

# **FORMATION DOCUMENTS**

## **CLEARHIVE HEALTH LLC**

A Delaware Limited Liability Company

### **Prepared for:**

Christopher John Martin Molina

and

Michael Giresi

Prepared: September 1, 2025

**STATE OF DELAWARE**  
**CERTIFICATE OF FORMATION**  
**LIMITED LIABILITY COMPANY**

---

**FIRST:** The name of the limited liability company is: **ClearHive Health LLC**

**SECOND:** The address of its registered office in the State of Delaware is:

[REGISTERED AGENT TO BE SELECTED]

[Street Address]

[City] , Delaware [ZIP]

The name of its registered agent at such address is: [REGISTERED AGENT NAME]

**THIRD:** The limited liability company shall be manager-managed.

**IN WITNESS WHEREOF**, the undersigned authorized person has executed this Certificate of Formation on this \_\_\_\_ day of September, 2025.

---

By: Christopher John Martin Molina, Authorized Person

# INITIAL WRITTEN CONSENT OF MEMBERS OF CLEARHIVE HEALTH LLC

---

The undersigned, being all of the Members of ClearHive Health LLC, a Delaware limited liability company (the "Company"), hereby consent to and adopt the following resolutions by written consent in lieu of an initial meeting:

## **FORMATION MATTERS**

**RESOLVED**, that the Certificate of Formation filed with the Delaware Secretary of State is hereby ratified and approved.

**RESOLVED**, that the Limited Liability Company Operating Agreement in the form presented to the Members is hereby adopted as the Operating Agreement of the Company.

## **APPOINTMENT OF MANAGERS AND OFFICERS**

**RESOLVED**, that the following persons are hereby appointed as Managers of the Company:

- Christopher John Martin Molina
- Michael Giresi

**RESOLVED**, that the following persons are hereby appointed to the offices set forth opposite their names:

Name	Office
Michael Giresi	President and Chief Executive Officer
Christopher John Martin Molina	Chief Product Officer

## **CAPITAL CONTRIBUTIONS**

**RESOLVED**, that the Company hereby accepts the following capital contributions:

<b>Member</b>	<b>Contribution</b>	<b>Membership Interest</b>
Christopher John Martin Molina	Intellectual Property per Schedule A	65%
Michael Giresi	\$100,000 cash	35% + 5% vesting

### **BANKING AUTHORITY**

**RESOLVED**, that the Company is authorized to open bank accounts with Chase Bank or such other financial institutions as the Officers deem appropriate.

**RESOLVED**, that the Banking Resolution attached hereto is hereby adopted.

### **FISCAL YEAR**

**RESOLVED**, that the fiscal year of the Company shall end on December 31 of each year.

### **FEDERAL TAX IDENTIFICATION NUMBER**

**RESOLVED**, that the Officers are authorized to apply for a federal employer identification number on IRS Form SS-4.

### **PRINCIPAL PLACE OF BUSINESS**

**RESOLVED**, that the initial principal place of business of the Company shall be 1465 Lake Crystal Dr, Apt D, West Palm Beach, FL 33411, or such other location as the Members may determine.

This Written Consent may be executed in counterparts.

**DATED:** September 1, 2025

---

Christopher John Martin Molina, Member

---

Michael Giresi, Member

# BANKING RESOLUTION OF CLEARHIVE HEALTH LLC

The undersigned, being all of the Managers of ClearHive Health LLC (the "Company"), hereby certify that at a meeting duly called and held on September 1, 2025, the following resolutions were adopted and remain in full force and effect:

## **RESOLVED:**

1. That the Company open and maintain checking, savings, and other accounts with Chase Bank, N.A. ("Chase") or such other banks or financial institutions as the Officers deem appropriate.
2. That the following persons are authorized to act on behalf of the Company with respect to the bank accounts:

<b>Authority</b>	<b>Michael Giresi (CEO)</b>	<b>Christopher J.M. Molina (CPO)</b>	<b>Requirements</b>
Sign checks up to \$10,000	✓	✓	Single signature
Sign checks \$10,001 - \$50,000	✓	✓	Both signatures required
Wire transfers up to \$10,000	✓	✓	Single authorization
Wire transfers over \$10,000	✓	✓	Both authorizations required
Online banking access	✓	✓	Individual access

Credit card applications	✓	✓	Both signatures required
--------------------------	---	---	--------------------------

3. That any checks or withdrawals exceeding \$50,000 require unanimous written consent of all Members.

4. That the Officers are authorized to execute all documents required by Chase or any other bank to open and maintain accounts.

5. That a certified copy of these resolutions be furnished to Chase and any other bank with which the Company maintains accounts.

### **CERTIFICATION**

We hereby certify that the foregoing resolutions were duly adopted and are in full force and effect as of the date below.

**DATED:** September 1, 2025

---

Christopher John Martin Molina, Manager

---

Michael Giresi, Manager

# SUBSCRIPTION AGREEMENT

(Christopher John Martin Molina)

---

This Subscription Agreement (this "Agreement") is entered into as of September 1, 2025, by and between ClearHive Health LLC, a Delaware limited liability company (the "Company"), and Christopher John Martin Molina, an individual residing at 1465 Lake Crystal Dr, Apt D, West Palm Beach, FL 33411 ("Subscriber").

## **RECITALS**

WHEREAS, the Company desires to issue membership interests to Subscriber; and

WHEREAS, Subscriber desires to contribute certain intellectual property to the Company in exchange for membership interests.

NOW, THEREFORE, the parties agree as follows:

## **1. SUBSCRIPTION**

Subject to the terms and conditions hereof, Subscriber hereby subscribes for a Sixty-Five Percent (65%) membership interest in the Company (the "Membership Interest").

## **2. CONTRIBUTION**

In consideration for the Membership Interest, Subscriber hereby contributes, assigns, transfers, and conveys to the Company all right, title, and interest in and to the intellectual property described in Schedule A to the Operating Agreement (the "Contributed Property"), including but not limited to:

- All source code for the ClearHive platform
- All documentation and specifications
- All trademarks, copyrights, and trade secrets
- The domain name clearhivehq.com and related domains



- All development assets and business materials

### **3. REPRESENTATIONS AND WARRANTIES OF SUBSCRIBER**

Subscriber represents and warrants that:

- (a) Subscriber has full legal right, power, and authority to enter into this Agreement and to contribute the Contributed Property;
- (b) Subscriber is the sole owner of the Contributed Property and has not previously assigned, transferred, or encumbered it;
- (c) The Contributed Property does not infringe any third-party intellectual property rights;
- (d) Subscriber is acquiring the Membership Interest for his own account for investment purposes and not with a view to distribution;
- (e) Subscriber understands that the Membership Interest has not been registered under federal or state securities laws;
- (f) Subscriber has sufficient knowledge and experience in business and financial matters to evaluate the risks;
- (g) Subscriber can bear the economic risk of this investment, including total loss.

### **4. CONFLICT OF INTEREST DISCLOSURE**

Subscriber hereby discloses that he is currently employed by Family First Adolescent Services, which may become a customer of the Company. Subscriber agrees to comply with the Company's Conflict of Interest Policy.

### **5. SECTION 83(b) ELECTION**

Subscriber acknowledges that he may file an election under Section 83(b) of the Internal Revenue Code within 30 days of the date hereof.

**SUBSCRIBER:**

---

Christopher John Martin Molina

Address: 1465 Lake Crystal Dr, Apt D  
West Palm Beach, FL 33411

Phone: 561-703-4864

Date: \_\_\_\_\_

**ACCEPTED BY THE COMPANY:**

\_\_\_\_\_

By: Michael Giresi, CEO

Date: \_\_\_\_\_

# SUBSCRIPTION AGREEMENT

(Michael Giresi)

---

This Subscription Agreement (this "Agreement") is entered into as of September 1, 2025, by and between ClearHive Health LLC, a Delaware limited liability company (the "Company"), and Michael Giresi, an individual residing at [ADDRESS NEEDED] ("Subscriber").

## **RECITALS**

WHEREAS, the Company desires to issue membership interests to Subscriber; and

WHEREAS, Subscriber desires to contribute cash to the Company in exchange for membership interests.

NOW, THEREFORE, the parties agree as follows:

## **1. SUBSCRIPTION**

Subject to the terms and conditions hereof, Subscriber hereby subscribes for a Thirty-Five Percent (35%) membership interest, plus an additional Five Percent (5%) membership interest subject to vesting (collectively, the "Membership Interest").

## **2. CONTRIBUTION**

In consideration for the Membership Interest, Subscriber hereby contributes One Hundred Thousand Dollars (\$100,000.00) in cash to the Company (the "Capital Contribution"). Payment shall be made by wire transfer to the Company's Chase Bank account upon establishment.

## **3. VESTING**

The additional Five Percent (5%) membership interest shall vest in thirty-six (36) equal monthly installments (approximately 0.139% per month), subject to Subscriber's continued active involvement with the Company as Chief Executive Officer.

#### **4. REPRESENTATIONS AND WARRANTIES**

Subscriber represents and warrants that:

- (a) Subscriber has full legal right, power, and authority to enter into this Agreement;
- (b) The Capital Contribution consists of Subscriber's own funds, free and clear of any liens;
- (c) Subscriber is acquiring the Membership Interest for investment purposes;
- (d) Subscriber understands the risks involved in this investment;
- (e) Subscriber is an "accredited investor" as defined in Rule 501 of Regulation D;
- (f) Subscriber has reviewed the Operating Agreement and agrees to be bound by its terms.

#### **5. CONFLICT OF INTEREST DISCLOSURE**

Subscriber shall disclose any relationships with BrentCare, Family First Adolescent Services, or other healthcare entities: [TO BE COMPLETED]

#### **6. SECTION 83(b) ELECTION**

Subscriber acknowledges that he should consult with his tax advisor regarding filing an election under Section 83(b) of the Internal Revenue Code with respect to the unvested portion of the Membership Interest within 30 days of the date hereof.

**SUBSCRIBER:**

---

Michael Giresi

Address: [ADDRESS NEEDED]

Phone: [PHONE NEEDED]

Email: [EMAIL NEEDED]

Date: \_\_\_\_\_

**ACCEPTED BY THE COMPANY:**

\_\_\_\_\_

By: Christopher John Martin Molina, CPO

Date: \_\_\_\_\_

# CONFLICT OF INTEREST POLICY OF CLEARHIVE HEALTH LLC

---

## **ARTICLE I - PURPOSE**

The purpose of this Conflict of Interest Policy is to protect ClearHive Health LLC's interests when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Manager, Officer, or Member of the Company.

## **ARTICLE II - DEFINITIONS**

**1. Interested Person.** Any Manager, Officer, or Member who has a direct or indirect Financial Interest.

**2. Financial Interest.** A person has a Financial Interest if the person has, directly or indirectly:

- An ownership or investment interest in any entity with which the Company has a transaction;
- A compensation arrangement with any entity or individual with which the Company has a transaction;
- A potential ownership or investment interest in, or compensation arrangement with, any entity with which the Company is negotiating.

**3. Related Entities.** For purposes of this Policy, Related Entities include but are not limited to: BrentCare, Family First Adolescent Services, and any other entities in which a Member has a material financial interest.

## **ARTICLE III - PROCEDURES**

**1. Duty to Disclose.** An Interested Person must disclose the existence of any Financial Interest and all material facts.

**2. Recusal.** The Interested Person shall leave any meeting during discussion and vote on the matter.

**3. Determination.** The disinterested Managers shall determine if a conflict exists and whether the transaction is fair and reasonable to the Company.

## **ARTICLE IV - INITIAL DISCLOSURES**

The following relationships are hereby disclosed:

<b>Person</b>	<b>Related Entity</b>	<b>Nature of Relationship</b>
Christopher J.M. Molina	Family First Adolescent Services	Employee
Michael Giresi	BrentCare	[TO BE DISCLOSED]
Michael Giresi	Family First Adolescent Services	[TO BE DISCLOSED]

## **ARTICLE V - FAMILY FIRST TRANSACTION PROTOCOL**

Given Christopher J.M. Molina's employment at Family First Adolescent Services:

- Molina shall recuse himself from all negotiations with Family First
- Giresi shall lead all Family First discussions and negotiations
- Any agreements with Family First require unanimous Member approval
- All Family First transactions must be at arm's length and commercially reasonable
- Legal counsel shall review any Family First agreements exceeding \$10,000

**ADOPTED:** September 1, 2025

---

Christopher John Martin Molina, Manager

---

Michael Giresi, Manager



## SECTION 83(B) ELECTION

**SAMPLE - MUST FILE WITHIN 30 DAYS OF MEMBERSHIP GRANT**

**CRITICAL DEADLINE: OCTOBER 1, 2025**

Must be postmarked within 30 days of September 1, 2025

### ELECTION UNDER SECTION 83(b) OF THE INTERNAL REVENUE CODE

The undersigned hereby elects pursuant to Section 83(b) of the Internal Revenue Code to include in gross income the excess of the fair market value of the property described below over the amount paid for such property.

**1. Taxpayer Information:**

Name: Michael Giresi

Address: [ADDRESS NEEDED]

SSN: [TO BE PROVIDED BY TAXPAYER]

**2. Property Description:**

Five Percent (5%) Membership Interest in ClearHive Health LLC subject to vesting

**3. Date of Transfer:** September 1, 2025

**4. Taxable Year:** 2025

**5. Nature of Restrictions:**

The membership interest is subject to vesting over 36 months and may be forfeited if the taxpayer's involvement with the Company terminates.

**6. Fair Market Value:** \$ [TO BE DETERMINED WITH CPA] (as of September 1, 2025)

**7. Amount Paid:** \$ [Allocable portion of \$100,000]

**8. Amount to Include in Gross Income:** \$ [FMV minus Amount Paid]

The undersigned has provided copies of this statement to ClearHive Health LLC.

\_\_\_\_\_  
Michael Giresi

Date: \_\_\_\_\_

**FILING INSTRUCTIONS:**

1. Complete this form with your CPA's assistance
2. Sign and date the form
3. Mail the original to the IRS Service Center where you file your tax return
4. Send via certified mail, return receipt requested
5. Keep the certified mail receipt as proof
6. Provide a copy to the Company
7. Attach a copy to your 2025 tax return

# IRS FORM SS-4 INFORMATION SHEET

For Federal EIN Application

**Apply Online at:** <https://www.irs.gov/businesses/small-businesses-self-employed/apply-for-an-employer-identification-number-ein-online>

## **Information Needed for EIN Application:**

Field	Information to Provide
Legal Name	ClearHive Health LLC
Trade Name (if different)	ClearHive Health
Mailing Address	1465 Lake Crystal Dr, Apt D West Palm Beach, FL 33411
County	Palm Beach
State of Formation	Delaware
Date Business Started	September 1, 2025
Type of Entity	Limited Liability Company (LLC)
Number of LLC Members	2
LLC Classification	Partnership
Principal Activity	Software Development
Specific Products/Services	Healthcare software for behavioral health coordination
First Date Wages Paid	To be determined
Number of Employees Expected	0-5 in next 12 months

Responsible Party	Michael Giresi (CEO)
Responsible Party SSN	[Mike to provide]

# INITIAL NOTICE TO MEMBERS

## CLEARHIVE HEALTH LLC

---

**TO:** All Members

**FROM:** ClearHive Health LLC

**DATE:** September 1, 2025

**RE:** Formation and Initial Actions

### MEMBER INFORMATION

Member	Address	Contact	Interest
Christopher John Martin Molina	1465 Lake Crystal Dr, Apt D West Palm Beach, FL 33411	561-703-4864	65%
Michael Giresi	[ADDRESS NEEDED]	[PHONE NEEDED]	35% + 5% vesting

### IMPORTANT DEADLINES

Item	Deadline	Status
File Certificate of Formation	September 2025	Pending
83(b) Election Filing	October 1, 2025 (30 days)	Pending - CRITICAL
Obtain Federal EIN	Immediately after formation	Pending
Open Bank Account	After EIN obtained	Pending

Mike's Capital Contribution	Upon account opening	Pending
Initial Tax Filings	March 15, 2026	Future
Delaware Franchise Tax	March 1, 2026	Future

## **BANKING INFORMATION**

**Primary Bank:** Chase Bank

**Account Type:** Business Checking and Savings

**Authorized Signers:** Both Members

**Online Access:** Both Members

## **TAX MATTERS**

**Tax Classification:** Partnership

**Tax Year:** Calendar Year (December 31)

**Tax Matters Partner:** Michael Giresi

**Accounting Method:** Cash basis initially

## **REGISTERED AGENT**

[TO BE SELECTED - See options in checklist]

Please acknowledge receipt of this notice by signing below.

### **ACKNOWLEDGED:**

---

Christopher John Martin Molina

Date: \_\_\_\_\_

---

Michael Giresi

Date: \_\_\_\_\_

**END OF FORMATION DOCUMENTS**

Once Mike's information is provided and registered agent is selected,  
these documents are ready for execution and filing.