

ANNUAL REPORT 2024



LETTER FROM THE NANT'AN

Nant'an: A cultural/spiritual Leader within a Starfish-modeled Organization.

As we close out 2024, I find myself reflecting on what has been a transformative year for F3 Nation. Our mission — to invigorate male community leadership — remains more critical than ever. The numbers tell the story: 66 million obese men in the U.S., 39,000 annual male suicides, and an infinite number of "Sad Clowns" struggling in isolation. The solution? It's us. F3 Nation. And in 2024, we stepped up in a big way.



A Year of Growth and Change

We saw leadership shifts, mission updates, and a renewed commitment to decentralization. The Shared Leadership Team (SLT) evolved to ensure that we are best positioned to support the regions and PAX. We refined our mission, reinforcing that F3 is more than just a workout — it's a movement driven by men who refuse to accept mediocrity in their lives. We leaned further into decentralization, empowering regions to lead with autonomy while staying rooted in the principles that unite us. This approach has fueled incredible growth and impact across the country.

Expanding Our Reach

We continued to grow, planting new regions and strengthening existing ones. Our Leadership Development Process (LDP) played a crucial role in equipping more men to lead, whether as site Qs, regional leaders, or in their families and communities. We saw firsthand that when men step up, lives change — not just their own, but those of the men beside them.

Strategic Evolution: F3 Gear & Sustainability

This year, we made significant updates to how we operate and sustain our mission. We restructured F3 Gear with a focus on Missional Alignment, Mutual Involvement, and Driving Revenue. Our partnership with MudGear allowed us to take ownership of our official gear store, ensuring that every purchase supports the Nation's continued growth and impact.

Transformation Stories: The Power of F3

Beyond the numbers and strategies, F3 is about men transforming their lives. We've seen guys lose weight, overcome addiction, find purpose, and reclaim their relationships with family and faith. Whether it was a PAX dropping over 100 pounds, battling back from depression, or stepping into leadership in their community, these stories are what define us.

Brothers, the work we do matters. Every morning when we show up in the gloom, we fight against complacency — not just for ourselves, but for every man who needs this community. Keep leading. Keep pushing. Keep accelerating.

SYITG,

Dark Helmet

Nant'an, F3 Nation

ABOUT US

THE MISSION

The mission of F3 Nation is to plant, grow, and serve small workout groups for men for the invigoration of male community leadership.

WHAT IS F3?

F3 Nation is a leadership organization that uses fitness, fellowship, and faith to invigorate male community leadership. Founded in 2011, F3 — short for Fitness, Fellowship, and Faith — has grown into a national movement with thousands of men meeting in free, peer-led workouts across the country.

But F3 is more than just a workout. It's a brotherhood built on accountability, shared purpose, and a commitment to serve. Every gathering whether in the early morning gloom, at a community service event, or around a table with fellow leaders is a step toward stronger men and stronger communities.

5 CORE PRINCIPLES



Free of Charge
Never pay to workout, ever.



Open to all Men
No matter the man, you are welcome here.



Held Outdoors
Rain or Shine, Hot or Cold, we are out there.



Peer Led
Rotating fashion of men leading each other.



Ends with a COT
Always ends with a Circle of Trust.

CREDO

Leave no man behind. But, leave no man where you find him.



LEADERSHIP

2024 BOARD OF DIRECTORS

The F3 Nation Board of Directors is responsible for providing oversight, governance, and strategic foundation building to ensure the long-term success of the organization and its leaders.



CHAIRMAN

CHAD BROUGH
WAIT TIME



**IMMEDIATE PAST
CHAIRMAN**

TORIAN RICHARDSON
CARMEN SANDIEGO



**FOUNDING
MEMBER**

DAVE REDDING
DREDD



**BOARD
MEMBER**

ADAM HACK
JOLLY RANCHER



**BOARD
MEMBER**

CLAYTON HROMADKA
SHOOTA



**BOARD
MEMBER**

DR. SANDEEP
KRISHNAMURTHY
WRANGLER



**BOARD
MEMBER**

JOHN LAMBERT
SLAUGHTER



**BOARD
MEMBER**

WILL LIEBMANN
TUBA



**BOARD
MEMBER**

PAUL WINGATE
WOJO



**BOARD
MEMBER**

KURT WUNDERLICH
WOLVERINE



NANT'AN

FRANK SCHWARTZ
DARK HELMET

2024 ADVISORY COUNCIL

The F3 Nation Advisory Council serves as a non-governing, non-fiduciary group of volunteers charged with providing strategic guidance, raising awareness and assisting with raising funds to help ensure success in achieving its goals in support of F3 Nation's mission.



**JIM
HARSHAW, JR.**
GRAPPLER



**JAY
CHADHA**
CHARMIN



MATHEW CORREIA
COBRA COMMANDER



**JESSE
DEPRIEST**
TC



**NATHAN
HERZOG**
MILES



**WILL
JOHNSON**
SAWED OFF



**JAMES (JAI)
JONES**
FIZZ



**GEORGE
POWERS**
FULL MONTY



**CHRIS
RITTER**
HORSHACK



**KURT
WUNDERLICH**
WOLVERINE

A LEGACY OF BROTHERHOOD

F3 lost one of our own in January 2023.

Taylor “Cardinal” Phelps of F3 Knoxville passed away in the Gloom surrounded by the men he had encouraged, supported, and led with quiet strength. His sudden passing shook not just Knoxville, but the entire Nation.

Cardinal was a faithful leader, a man of deep integrity, and someone who lived the F3 mission daily. He was kind to his core, always ready with a word of encouragement, a helping hand, and a steady presence that made others feel valued. He showed up. He led. He made a difference.

In the months following his passing, Cardinal’s legacy grew exponentially — culminating with **PAX across the country gathering on the one-year mark to honor his memory with a global, tribute beatdown**. Thousands of men completed burpees to represent the workout he never got to finish. His name was spoken during Name-o-Ramas. His memory echoed in COTs from Knoxville to the West Coast to the international regions he never visited, but deeply impacted.

But more powerful than any workout, was the way F3 men showed up for his family. In the hours, days, and months following his death, the Knoxville region, supported by brothers across the Nation, wrapped around his M (Andrea) and 2.Os (Clay “Cardinal Jr.” and Evie) with love, prayers, meals, and presence. That’s what we do. That’s who we are.

Andrea shared with us: ***“Thank you for showing up for us. You’ve reminded me that we’re not alone — and that means more than I can ever say.”***

That reminder drives us forward. Cardinal lived a life of purpose, humility, and faith. He challenged us to lead more boldly and love more deeply. And though we lost him far too soon, his example continues to guide the F3 brotherhood.

Cardinal’s story is not just one of loss, it’s one of legacy. It’s a reminder that what we do in the Gloom matters. That showing up for one another matters. That F3 is more than a workout, it’s a lifeline, a leadership path, and a family.



One week after Cardinal’s passing, more than 150 PAX – from all over the Southeast – converged in Knoxville to finish Cardinal’s “VQ”.

STATE OF THE NATION



In 2024, F3 Nation hosted two State of the Nation (SOTN) addresses in January and July, bringing together PAX across the country to reflect on progress, cast vision, and align our shared mission.

January 2024: The Next 43 Feet

Kicking off the year, the January SOTN focused on grounding F3's purpose and laying the foundation for impactful leadership. Dark Helmet shared, ***"We're laying the groundwork now — what we build together in 2024 will define F3 Nation's next growth chapter"***.

Highlights included:

- A clear call to "build the next 43 feet" with intentionality and clarity.
- Celebrating regional growth and the consistency of PAX leadership at the local level.
- The Leadership Development Process (LDP) to Equip, Educate, and Exhort men toward deeper impact.
- Introduction of team leads and new tools to support leadership at every stage.
- A renewed focus on living Third — serving others and leading with purpose.

July 2024: F3 3.0

Mid-year, the July SOTN built on January's momentum and introduced the next phase of F3 Nation's strategy and evolution. Dark Helmet reminded us: ***"F3 is a movement to help men have purpose in their lives."***

Highlights included:

- Leadership Development Process (LDP): Formal launch of new L.E.A.D. weekends focused on Leadership, Evolution, Activation, and Development.
- GrowRuck Transition: The GrowRuck brand will conclude at the end of 2024. New GTE-style events will continue under a new name, Freedom Ops, with the same spirit and leadership development focus.
- Expansion & Culture: New Sector Qs, scalable webinars, and a region starter kit are in development to support growth while preserving F3's core culture.
- Charitable Arm Updates: Transition away from Invigorate grants and empowering regions to support local causes by leveraging F3's 501(c)(3) nonprofit status.
- Digital Improvements: A redesigned website, a refreshed video Exicon, and improved communications tools launched to support leaders and regions alike.

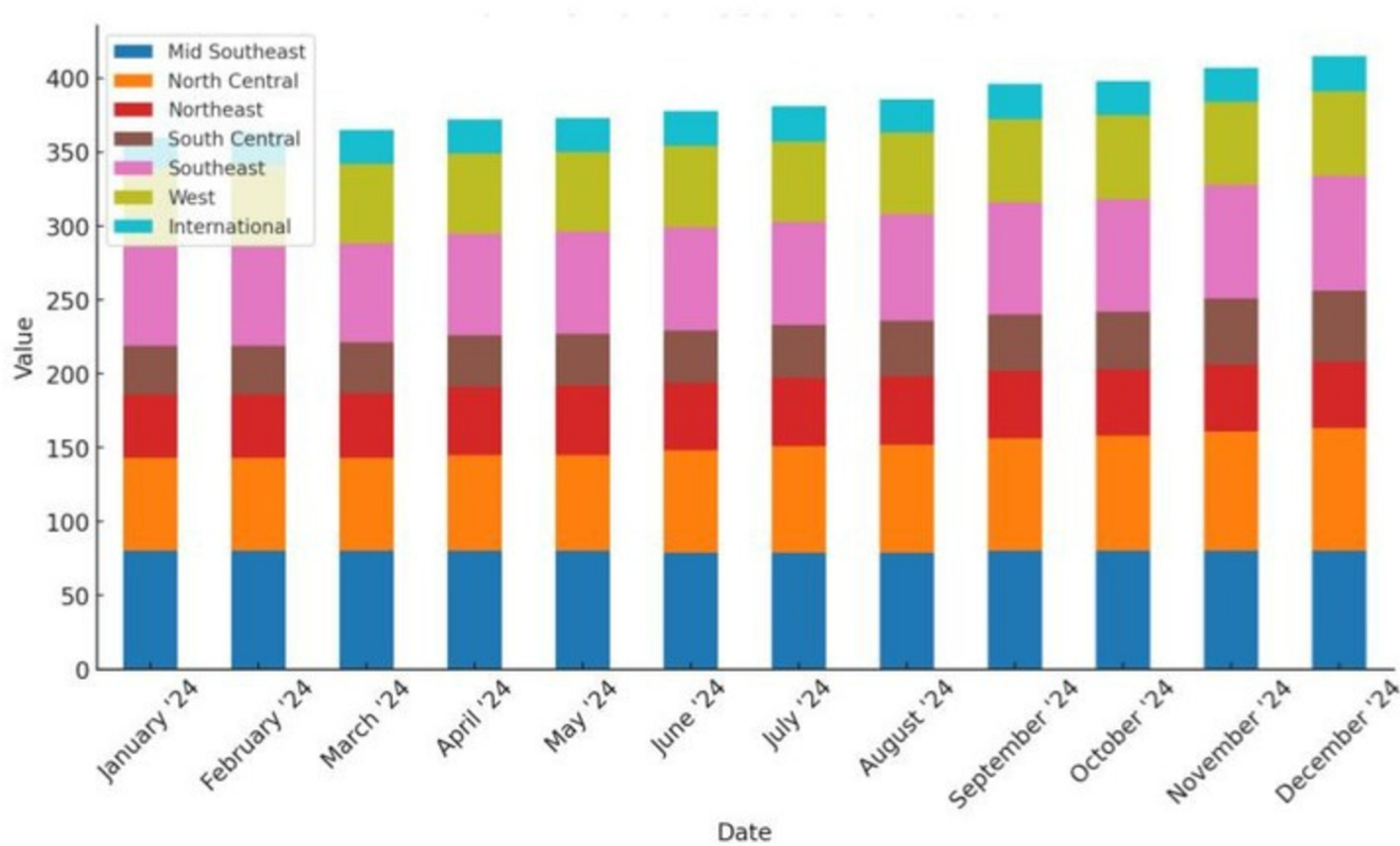
GROWTH

In 2024, F3 Nation continued its forward momentum, driven by purpose, consistency, and a deep commitment to building leaders. Across the country and around the world, our Regions demonstrated what's possible when men come together to lead, serve, and grow.

Here's a look at how each Region expanded this year:

- **Mid Southeast:** Maintained a steady presence with 80 Regions throughout the year.
- **North Central:** Experienced significant growth, increasing by 32%, from 63 to 83 Regions.
- **Northeast:** Grew by 4.5%, expanding from 43 to 45 Regions.
- **South Central:** Saw the highest percentage growth at 45.5%, increasing from 33 to 48 Regions.
- **Southeast:** Expanded by 16%, growing from 67 to 78 Regions.
- **West:** Increased by 7.5%, from 53 to 57 Regions.
- **International:** Continued steady global expansion, growing by 14%, from 21 to 24 Regions.

In total, F3 Nation added **55 new Regions in 2024**, bringing the mission to even more communities and men across the globe.



GENEROSITY



In 2024, F3 Nation launched the **HIM Society**, a community of High Impact Men who have made a bold, personal commitment to support the mission of F3.

The HIM Society is a movement within *the* movement. These are leaders who believe deeply in the purpose of F3 and have pledged a three-year investment to support its continued growth and long-term sustainability. Through their time, resources, and talent, HIM Society members are helping F3 Nation unlock new opportunities to impact more men and more communities across the globe.

Over the course of the year, we hosted **three inaugural HIM Society** events, each designed to foster brotherhood, cast vision, and deepen the connection between individual PAX and the mission we serve.

We're proud to recognize the first F3 Regions that have officially launched local HIM Societies: St. Louis / Gateway, The Capital (Washington, D.C.) and Jacksonville (JAX). T-Claps to these men for stepping up and setting the tone for what it looks like to lead with purpose, generosity, and impact.

Collectively, these events raised \$102,600 in cash and pledges committed over the next three years, an incredible show of support and belief in the future of F3 Nation. This is just the beginning. The HIM Society is laying a strong foundation for the next generation of leaders.



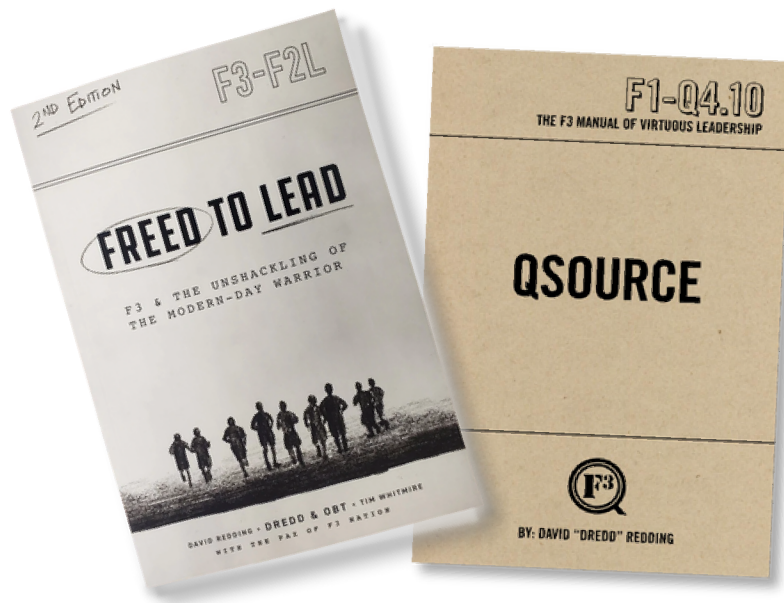
In 2024, F3 Nation held its annual giving campaign, **Accelerate**, running from October 1–31. Designed to help plant new regions, grow our reach, and serve more men. The campaign called on PAX to **GIVE IT AWAY** and invest in the future of F3. Midway through the campaign, multiple hurricanes devastated parts of the Southeast, impacting F3 communities. In response, leadership made the decision to pause all promotional efforts, encouraging PAX to redirect support toward urgent local relief. Yet, in true F3 fashion, men continued to give generously, **raising \$113,561 during the Accelerate campaign** and an additional **\$11,596 on Giving Tuesday**.

While the campaign's momentum shifted, the impact did not. Thanks to early support, HIM Society commitments, and year-end gifts, F3 Nation continued moving forward with strength and clarity. Though some planned initiatives were deferred, the 2024 campaign proved that this Nation leads with mission first, and shows up when it matters most.

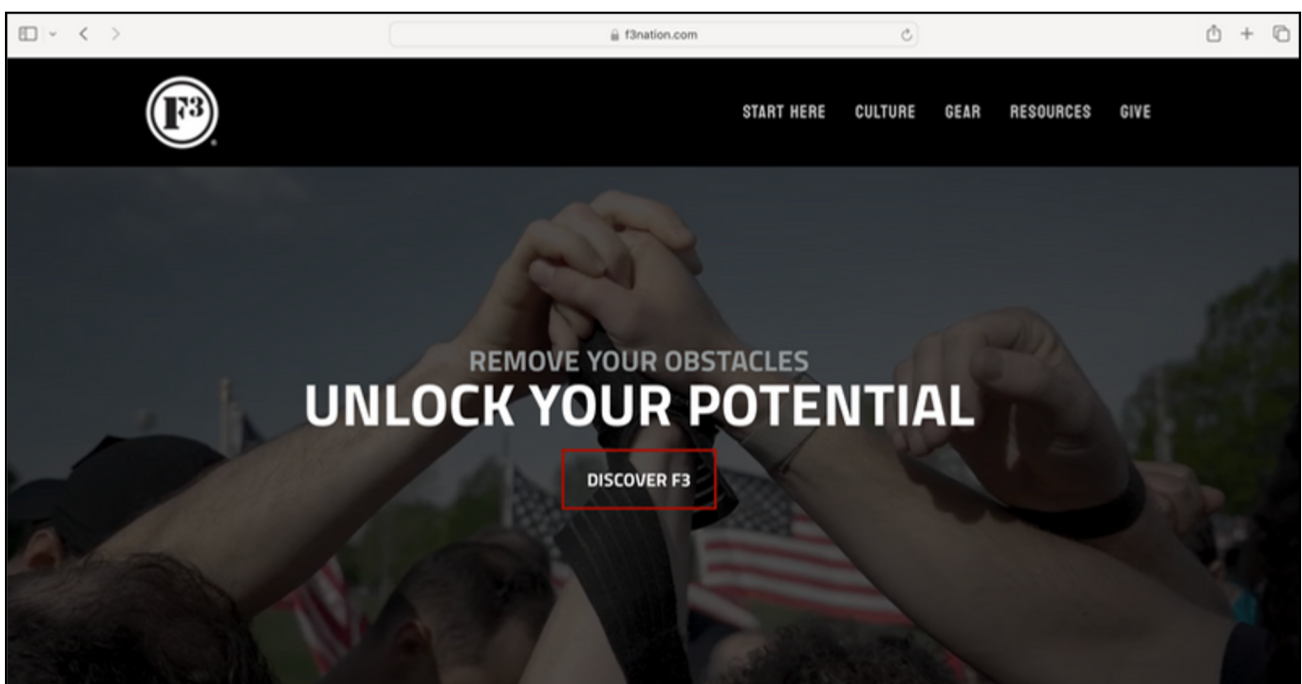
INVESTMENT AREAS

Thanks to the generosity of PAX, and others, F3 Nation made strategic financial investment in two key areas in 2024, to remove “barriers to entry” for leadership development and increase overall awareness of the F3 brand and mission.

BULK PRICING ON COPIES OF “FREED TO LEAD” + “Q SOURCE” (UP TO 68% OFF + FREE SHIPPING)



F3 NATION'S NEW WEBSITE



FINANCIALS

F3 NATION, INC. AND F3 FOUNDATION, INC. FINANCIAL STATEMENTS FOR THE YEAR ENDING DECEMBER 31, 2024

F3 NATION
STATEMENTS OF FINANCIAL POSITION
December 31, 2024

ASSETS

CURRENT ASSETS

Cash	\$ 37,317
Growruck prepaid expenses	<u>-</u>
Total current assets	<u>37,317</u>

OTHER ASSETS

Due from F3 Foundation	2,170
Book Royalties due from F3 Foundation	<u>7,674</u>
Total current assets	<u>9,844</u>
Total assets	<u><u>\$ 47,161</u></u>

LIABILITIES

CURRENT LIABILITIES

Accounts payable	\$ -
Credit card payables	604
Growruck event prepayments	<u>-</u>
Total current liabilities	<u>604</u>

OTHER LIABILITIES

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NET ASSETS

Without donor restrictions	46,557
With donor restrictions	<u>-</u>

Total net assets 46,557

Total liabilities and net assets \$ 47,161

F3 NATION

STATEMENTS OF ACTIVITIES AND CHANGES IN NET ASSETS
Twelve Months Ended December 31, 2024

	Actual	Budget
Revenues and other support		
Book Sales	\$ 14,504	\$ 12,000
Donation Income	1,127	-
Royalty Income	114,071	122,000
Podcasts	3,049	7,800
Growruck Income	90,275	126,520
Grant Income	60,000	-
Total revenues and other support	<u>283,026</u>	<u>268,320</u>
Expenses		
GrowRuck and Freedom Ops	59,596	54,748
Leadership Stipends	42,251	65,000
Professional Fees	49,320	118,000
Technology	22,113	25,500
Travel and meetings	52,355	96,878
Operations	18,802	35,330
Other expenses	8,315	27,430
Total expenses	<u>252,752</u>	<u>422,886</u>
Net Income	30,274	<u><u>\$ (154,566)</u></u>
Net assets, beginning of year	<u>16,283</u>	
Net assets, end of year	<u><u>\$ 46,557</u></u>	

F3 FOUNDATION, INC.

STATEMENTS OF FINANCIAL POSITION
December 31, 2024

ASSETS

CURRENT ASSETS

Cash	\$ 173,069
Restricted cash	32,387
Investments	<u>367,307</u>
Total current assets	<u>572,763</u>

PROPERTY AND EQUIPMENT

Furniture and equipment	1,530
Less accumulated depreciation	<u>(1,259)</u>
	<u>271</u>

Total assets	<u><u>\$ 573,034</u></u>
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LIABILITIES

CURRENT LIABILITIES

Accounts payable	\$ -
Credit card payables	8,584
Agency funds held for others:	
Mt Afton 2025	16,482
The Fort Golf Classic	14,052
F3 Monterey	379
Gremlin	750
Haywoodstock 2023	724
Book royalties due to F3 Nation	7,674
Accrued expenses	<u>2,170</u>

Total current liabilities	<u>50,815</u>
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OTHER LIABILITIES

<u>13,600</u>

NET ASSETS

Without donor restrictions	508,619
With donor restrictions	<u>-</u>

Total net assets	<u>508,619</u>
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Total liabilities and net assets	<u><u>\$ 573,034</u></u>
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F3 FOUNDATION, INC.

STATEMENTS OF ACTIVITIES AND CHANGES IN NET ASSETS
Twelve months ended December 31, 2024

	Actual	Forecasted Budget
Revenues and other support		
2024 Accelerate	52,284	300,000
Individual gifts	195,978	100,000
Corporate matching gifts	30,000	45,000
Corporate/Foundation gifts	6,448	35,000
Monthly pledges	33,877	45,000
HIM Pledges	35,459	-
Regional fundraising pass through	93,795	180,000
Investments	19,101	-
Total revenues and other support	466,942	705,000
Expenses		
Compensation and Benefits	189,998	170,500
Professional Fees	38,730	23,000
Facilities and Equipment	197	9,080
Operations and Technology	7,252	8,850
Travel and meetings	12,934	12,500
Marketing and Donor Recognition	28,028	24,200
Awards and Grants	174,944	351,000
Total expenses	452,083	599,130
Net Income	14,859	<u>\$ 105,870</u>
Net assets, beginning of year	493,760	
Net assets, end of year	<u>\$ 508,619</u>	



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F3Nation.com

CONTACT

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