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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1575

FLORIDA PROFIT/NON PROFIT CORPORATION

UP NOT OUT, INC.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$70.00

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09 SEP -2 AM 11:11
TALLAHASSEE, FLORIDA
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ARTICLES OF INCORPORATION
In Compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I NAME

The name of the corporation shall be:

UP NOT OUT, INC.

ARTICLE II PRINCIPAL OFFICEThe principal street address and mailing address, if different is:

3051 Elizabeth Street, Miami, FL 33133.

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

Up Not Out, Inc. will be a civic organization aimed at improving the quality of life for low-income residents in Coconut Grove, Florida. Please see attached 501(c)(4).

ARTICLE IV MANNER OF ELECTION

The manner in which the directors are elected or appointed:

Board members are appointed by majority.

ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS

List name(s), address(es) and specific title(s):

Jakub Bartkowiak, Director - 3051 Elizabeth St., Miami, FL 33133

Morgan Fourgeau-Ciers, Director - 1690 SW 27th Ave, Apt 704, Miami, FL 33145

Stephen P. Murray, Director - 3051 Elizabeth St., Miami, FL 33133

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESSThe name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Corporation Service Company, 1201 Hays Street, Tallahassee, FL 32301

ARTICLE VII INCORPORATORThe name and address of the Incorporator is:

Stephen P. Murray - 3051 Elizabeth St., Miami, FL 33133

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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 and accept the appointment as registered agent and agree to act in this capacity.

Corporation Service Company

By: Sylvia Queppet
Signature/Registered Agent Sylvia Queppet, Assistant VP8/17/09
DateStephen P. Murray
Signature/Incorporator Stephen P. Murray, Incorporator07/14/09
Date

501 (c) (4) Attachment

This organization will be tax-exempt as a social welfare organization described in Internal Revenue Code (IRC) section 501(c)(4), an organization must not be organized for profit and must be operated exclusively to promote social welfare.

Pursuant to changes enacted as part of the Taxpayer Bill of Rights 2, the earnings of a section 501(c)(4) organization may not inure to the benefit of any private shareholder or individual. To be operated exclusively to promote social welfare, this organization must operate primarily to further the common good and general welfare of the people of the community (such as by bringing about civic betterment and social improvements). This organization is not operated primarily for the promotion of social welfare as its primary activity or operating a social club for the benefit, pleasure, or recreation of its members, or carrying on a business with the general public in a manner similar to organizations operated for profit.

Thus, a section 501(c)(4) social welfare organization may further its exempt purposes through lobbying as its primary activity without jeopardizing its exempt status. In addition, a section 501(c)(4) organization that engages in lobbying may be required to either provide notice to its members regarding the percentage of dues paid that are applicable to lobbying activities or pay a proxy tax. The promotion of social welfare does not include direct or indirect participation or intervention in political campaigns on behalf of or in opposition to any candidate for public office. However, a section 501(c)(4) social welfare organization may engage in some political activities, so long as that is not its primary activity. However, any expenditure it makes for political activities may be subject to tax under section 527(f).