

N14 000009855

(Requestor's Name)

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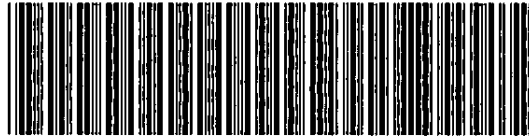
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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14 OCT 23 PM 5:40
DEPT. OF STATE
TALLAHASSEE, FLORIDA

10/24/14 OH (F)

GUILLERMO GLEIZER

**325 OCEAN DRIVE, #203
MIAMI BEACH, FL 33139
(917) 539-0175**

October 21, 2014

Department of State
Division of Corporations Corporate Filings
PO Box 6327
Tallahassee, FL 32314

Re: Document No. W14000063421

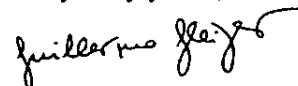
Friends of South Beach Victory Garden Inc

Thank you for your letter No. Letter Number: 414A00022336.

Following your instructions, attached is the Articles of Incorporation to be filed with the correction that you mentioned. Hope it's ok.

Attached is the \$70 check for fee. Thank you.

Very truly yours,



Guillermo A. Gleizer

FILED
14 OCT 23 PM 5:40
TALLAHASSEE, FLORIDA
DEPARTMENT OF STATE

**ARTICLES OF INCORPORATION
OF
FRIENDS OF SOUTH BEACH VICTORY GARDEN, INC.**

The undersigned, for purposes of forming a corporation not for profit in compliance with Chapter 617, Florida Statutes, hereby submits the following Articles of Incorporation:

ARTICLE 1 NAME

The name of this corporation shall be FRIENDS OF SOUTH BEACH VICTORY GARDEN, INC. (the "Corporation").

ARTICLE 2 PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation shall be :
325 Ocean Drive, #203, Miami Beach, FL 33139

ARTICLE 3 PURPOSES

The Corporation is organized, and shall be operated, exclusively for such lawful charitable, educational, literary, or scientific purposes, as shall qualify it for exemption from federal income tax as an organization described by Section 501 © (3) of the Internal Revenue Coe of 1896, as amended (the "Code"), or corresponding provisions of any subsequent Federal tax laws. Within the scope of the foregoing, the Corporation is organized and empowered to accept hold, invest and disburse for charitable educational literary or scientific purposes, such finds as may from time to time be given to it by any person, persons or entities. The purposes of the Corporation also include the performance of activities related or incidental to the furtherance of the Corporation's stated purposes and permitted under the laws of the United States and the State of Florida. Without restricting the purposes set forth above, the Corporation will focus its efforts in the advancement of urban organic gardening in all its forms, and introducing and presenting to the community at large the newest forms of food production in a tropical environment from classical organic techniques to non-traditional organic food production such as aquaponics.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers, or private persons, unless such member director, officer or other private person is itself an organization qualifying for exemption from federal income tax as an organization described by Section 501 © of the Code or the corresponding provisions of any subsequent Federal tax laws, and except (i) as reasonable compensation for services rendered, or (ii) to make payments and distributions in furtherance of the purposes set forth in this Article 3.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation (except to the extent permitted pursuant to an election made under Section 501 (h) of the Code), 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 of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation qualifying for exemption from federal income tax as an organization described in Section 501 (c)(3) of the Code, or corresponding provisions of any subsequent Federal tax laws, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or corresponding provisions of any subsequent Federal tax laws.

ARTICLE 4 MEETINGS

After incorporation, an organizational meeting shall be held in accordance with chapter 617, Florida statutes, as amended. The board of Directors of the Corporation may participate in a regular or special meeting by, or conduct the meeting through, the use of any means of communication which allows all directors participating to simultaneously hear one another. A Director participating in such a meeting is deemed present at the meeting. In the alternative, the Board of Directors may take actions through signed e-mail communications provided all Directors agree.

ARTICLE 5 MEMBERS

The Corporation shall have members. The qualification for members and the manner of their admission shall be as provided in the Bylaws. The rights exercisable by members shall also be as provided by the Bylaws.

The street address of the initial registered office of the Corporation is 325 Ocean Drive, #203, Miami, FL 33139 and the name of the Corporation's initial registered agent at that address is Guillermo Gleizer.

ARTICLE 6 BOARD OF DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of such number of persons as shall be fixed pursuant to the Bylaws from time to time, but shall not be less than the minimum number prescribed by applicable Florida law at the time the size of the Board is being fixed. The qualifications to serve as a director, the rights and powers of the directors, and the method of appointment or election of directors shall be as specified in the Bylaws. The Corporation shall have three (3) initial directors, who shall serve until the organizational meeting of the Board of Directors or until their successors are elected and qualify. The names and addresses of the persons who shall serve as the initial members of the Board of Directors of the Corporation are as follows:

Anthony Tony Giulino
1000 South Pointe Dr., Apt -6
Miami Beach, FL 33139

Max Jorge Haberman
Miami Beach, FL 33139

Guillermo Gleizer
325 Ocean Drive, 203
Miami Beach, FL 33139

ARTICLE 7 INCORPORATOR

The name of the incorporator is:

Guillermo Gleizer
325 Ocean Drive, 203
Miami Beach, FL 33139

ARTICLE 8 DISSOLUTION

In the event of the dissolution or winding up of the Corporation, the assets of the Corporation remaining after the payment of all debts and liabilities of the Corporation shall be distributed to one or more organizations that themselves are exempt from federal income taxation as organizations described by Section ©(3) of the Code, or corresponding provisions of any subsequent Federal tax laws, or to the United States government, or to a state or local government, for a public purpose. Such disposition shall be accomplished in a manner that does not result in the imposition of any amount of tax under section 507 of the Code, relating to the tax on termination of private foundation status, or the corresponding provisions of any subsequent Federal tax laws. Any such assets not so disposed of shall be disposed of by the Circuit Court 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.

ARTICLE 9 AMENDMENTS

These Articles of Incorporation may be amended, altered, changed or repealed by the act of a majority of the members of the Corporation.

ARTICLE 10 BYLAWS

The Bylaws of the Corporation shall be made, amended, altered, changed or repealed by the act of the members of the Corporation.

ARTICLE 11 INDEMNIFICATION

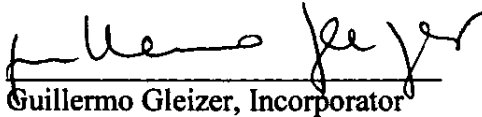
The Corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the Corporation or its subsidiaries. To the fullest extent not prohibited by law, the Corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director, within twenty (20) days after receipt by the Corporation of (i) a written statement requesting such advance, (ii) evidence of the expenses incurred, and (iii) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

The Corporation by action of its Board of Directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an employee or agent of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the Corporation or its subsidiaries. The Corporation by action of its Board of Directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent, after receipt by the Corporation of (i) a written statement requesting such advance, (ii) evidence of the expenses incurred, and (iii) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the Board of Directors, the authority granted to the Board of Directors in this paragraph shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the Corporation relating thereto.

ARTICLE 12 EFFECTIVE DATE

The effective date of these Articles of Organization shall be OCTOBER 9, 2014.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 21st day of October, 2014.


Guillermo Gleizer, Incorporator

FILED
14 OCT 23 PM 5:40
CLERK OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING THE REGISTERED ADDRESS AND THE
REGISTERED AGEN UPON WHOM PROCESS MAY BE SERVED
WITNESSETH:**

That, FRIENDS OF SOUTH BEACH VICTORY GARDEN, INC., desiring to organize under the laws of the State of Florida, has named Guillermo Gleizer 325 Ocean Drive, 203, Miami Beach, FL 33139, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper an complete performance of my duties, and I accept the duties and obligations of Section 617.0501, Florida Statutes.



Guillermo Gleizer, Registered Agent

FILED
14 OCT 23 PM 5:40
CLERK OF STATE
TALLAHASSEE, FLORIDA



FILED

OCT 23 PM 5:40

FLORIDA DEPARTMENT OF STATE
Division of Corporations, FLORIDA

October 17, 2014

GUILLERMO A GLEIZER
325 OCEAN DRIVE, UNIT 203
MIAMI BEACH, FL 33139

SUBJECT: FRIENDS OF SOUTH BEACH VICTORY GARDEN, INC. AKA
FRIENDS OF SBVG, INC
Ref. Number: W14000063421

FILED
14 OCT 23 PM 5:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for FRIENDS OF SOUTH BEACH VICTORY GARDEN, INC. AKA FRIENDS OF SBVG, INC and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Entities may file using only the entity's name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing an application and submitting the appropriate fees to this office.

If your business entity does not intend to transact business until January 1st of the upcoming calendar year, you may wish to revise your document to include an effective date of January 1st. If you do not list an effective date of January 1st, your business entity will become effective this calendar year and it will be required to file an annual report and pay the required annual report fee for the upcoming calendar year this coming January, which is merely weeks away. By listing an effective date of January 1st, the entity's existence will not begin until January 1st of the upcoming year and will, therefore, postpone the entity's requirement to file an annual report and pay the required annual report filing fee until the following calendar year.

To make the necessary corrections and resubmit your filing, return to our website and access electronic filing, then online filing. Choose to update your request by using the confirmation number and the pin number listed above. For any questions concerning the website, please call 850-245-6939. **Please disregard this letter, if you have contacted our office and were advised how to correct your document online.**

If you have any further questions concerning your filing, please call (850) 245-6052.

Tyrone Scott
Regulatory Specialist II
New Filings Section

Letter Number: 414A00022336