

7/22/2015

Division of Corporations

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Phone : (305)377-0809  
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FLORIDA PROFIT/NON PROFIT CORPORATION  
GB GROUP FOUNDATION INC.

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**ARTICLES OF INCORPORATION  
OF  
GB GROUP FOUNDATION INC.  
A NON-PROFIT CORPORATION**

The undersigned incorporator of GB GROUP FOUNDATION INC., a Florida non-profit corporation (the "Corporation"), hereby adopts the following Articles of Incorporation and certifies as follows:

**ARTICLE I**  
**Name**

The name of the Corporation is GB Group Foundation Inc.

**ARTICLE II**  
**Duration**

The period of the Corporation's duration is perpetual.

**ARTICLE III**  
**Purpose**

The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify a exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Without limiting the generality of the foregoing, the purposes of this Corporation shall include the following:

- (a) Assist impoverished communities in Haiti by planning, organizing, funding and managing construction projects relating to community development, including without limitation: education, medical care facilities, sanitation, water purification, and low income housing; and
- (b) Planning, organizing, funding and managing projects to create and/or improve education, job training and job opportunities in impoverished Haitian communities;

provided, however, that notwithstanding the foregoing particular purposes found in this Article III, this Corporation shall not engage in any activity that may not be engaged in by a Corporation that is exempt under Section 501(c)(3) of the Internal Revenue Code.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

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No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

**ARTICLE IV**  
**Powers**

The Corporation has the power to engage in any lawful activity under the corporation code of the State of Florida, including opening and operating a bank account.

**ARTICLE V**  
**Initial Registered Agent**

**5.01** The name of the initial registered agent is:

**PBYA Corporate Services, LLC**

**5.02** The street address of the registered agent is:

**200 South Andrews Ave, Suite 600, Fort Lauderdale, FL 33301**

**ARTICLE VI**  
**Statement of Acceptance by Registered Agent**

I, Ricardo Bajandas, on behalf of PBYA Corporate Services, LLC hereby acknowledge that I am familiar with and accept the responsibilities of Registered Agent.

**PBYA CORPORATE SERVICES, LLC**

By: **Perlman, Bajandas, Yevoli & Albright, P.L.,**  
its Managing Member

By:   
\_\_\_\_\_  
**Ricardo Bajandas, Manager**

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**ARTICLE VII**  
**Principal Office and Mailing Address**

The Corporation's principal office is located in the City of Aventura, County of Miami-Dade, State of Florida in the United States.

**7.01** The complete street address of the initial designated principal office is:

**2875 NE 191<sup>st</sup> Street, Suite 900, Aventura, Florida, 33180**

**7.02** The complete mailing address is:

**2875 NE 191<sup>st</sup> Street, Suite 900, Aventura, Florida, 33180**

**ARTICLE VIII**  
**Directors**

The Corporation shall have at least three (3) directors. The Corporations' initial Board of Directors shall be comprised of the following persons:

<b>Name</b>	<b>Address</b>
Sarah Laurence Bigio	2875 NE 191 <sup>st</sup> Street, Suite 900, Aventura, Florida, 33180
Reuven Shalom Bigio	2875 NE 191 <sup>st</sup> Street, Suite 900, Aventura, Florida, 33180
Yael Bigio	2875 NE 191 <sup>st</sup> Street, Suite 900, Aventura, Florida, 33180

Directors shall be elected as set forth in the Corporation's bylaws.

**ARTICLE IX**  
**Bylaws**

The directors shall adopt the initial bylaws of the Corporation and may amend the bylaws at anytime by the provisions therein.

**ARTICLE X**  
**Dissolution**

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, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

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**ARTICLE XI**  
**Indemnification**

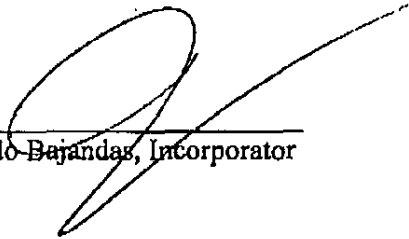
The Corporation does indemnify any directors, officers, employees, and incorporators of the Corporation from any liability regarding the Corporation and the business of the Corporation, unless the person fraudulently and intentionally violated the law and/or maliciously conducted acts to damage and/or defraud the Corporation, or as otherwise provided under applicable state corporate statute.

**ARTICLE XII**  
**Restrictions**

- 12.01** The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- 12.02** The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- 12.03** The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- 12.04** The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- 12.05** The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE XIII**  
**Incorporator**

I, Ricardo Bajandas, execute these Amended and Restated Articles of Incorporation effective as of this 22<sup>nd</sup> day of July, 2015.

  
 \_\_\_\_\_  
 Ricardo Bajandas, Incorporator

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