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FLORIDA PROFIT/NON PROFIT CORPORATION

Career Up Now, Inc.

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**ARTICLES OF INCORPORATION
FOR
CAREER UP NOW, INC.
(Not-For-Profit)**

The undersigned, desiring to form a charitable corporation under Chapter 617, Florida Statutes, as amended, the Florida Not for Profit Corporation Act, does hereby adopt the following Articles of Incorporation and certify:

**ARTICLE I
NAME**

The name of the corporation shall be CAREER UP NOW, INC. (the "Corporation")

**ARTICLE II
PRINCIPAL OFFICE**

The principal place of business and mailing address of the Corporation shall be 2020 West University Avenue, Gainesville, Florida 32603.

**ARTICLE III
PURPOSE**

The Corporation is organized exclusively to promote religious, scientific, literary, educational, and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, either directly or through other religious, scientific, literary, educational, or charitable organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The specific purpose of the Corporation is to motivate Jews to advance their personal, professional and soulful lives by integrating Jewish values, tradition and spirituality into immersive wisdom sharing, community building and access opportunities. The Corporation uses relevancy, specifically career advancement, as a "hook" to encourage Jewish emerging professionals (ages 20-24) to integrate Jewish values, traditions, and spirituality into their lives. Creating intergenerational relationship building experiences, Jewish professionals of all affiliations, ages and backgrounds, explore Judaism's timeless wisdom and find relevance and meaning for their professional and personal lives through online and in-person teachings, spiritual experiences, Shabbat and holiday celebrations, and more.

The Corporation shall not be conducted or operated for profit and no part of the net earnings of the Corporation shall inure to the benefit of any individual, nor shall any of the profits or assets of the Corporation be used other than for the purposes of the Corporation.

ARTICLE IV
MANNER OF ELECTION

The Directors shall be elected annually at the annual meeting of the Board of Directors.

ARTICLE V
INITIAL DIRECTORS

The names and addresses of the Initial Directors are as follows:

| <u>Name</u> | <u>Address</u> | <u>Office</u> |
|---------------|--|---------------|
| Adam Grossman | 3909 SW 1st Ave Gainesville, FL 32607 | Director |
| Bradley Cook | 2005 Marble Gorge Drive Las Vegas, NV 89117 | Director |
| Brad Gamble | 2324 SW 112th Street Gainesville, FL 32607 | Director |

ARTICLE VI
PROHIBITED ACTIVITIES

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 in Article III. 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 VII
DISSOLUTION

Upon the dissolution of the Corporation, after paying or making provisions for the payment of all the legal liabilities 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.

ARTICLE VIII
INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and street address of the registered agent is:

ALAN B. COHN
Greenspoon Marder LLP
200 East Broward Boulevard, Suite 1800
Fort Lauderdale FL 33301

ARTICLE IX
INCORPORATOR

The name and address of the Incorporator is:

ALAN B. COHN
Greenspoon Marder LLP
200 East Broward Boulevard, Suite 1800
Fort Lauderdale FL 33301

IN WITNESS WHEREOF, the Incorporator has subscribed his name this 24th day of January, 2019.

INCORPORATOR:


Alan B. Cohn

Having been named as registered agent to accept service of process for the above stated Corporation at the place designated in this certificate, I am familiar with the appointment as registered agent and agree to act in this capacity.

Date: January 24, 2019


ALAN B. COHN
Registered Agent