal shall be made exclusively for exempt or public purposes or be made to such organization or organizations as the court shall determine to be organized exclusively for such purposes with in the respected time frame of a 100-year marker, that any terms in the original document can be revisited.*