



Operating Agreement

A LIMITED LIABILITY COMPANY FORMED IN
The State of Florida

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THE TRUST OF ST. MICHAEL

- Scholarships 4 Us, LLC shall be **owned** by **The Trust of St. Michael** and operated and managed under the jurisdiction of The Trust of St. Michael Agreement.
- Scholarships 4 Us, LLC is formed to be an **independent entity** operated in accordance to its' operating agreement and managed by the Founder and President, and three Appointed Governing Members that will eventually assume all responsibilities for management of the company.
- The trustees of The Trust of St. Michael shall have the **Authority of Removal** of Scholarships 4 Us, LLC Appointed Governing Members for best practices in checks and balance.
- **Accounting/Bookkeeping/Compliance** will be managed through The Trust of St. Michael.



- Scholarships 4 Us, LLC shall be the **grantor** of The **Trust of Scholarships 4 Us** which will be funded by Student-Participants' Savings Contributions and entitled Prize Money with records maintained through the **S4Us.portal™**.
- An appointed **Secretary of the Trust** will manage the trust according to **The Trust of Scholarships 4 Us Agreement**.
- Former Student-Participants' **Savings Contributions** and Prize Funds funded with **Prize Money** will be **disbursed** from The Trust of Scholarships 4 Us.
- **The Trust of Scholarships 4 Us Annual Financial Statements** shall be uploaded to www.Scholarships4Us.com/thetrustofscholarships4us.

BRAND OWNERSHIP

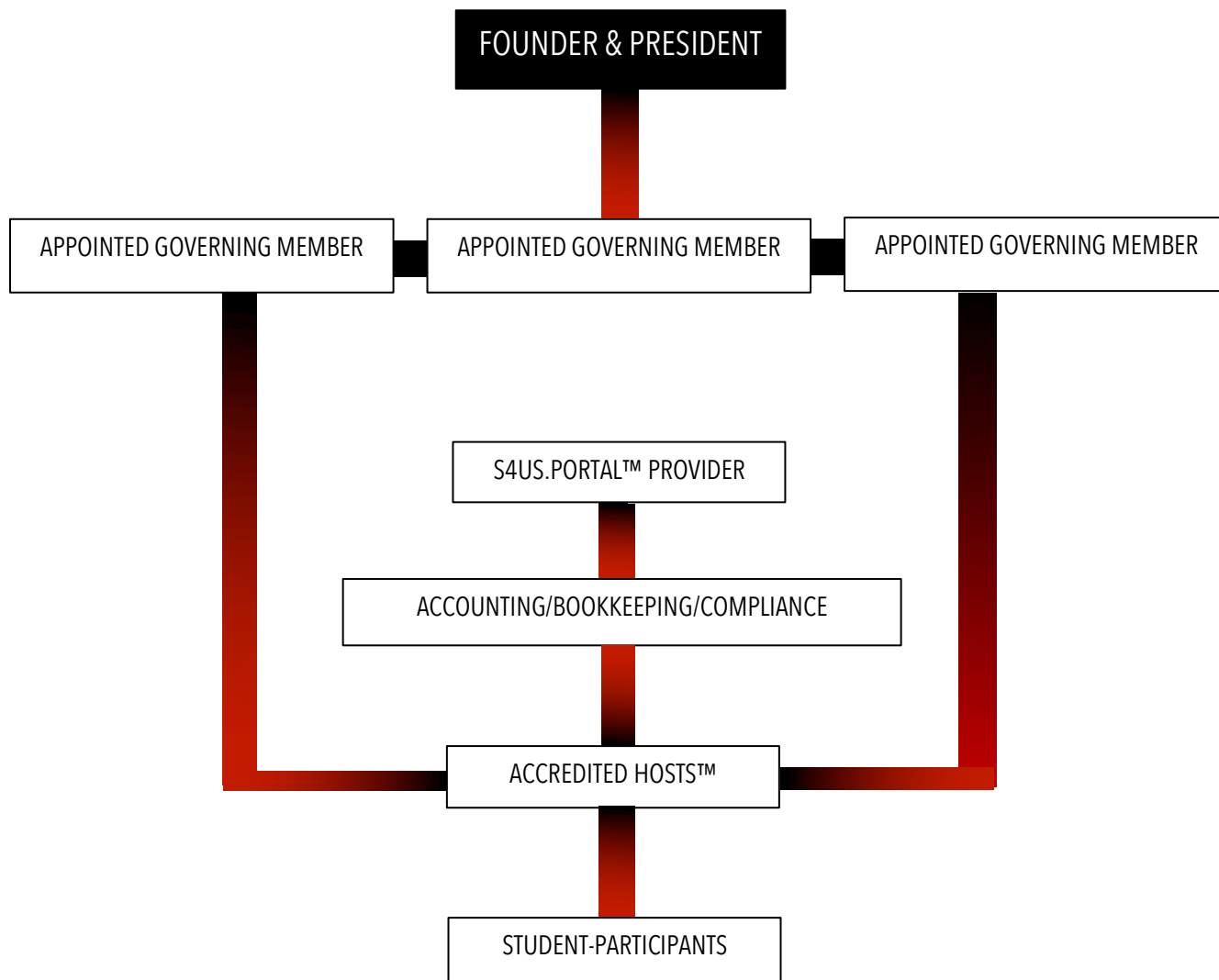


- Scholarships 4 Us, LLC founded and owns the **GEOJANI Esports Gaming™** brand to provide eligible students enrolled in The Scholarships 4 Us Program national standardized competitions and tournaments in the category of **Esports**.
- The GEOJANI Esports Gaming™ logo-design is a **registered trademark** that will be promoted as a **franchise business model** and a **licensable brand**.
- The **GEOJANI Esports Gaming™ Franchise Proposal** is public record at: www.Scholarships4Us.com/GEOJANIEsportsGaming.
- **ONLY** a youth organization that has registered as an Accredited Hosts™, or a business that has **requested and been granted licensing rights**, or a **recognized franchisee** will have **Exclusive Right of Use** to host a Scholarships 4 Us, LLC Accredited Event™ in the category of Esports using the GEOJANI Esports Gaming™ brand.
- GEOJANI Esports Gaming™ is **suitable** for **global branding**.



- 'Choice' is the Scholarships 4 Us, LLC brand character.
- The purpose in the creation of 'Choice' is to become a registered trademark and animated to be used as an educational, informational, and marketing tool within The Network 4 Us™.

ORGANIZATIONAL CHART





- Leadership of Scholarships 4 Us, LLC shall be **managed** by three **(AGMs) Appointed Governing Members** and potentially more if it is determined by the ownership entity necessary.
- The **appointment process** will be expressed in the Scholarships 4 Us, LLC Operating Agreement.
- Business **responsibilities** required to operate Scholarships 4 Us, LLC are **not assigned**, instead, the Appointed Governing Members are **accountable** to fulfill the responsibilities- **together**.

The primary purpose of the Appointed Governing Members of Scholarships 4 Us, LLC is to be educators, advocates, and business development managers. In order to fulfill this purpose the AGMs must first have a comprehensive understanding of the Scholarships 4 Us, LLC Operating Agreement, The Scholarships 4 Us Program, Scholarships 4 Us, LLC Accredited Events Guide, Scholarships 4 Us, LLC website, and the S4Us.portal™. With this knowledge, the Appointed Governing Members will be in the best position to perform the following responsibilities:

- Promote the business
- Contribute in the execution of the Scholarships 4 Us, LLC and GEOJANI Esports Gaming™ Business Plans
- Register youth organizations and ensure they are enrolling students
- Create and implement local, state, and national plans to ensure that every Student-Participant in America has Accredited Hosts™ to manage Accredited Events in each subcategory of events
- Use the tools and resources provided by Scholarships 4 Us, LLC including presentations to educate established youth organizations and interested entrepreneurs about how The Scholarships 4 Us Program can/will enhance their business and benefit their community
- Schedule and complete Accredited Hosts™ introductory sessions including S4Us.portal™ training
- Fulfill Accredited Hosts™ Start-up Bundle orders and replacements through Vistaprint®
- Add Accredited Hosts™ to search page on website
- Work with the Accounting/Bookkeeping/Compliance to form annual operating budget
- Plan annual event visitation schedules to Accredited Hosts™
- Be the direct contact for Accredited Hosts™
- Ensure Accredited Hosts™ update their certificate of insurance annually
- Learn how to manage the www.Scholarships4Us.com website using the Wix.com platforms primary in the creation of events and use of the calendar
- Review 'New Accredited Event' submissions for compliance with the Scholarships 4 Us, LLC Accredited Events Guide, upload event to corresponding subcategory, then send out email to all members of The Network 4 Us™
- Submit claims of misconduct from an Accredited Hosts™ or Student-Participants to compliance
- Sign-off on 'Revocation of Accreditation' for an Accredited Hosts™ or 'Expulsion' for a Student-Participant
- Report cases of trademark or copyright infringement to compliance
- ONLY use The Network 4 Us™ for media communication as interviews are forbidden on other networks
- Use The Network 4 Us™ to communicate with Accredited Hosts™ and Student-Participants
- Plan educational events for The Network 4 Us™ with the trustees of The Trust of St. Michael

PREFERRED EXPERIENCE



- ✓ High School Diploma
- ✓ A minimum 2 years of postsecondary education
- ✓ High school and collegiate participation in The Arts, Sports, or Esports
- ✓ Education, Teaching, Business Development, Management, Accounting in Financial Aid, Marketing
- ✓ Superior writing and public speaking ability
- ✓ Technologically sound
- ✓ Fluent in Microsoft PowerPoint
- ✓ Freedom to travel 99% of the time
- ✓ **MUST** be at minimum bilingual
- ✓ **MUST NOT** be a member of the USBC

AGREEMENT

I. Name and Principal Place of Business

The legal name of the company is Scholarships 4 Us, LLC with the principal place of business located at

or any other such place of business that the ownership entity determines.

II. Founder

Michael Vincent Duncombe

III. Ownership

Scholarships 4 Us, LLC shall be owned by The Trust of St. Michael.

IV. Registered Agent

The name of the Registered Agent of Scholarships 4 Us, LLC is

with the principal address located at

or any other such place of business that its member(s) determine.

V. Business Details

The Legislative-Compliance enterprise for high school students and potential collegiate athletes.

a. Mission

Scholarships 4 Us, LLC provides youth organizations Exclusive Rights of Use for the S4Us.portal™ and The Trust of Scholarships 4 Us to provide Student-Participates the opportunity to accumulate Prize Money based on Place Finish in competitions and tournaments.

b. Purpose

To ensure high school students and potential collegiate athletes maintain their eligibility to compete in their prospective league or association through the prudent and secure management of Prize Money in The Trust of Scholarships 4 Us.

c. The Goal

To help students increase savings for life and decrease the amount in student loans they have to borrow.

d. Motto

The solution to student loan debt.

VI. Company Details

The Scholarships 4 Us, LLC Operating Agreement shall commence on

Day

Year

as a

Type of Business

, entered in by

Business Name

with

%

ownership of the company, and with a principal place of business located at

Address

or any other such place of business that the ownership entity determines.

VII. Management of the Company

a. Governance

Scholarships 4 Us, LLC shall be managed by its Appointed Governing Members. Responsibilities for the Appointed Governing Members is expressed on [page IX](#) of the Scholarships 4 Us, LLC Operating Agreement. The Appointed Governing Members are under the jurisdiction of the Scholarships 4 Us, LLC Operating Agreement and must manage the company according to The Scholarships 4 Us Program and Scholarships 4 Us, LLC Accredited Events Guide. The Appointed Governing Members report to the trustees of The Trust of St. Michael.

VIII. Governed-In-Diversity

The Appointed Governing Members of Scholarships 4 Us, LLC represent the cultures of the world, the most intellectually gifted minds, and the purest of spirits that share in the commitment to fulfilling the mission and purpose of Scholarships 4 Us, LLC.

IX. Professional Relationship Clause

The Appointed Governing Members of Scholarships 4 Us, LLC must NOT have any relation through kinship, marriage, or intimacy as it may compromise the integrity of business operations.

X. Zero Tolerance Clause

Scholarships 4 Us, LLC has a Zero Tolerance Clause for sexual misconduct or abuse and any willful misconduct that jeopardizes the health, safety, and well-being of Student-Participants, families, friends, or spectators, or an act, publicly or privately, that constitutes bigotry, discrimination, hate, physical violence, or politicalization.

XI. Authority of Removal

The Appointed Governing Members of Scholarships 4 Us, LLC are entrusted to represent the company with integrity and in the best interest of its' mission and purpose. The trustees of The Trust of St. Michael, in accordance to The Trust of St. Michael Agreement, holds the authority to remove an Appointed Governing Member from their position. An Appointed Governing Member may be removed from their position under one or more of the following conditions:

a. Cause for Removal

A violation of the Professional Relationship Clause

b. Reason for Removal

A Violation of the Zero Tolerance Clause.

XII. Appointment of the Governing Members

If applicable, the Founder & President will appoint the first governing members of Scholarships 4 Us, LLC. Appointed Governing Members are to be chosen by a majority vote from Accredited Hosts™ with the process being initiated by the trustees of The Trust of St. Michael. Candidates should begin the process by submitting a 3-5 minute video sharing their life experiences and how they plan to contribute to the success of Scholarships 4 Us, LLC. Selected candidates will then be subject to a group interview with the trustees of The Trust of St. Michael while the Accredited Hosts™ listen in. All the trustees of The Trust of St. Michael must execute the legal appointment document for the governing members.

XIII. Tragedy

In the case of a tragedy in which one or all of the Appointed Governing Members decease then the trustees of The Trust of St. Michael shall be accountable for the **process** of reappointment.

XIV. Notice of Resignation

An Appointed Governing Member of Scholarships 4 Us, LLC must provide the trustees of the ownership entity, The Trust of St. Michael, a written **Notice of Resignation** no less than **6-Months** prior to the **Date of Resignation**.

XV. Term Limits

An Appointed Governing Member may remain in position until their 50th birthday in which they have the option to become a trustee of The Trust of St. Michael until their 60th birthday.

XVI. Retirement

The Trust of St. Michael Agreement shall express details for a Retirement Fund from The Trust of St. Michael.

XVII. Health Insurance

Benefits are not provided by Scholarships 4 Us, LLC.

XVIII. Remuneration

Per budget restrictions an Appointed Governing Member is entitled to no more than a \$1,0000,000 annual salary.

XIX. Emails

An Appointed Governing Member will be designated an email address with either their first or last name @scholarships4us.com. The email will be created in the Admin Console by the trustees of The Trust of St. Michael.

XX. Expense Accounts

The trustees of The Trust of St. Michael and the Accounting/Bookkeeping/Compliance organization with the Appointed Governing Member will determine annual operating budgets which will include business expense accounts for food, travel, and other related expenditures.

XXI. Financial Institution

Scholarships 4 Us, LLC has selected

with the principal address located at:

as the financial institution to hold the business accounts of Scholarships 4 Us, LLC. The Account Manager(s) assigned are/is:

XXII. Accounting/Bookkeeping/Compliance

Scholarships 4 Us, LLC has selected

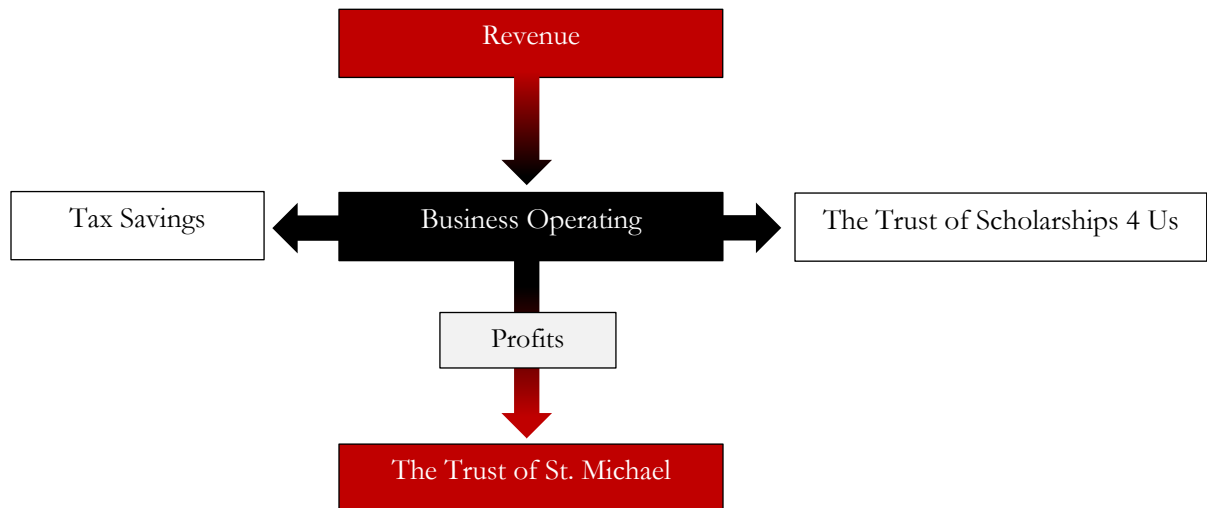
with the principal address located at:

to perform the Accounting/Bookkeeping/Compliance in accordance to the Scholarships 4 Us, LLC Operating Agreement. The Account Manager(s) are/is:

a. Revenue Sources

- i.** GEOJANI Esports Gaming™ Franchise Fee
- ii.** GEOJANI Esports Gaming™ Licensing Fee
- iii.** Exclusive Rights of Use
- iv.** Annual Enrollment Fee
- v.** Enrollment Charge
- vi.** Lineage
- vii.** The Network 4 Us™
- viii.** The Scholarships 4 Us Store

b. Business Accounts



c. Responsibilities

- Understand Scholarships 4 Us, LLC business operations
- Report directly to the trustees of The Trust of St. Michael
- Be a trustee of the Trust of Scholarships 4 Us and contribute in the formation of the trust agreement
- Develop Accounting & Bookkeeping operations and systems
- Form compliance procedures for Accredited Hosts™ and Student-Participants for possible misconduct that may lead to Revocation of Accreditation or Expulsion
- Be a master of the S4Us.portal™ and communicate directly with the provider
- Work with the Trustee of Integrative Solution to enhance workflows
- Deduct taxes from revenue streams to fund the Tax Savings Account
- Credit Student-Participants' Earning and Savings Account at time of enrollment
- Fund The Trust of Scholarships 4 Us with Student-Participants' Savings Contributions and Prize Money
- Fund The Trust of St. Michael with business profits
- Make corrections in Student-Participants (ESA) Earning and Savings Account if errors are made
- Approve and disburse ESA Disbursement Requests
- Ensure dates in the S4Us.portal™ are updated for Enrollment Eligibility and Open Enrollment time periods
- Pay Appointed Governing Members' salaries
- Manage account payables and receivables
- File necessary taxes for Scholarships 4 Us, LLC and The Trust of Scholarships 4 Us

d. The Trust of Scholarships 4 Us

To be manage according to The Trust of Scholarships 4 Us Agreement.

e. Commencement

The agreed service(s) shall commence on

Date

 ,

Year

 and remain in effect unless the trustees of the ownership company, The Trust of St. Michael, and the Accounting/Bookkeeping/Compliance organization **both** agree to a **Termination of Service**.

f. Reporting

The Accounting/Bookkeeping/Compliance organization reports directly to the Appointed Governing Members and the trustees of The Trust of St. Michael.

g. Independent Auditing

The trustees of the ownership entity, The Trust of St. Michael, have the sole authority to hire an independent auditor to review all the financials of Scholarships 4 Us, LLC business operations. A third-party independent audit may be initiated with or without notice. It is the responsibility of the Accounting/Bookkeeping/Compliance organization to maintain all financial records in preparation for an independent audit.

If the independent auditor reveals and confirms a discrepancy that is determined to be intentional, then the trustees of the ownership entity, The Trust of St. Michael, may consult with legal counsel.

h. Termination of Service

The willful dissolution of the service agreement between Scholarships 4 Us, LLC and the Accounting/Bookkeeping/Compliance organization must be expressed, in writing, at least **1-Year** prior to the Date of Termination. The Date of Termination must be effective **September 1st** of any given year.

i. Remuneration Agreement

Base and Transactional Fee(s)

Tax Filing Fee(s)

j. Interest on Accounts

Earned interest on business accounts should be used to pay annually taxes, organizational celebrations, and for the following fiscal year operational budget.

k. Use of Revenue Limitations

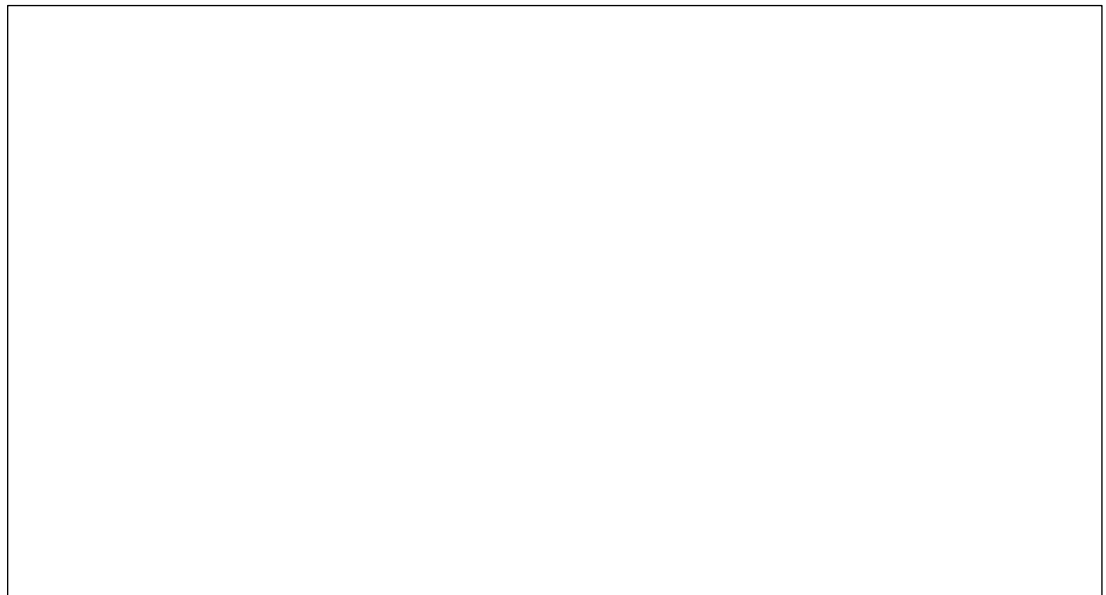
Revenue earned through The Network 4 Us™ should be primarily budgeted to partner with a national security company or local security companies to ensure the safety and well-being of Student-Participants, Accredited Hosts™, and spectators at a Scholarships 4 Us, LLC Accredited Event. This revenue stream should also be used towards developing The Network 4 Us™ according to The Scholarships 4 Us Program.

XXIII. GEOJANI Esports Gaming™

To be managed according to the GEOJANI Esports Gaming™ Franchise and Licensing Agreement. Revenue earned through GEOJANI Esports Gaming™ streams may be used according to Scholarships 4 Us, LLC and GEOJANI Esports Gaming™ Business Plans.

XXIV. Investments

Private interest opportunities are negotiable for GEOJANI Esports Gaming™.

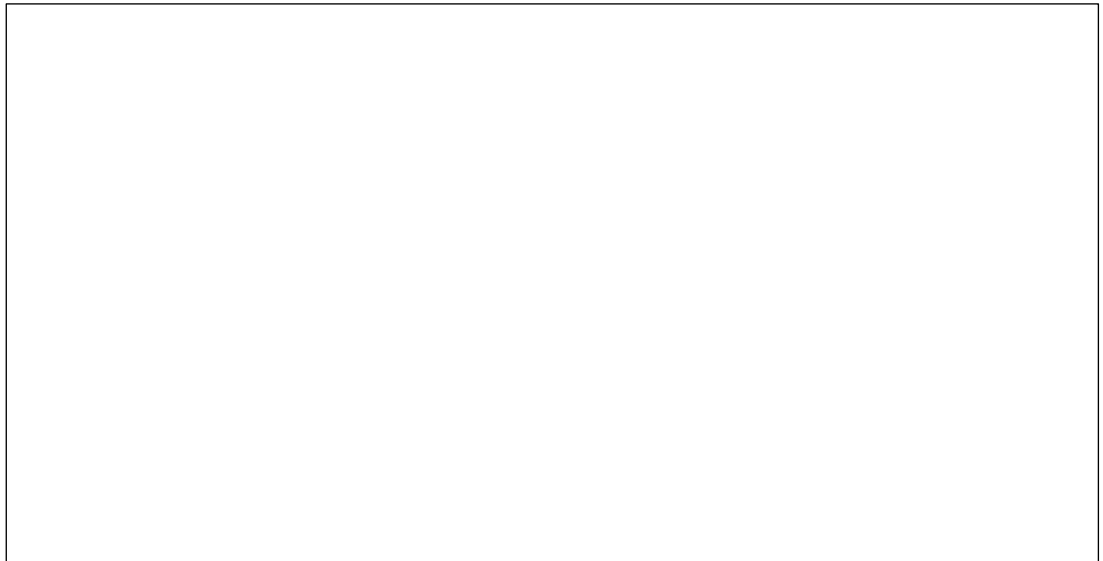


XXV. S4Us.poral™

Caspio™, Inc. has provided the Application Development Proposal including rendering enterprise services. The dedicated Account Manager is Carlo Patingga.

XXVI. The Scholarships 4 Us Store

Scholarships 4 Us, LLC has designed The Scholarships 4 Us Store on the Scholarships 4 Us, LLC website using Vistaprint® Reseller Program as the manufacture and shipping enterprise. An itemized product list has been created that includes the Retail Price and Profit Margins for each of the potential physical products to be sold in a combination of online and in-person sales. What needs to be reviewed and addressed is the workflow of fulfillment with the Accounting/Bookkeeping/Compliance organization, the trustees of The Trust of St. Michael, and the Appointed Governing Members to ensure 100% customer satisfaction is met. The Trustee of Integrative Solutions within the ownership entity, The Trust of St. Michael, is entrusted to take leadership in determining the most suitable solutions which may include Artificial Intelligence to optimize autonomous workflow. Marketing products produced by VistaPrint® are prestige, but apparel is not their strength- so comprehensive and integrative solutions must be determined.



XXVII. Business Operations Platforms

The platforms used by Scholarships 4 Us, LLC to manage business operations shall remain in-use unless the Account Manager(s) of the Accounting/Bookkeeping/Compliance organization, the trustees of The Trust of St. Michael, and the Appointed Governing Members vote unanimously for a more suitable and sustainable operating platform(s).

XXVIII. Amendments

An amendment to the Scholarships 4 Us, LLC Operating Agreement may be made with a unanimous vote between the trustees of The Trust of St. Michael and the Appointed Governing Members. Consultation with the Accounting/Bookkeeping/Compliance organization must be performed as the organization is required to draft the amendment documents. Amendments must be executed by every trustee of The Trust of St. Michael.

XXIX. Revisions

Throughout the year the Appointed Governing Members will receive feedback while on an in-person Accredited Event™ visit and through The Network 4 Us™. The Scholarships 4 Us Program is founded to be a community investment project that creates an inclusive environment for Accredited Hosts™ and Student-Participants to contribute in the formation of The Scholarship System 4 Us. No less than one month prior to the end of the Scholarships 4 Us, LLC fiscal year the Appointed Governing Members are accountable with the trustees of The Trust of St. Michael to submit a **Revision Vote (if of interest)** of The Scholarships 4 Us Program and Scholarships 4 Us, LLC Accredited Events Guide through The Network 4 Us™ for a majority vote from every Accredited Hosts™ and Student-Participant.

XXX. Media Communication

The Network 4 Us™ is to be the only media platform used for interviews by selected entities while public written statements shall only be provided for third-party media organizations as it relates to business matters. The trustees of The Trust of St. Michael and the Appointed Governing Members must protect the integrity of Scholarships 4 Us, LLC from the intent of media providers as an industry.

XXXI. Endorsements

Scholarships 4 Us, LLC does not provide a source of funding for this cause.

XXXII. Sponsorships

Scholarships 4 Us, LLC does not provide a source of funding for this cause.

XXXIII. Partnerships

The trustees of The Trust of St. Michael shall only consider proposals presented to Scholarship 4 Us, LLC so long as the entity has and does abide by the Zero Tolerance Clause.

XXXIV. Brand Ambassadors

Scholarships 4 Us, LLC does not provide a source of funding for this cause.

XXXV. Sell or Buy Option

Scholarships 4 Us, LLC shall be owned by The Trust of St. Michael without a sell or buy option.

XXXVI. Tax Filing

To be determined by the selected Accounting/Bookkeeping/Compliance organization.

XXXVII. Charitable Contributions

Scholarships 4 Us, LLC does not provide a source of funding for this cause.



Operating Agreement