

# 109800011742

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**FLORIDA PROFIT/NON PROFIT CORPORATION  
GIVING BACK FOUNDATION GROUP, INC.**

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December 8, 2009

FLORIDA DEPARTMENT OF STATE

\*\*\*FASTKIT CORPORATE OUTFITS\*\*\* Division of Corporations

SUBJECT: GIVING BACK FOUNDATION GROUP, INC.  
REF: W09000053352

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please complete the address for the mailing address.

An effective date may be added to the Articles of Incorporation if a 2010 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

If you have any further questions concerning your document, please call (850) 245-6062.

Eula Peterson  
Regulatory Specialist II  
New Filing Section

FAX Aud. #: E09000253176  
Letter Number: 109A00037408

**Articles of Incorporation of  
Giving Back Foundation Group, Inc.**

**FILED**  
2009 DEC -8 A 9:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned natural person of the age of eighteen (18) years or more, acting as incorporators of a corporation under the Florida Non-Profit Corporation Act, do hereby adopt the following articles of incorporation for such Corporation.

**ARTICLE ONE  
Name and Address**

The name of the corporation is **Giving Back Foundation Group, Inc.**  
and the address is 12245 SW 128<sup>th</sup> ST Suite 310, Miami FL 33186

The mail address is 9300 NW 25<sup>th</sup> ST Suite 210, Doral, FL 33172

**ARTICLE TWO  
Nonprofit Corporation**

The Corporation is a nonprofit corporation.

**ARTICLE THREE  
Duration**

The period of the Corporation's duration is perpetual.

**PREPARED BY:** Andres Monroy  
Monroy & Co. PA  
9300 NW 25<sup>th</sup> ST Suite 210  
Doral, Florida 33172

## **ARTICLE FOUR**

### **Purposes**

**Section 4.01. The corporation is organized exclusively for charitable, scientific, and educational purposes as defined in Section 501(c) (7) of the Internal Revenue Code. These activities shall include but not be limited to acquiring by gifts and donations funds to be donate to other charitable entities as defined in Section 501 (c) (7).**

**In order to meet the organizational test for exemption under section 501 (c) (3), your Articles of Incorporation must be amended to include the following provisions:**

- a. Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.**
- b. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements ) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any provision of this document, the organization shall not carry on any organization exempt from**

federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

- c. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (C) (3) of the Internal Revenue Code, or 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 disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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.

Section 4.02. Notwithstanding any other provision of these articles of incorporation:

- a. No part of the net earnings of the Corporation shall inure to the benefit of any director of the Corporation, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes); and no director, officer or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

b. The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under 170(c)(2) of the Internal Revenue Code and regulations as they now exist or as they may hereafter be amended.

c. Upon dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to other charitable organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

d. The Corporation is organized pursuant to the Florida Non-Profit Corporation Act and does not contemplate pecuniary gain or profit and is organized for nonprofit purposes.

ARTICLE FIVE  
Membership

The Corporation shall have no voting members.

ARTICLE SIX  
Initial Registered Office and Agent

The street address of the initial registered office of **Giving Back Foundation Group, Inc.** and the name of its initial registered agent is:

Andres Monroy  
Monroy & Co PA  
9300 NW 25<sup>th</sup> ST Suite 210  
Doral, FL 33172

ARTICLE SEVEN  
Directors

The number of Directors constituting the initial Board of Directors of the corporation is three (3), and the names and addresses of those people who are to serve as the initial Directors are:

Title	Name	Address
Director	Guillermo Huisman	8600 Byron Ave Apt #8 Miami Beach, Florida 33141
Director	Dinorah Brizuela	12245 SW 128 <sup>th</sup> ST. Suite 310 Miami, Fl 33186
Director	Adriana Henao	12245 SW 128 <sup>th</sup> ST. Suite 310 Miami, FL 33186

The manner in which directors are elected will be stated in the by-Laws.

#### ARTICLE EIGHT

##### Indemnification of Directors and Officers

Each Director and each officer or former Director or officer of the Corporation may be indemnified and may be advanced reasonable expenses by the Corporation against liabilities imposed upon him or her and expenses reasonably incurred by him or her in connection with any claim against him or her, or any action, suit or proceeding to which he or she may be a party by reason of his or her being, or having been, such Director or officer and against such sum as independent counsel selected by the Directors shall deem reasonable payment made in settlement of any such claim, action, suit or proceeding primarily with the view of avoiding expenses of litigation; provided, however, that no Director or officer shall be indemnified:

A. With respect to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in Performance of duty,



B. With respect to any matters which shall be settled by the payment of sums which independent counsel selected by the Directors shall not deem reasonable payment made primarily with a view to avoiding expense of litigation, or

C. With respect to matters for which such indemnification would be against public policy. Such rights of indemnification shall be in addition to any other rights to which Directors or officers may be entitled under any bylaw, agreement, corporate resolution, vote of Directors or otherwise. The Corporation shall have the power to purchase or maintain at its cost and expense insurance on behalf of such persons to the fullest extent permitted by this Article and applicable state law.

## ARTICLE NINE

### Limitation on Scope of Liability

No Director shall be liable to the Corporation for monetary damages for an act or omission in the Director's capacity as a Director of the corporation, except and only for the following:

- a. A breach of the Director's duty of loyalty to the Corporation;
- b. An act or omission not in good faith by the Director or an act or omission that involves intentional misconduct or knowing violation of the law by the Director;
- c. A transaction from which the Director gained any improper benefit whether or not such benefit resulted from an action taken within the scope of the Director's office; or
- d. An act or omission by the Director for which liability is expressly provided by statute.


ARTICLE TEN  
Incorporator

The name and street address of the Incorporator is:

Name  
Guillermo Huisman


Address  
8500 Byron Ave Apt #8  
Miami Beach, Florida 33141

In witness whereof, I have hereunto set my hand, this 1 day of December,  
2009.

  
Guillermo Huisman  
State of Florida  
County of Dade

Acknowledgment

Having been named above as registered agent to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in the capacity, and agree to comply with the provision of said act relative to keeping open said office.

  
Andres Monroy  
Monroy & Co PA  
9300 NW 25<sup>th</sup> ST Suite 210  
Doral FL 33172