

Office of the Minnesota Secretary of State

Minnesota Public Benefit Corporation / Annual Benefit Report

Minnesota Statutes, Chapter 304A



Read the instructions before completing this form

Must be filed by March 31

Filing Fee: \$55 for expedited service in-person or online, \$35 if submitted by mail

The Annual Benefit Report covers the 12 month period ending on December 31 of the previous year.

Notice: Failure to file this form by March 31 of this year will result in the revocation of the corporation's public benefit status without further notice from the Secretary of State, pursuant to Minnesota Statutes, Section 304A.301

1. File Number 1224497200056
2. Corporate Name: (Required) Seraph 7 Studios, SBC
3. The public benefit corporation's board of directors has reviewed and approved this report.
4. In the field below, enter the information required by section 304A.301 subd. 2 or 3 for the period covered by this report, (see instructions for further information): Note: Use additional sheets if needed. (Required)

Please see the attached document.

5. I, the undersigned, certify that I am the chief executive officer of this public benefit corporation. I further certify that I have signed this document no more than 30 days before the document is delivered to the secretary of state for filing, and that this document is current when signed. I further certify that I have completed all required fields, and that the information in this document is true and correct and in compliance with the applicable chapter of Minnesota Statutes. I understand that by signing this document I am subject to the penalties of perjury as set forth in Section 609.48 as if I had signed this document under oath.

A handwritten signature in black ink, appearing to read "Julel Porter", written over a horizontal line.

Signature of Public Benefit Corporation's Chief Executive Officer

March 27, 2025

Date (Must be dated within 30 days before the report is delivered to the Secretary of State for Filing)

Email Address for Official Notices

Enter an email address to which the Secretary of State can forward official notices required by law and other notices:

seraph7studios@gmail.com

☒ Check here to have your email address excluded from requests for bulk data, to the extent allowed by Minnesota law.

List a name and daytime phone number of a person who can be contacted about this form:

Julel Porter

(612) 512-1033

Contact Name

Phone Number

Entities that own, lease, or have any financial interest in agricultural land or land capable of being farmed must register with the MN Dept. of Agriculture's Corporate Farm Program.

Does this entity own, lease, or have any financial interest in agricultural land or land capable of being farmed?

Yes ☐ No ☒



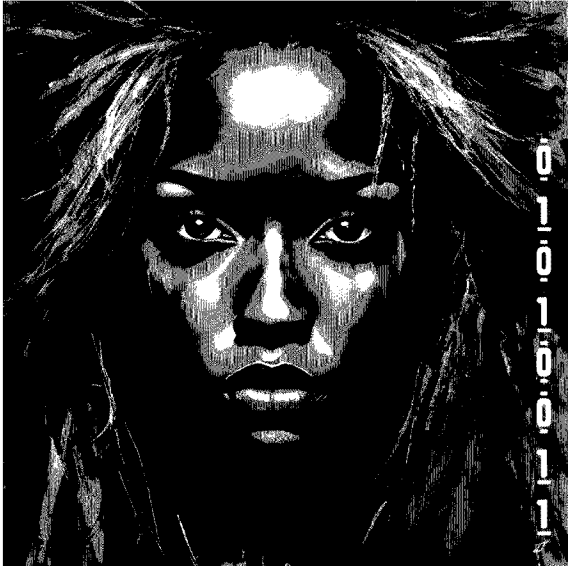
ANNUAL REPORT

CY 2024 PUBLIC BENEFIT REPORT



SERAPH 7

SERAPH 7 STUDIOS | WWW.SERAPH7STUDIOS.COM



OVERVIEW

WHAT WE DO

We make video games for the PlayStation, Xbox, and PC.

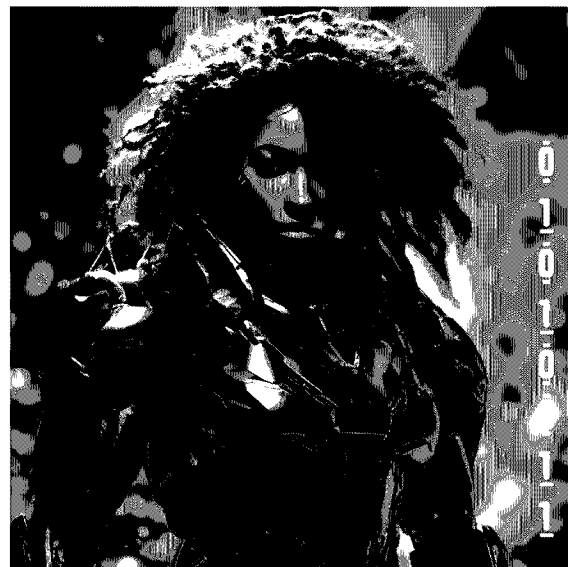
Seraph 7 Studios is a video game development studio dedicated to empowering the underestimated. We believe that video games have the power to change the world, and we strive to create games that make a difference. Our team is proudly made up of fierce women, military veterans, and heroes of all backgrounds, working together to create a better future for gaming, education, and the tech workforce.

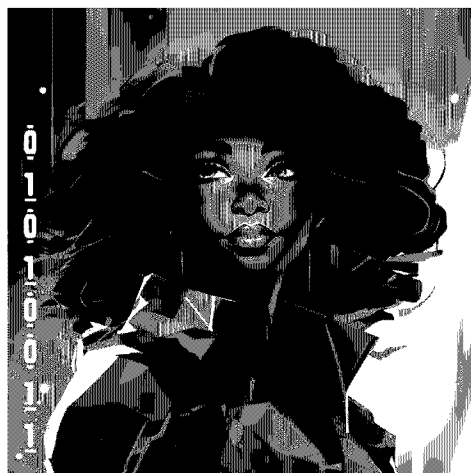
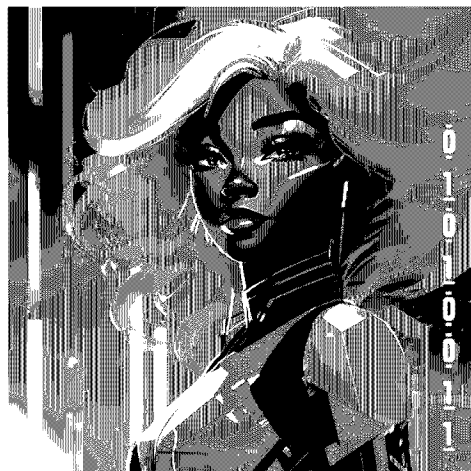
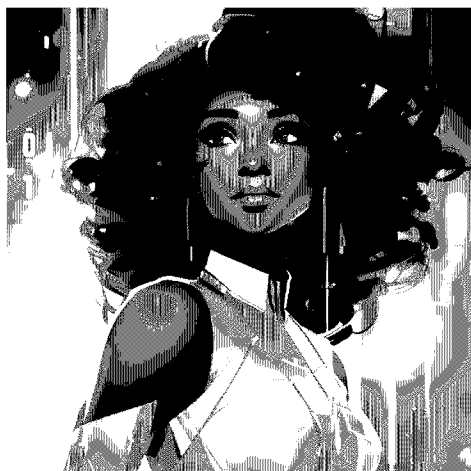
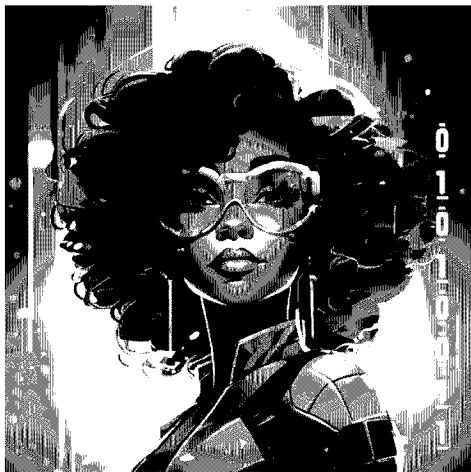
MORE FORMALLY: Seraph 7 Studios develops video games for the PlayStation, Xbox, Nintendo, and Computer (PC) that create change for Black and Indigenous communities all over the world. Seraph 7 distributes through online marketplaces for instant purchase-to-play. Seraph 7 develops a skilled diverse tech workforce by providing a game development focused science, technology, engineering, art, and mathematics (STEAM) work-study for high school students of all backgrounds. Seraph 7 is a Minnesota Public Benefit Corporation with a balanced focus on maximizing joy, profit, and positive societal impact.

*STEAM = Science, Technology, Engineering, Arts, and Math.

OUR PUBLIC BENEFIT

In 2021, Seraph 7 Studios proudly converted from a limited liability corporation to a Minnesota Public Benefit Corporation. Our mission now lives in every aspect of Seraph 7, from our articles of incorporation to our everyday work! We are a specific public benefit corporation organized and operated to pursue the public benefit purposes of **1)** combating stereotypes in technology, media, art, and entertainment; and, **2)** helping underestimated youth and adults prepare for careers in science, technology, reading, engineering, art, math ("STREAM") or a combination of those career fields.





2024 PROGRESS

SONGBIRDS

In 2023, we paused production on Elder Battle in favor of a project we have codenamed, "Songbirds." Songbirds is a series of games that focus on the music, personalities, lives, and stories of musical legends. These are unique story driven action and adventure role playing games (RPGs) that bring the legends to life through their music.

Songbirds is deeply tied to our mission. This series of games preserves music history, expands current notions of gameplay and RPGs, introduces some slammin' music to new audiences, and reaffirms the power of music to connect people across time and space.

SONGBIRDS: FAIRYTALE

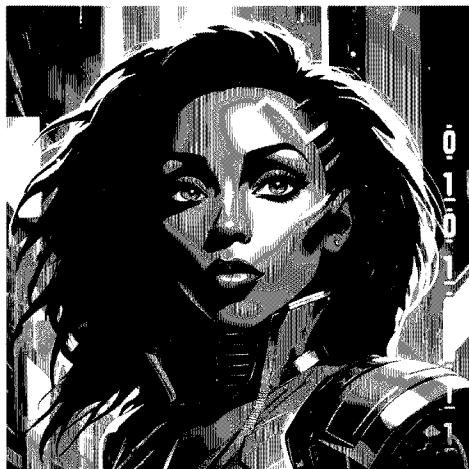
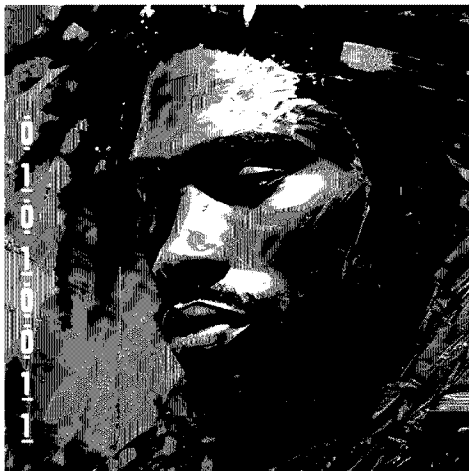
In 2024, we made substantial progress on the first game in the series that we codenamed, "Songbirds: Fairytale." Our first legends are...THE POINTER SISTERS!

Ruth, Anita, Bonnie, and June Pointer comprised one of the most versatile, successful, magical, and eclectic musical groups the world has ever seen: The Pointer Sisters. They refused to be boxed into a single musical genre and topped the charts everywhere they went: Pop, R&B, Country, Soul, Funk, Rock, Jazz, Blues, Disco, Psychedelic, and more! They sang every genre of American music in transcendent harmonies.

The Pointer Sisters' wittiness, charisma, great sense of humor, spunk, clean lyrics, style, vast musical tastes, real-world stories, and distinct personalities translate very well to video game storytelling. Similar to The Pointer Sisters, our game is a genre-defying experience where the artistic style, color scheme, and gameplay change with the song, lyrics, and mood.

Progress: We have refined the game concept, wrote the script, fleshed out the gameplay mechanics, created concept art reflecting the varying art styles, created our production plan, and connected with The Pointer Sisters' Team and the Pointer Family. We are currently working on the animated trailer.

Hindrances: We need funding to hire character animators.



PROGRESS CONTINUED

CODENAME: ZORA.AI

In 2023, we began building a natural language artificial intelligence (AI) model based upon the personalities of Harlem Renaissance writers such as Zora Neale Hurston, Langston Hughes, Claude McKay, and Lorraine Hansberry. This AI has been properly named, "Zora." We have since worked to make Zora a generalist AI who can assist in our day-to-day workflows.

Progress: Zora is in perpetual development as there are always new things to teach her! While Zora will remain an in-house model for now, it is a ton of fun seeing her functional growth. Features in development: animation, coding, text-to-voice, voice-to-text, voice-to-voice.

Hindrances: It takes a lot of data and time to improve Zora. However, as a small studio, the efficiencies she brings are vital.

ANIMATE EVERYTHING

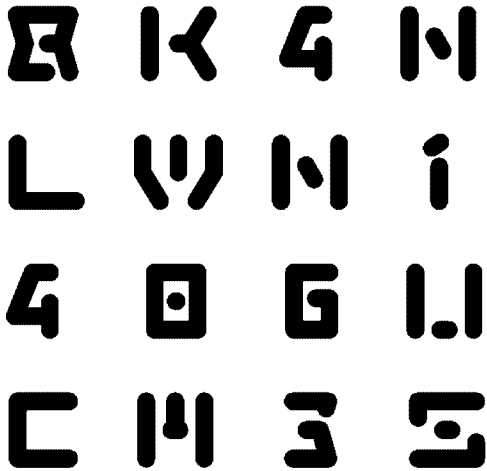
In 2024, we struggled to find a local character animator to help us complete our concept trailers. As the trailer goes a long way towards helping to secure funding, we enrolled in courses to learn.

Learning character animation opened up more in-house product options, such as the ability to create animated films to supplement our games and further expand our game worlds and lore. We also began firming up the concept for an anime series set somewhere in Africa.

Our imaginations simply exploded with ideas for animated series and films. However, we were most excited about developing our own curriculum to teach character animation to Minnesota students. This helps us build up the local character animation talent pool and arms our students with the ability to create their own animated films and shorts.

Progress: We learned character animation! Yet we are still firming up our skills. We are also paying attention to what teaching techniques work best as we develop our own character animation curriculum.

Hindrances: Learning character animation is a big-time commitment. However, we refuse to allow lack of funding to keep us from manifesting our imaginations! Our company culture is to never be afraid to learn something new.



COMMUNITY

We appreciate ALL of the community support we have received so far! Connect with us to stay updated on our programs, product development, and launch.

Connect with Seraph 7 Studios, SBC!

Connect Page: <https://www.seraph7studios.com/connect>

Website: <https://www.seraph7studios.com/>

Email: hello@seraph7studios.com

SOCIALS

Instagram: <https://www.instagram.com/seraph7studios/>

Facebook: <https://www.facebook.com/seraph7studios>

Linked In: <https://www.linkedin.com/company/seraph7studios>

Pinterest: <https://www.pinterest.com/seraph7studios/>

Vimeo: <https://vimeo.com/user108691292>

OUR FOUNDER

Jules Porter is a licensed attorney, business law professor, CEO, video game developer, artist, AI developer, proud USMC veteran, and champion for the underestimated everywhere. In her spare time, Jules cheers on the Minnesota Vikings, rocks out to the Pointer Sisters' music, plays immersive adventure video games, and enjoys thriller and sci-fi movies.

From Jules: "I have a vision where Minnesota is THE hub for excellent diverse tech talent. Our students will not be left behind, they will be tech pioneers!"

CERTIFICATION

I certify that the foregoing is true and accurate and that I have the authority to sign this document. I further certify that the information in this document is true and correct and in compliance with the applicable chapter of Minnesota Statutes. I understand that by signing this document I am subject to the penalties of perjury as set forth in Section 609.48 as if I had signed this document under oath. The Board of Directors of Seraph 7 Studios, SBC, has reviewed and approved this report.

Dated: 27 March 2025



SERAPH 7 STUDIOS, SBC
a Minnesota Corporation

A handwritten signature in black ink, appearing to read "Julel M.S. Porter", written over a horizontal line.

By: Julel M.S. Porter

Its: President and Chief Executive





Work Item 1552752000025
Original File Number 1224497200056

STATE OF MINNESOTA
OFFICE OF THE SECRETARY OF STATE
FILED
03/27/2025 11:59 PM

A handwritten signature in black ink that reads "Steve Simon". The signature is written in a cursive, flowing style.

Steve Simon
Secretary of State