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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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(Business Entity Name)

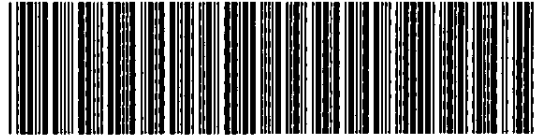
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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

6-17-14

**COVER LETTER**

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

File Second  
Please

SUBJECT: GaffedUp, Inc.

(PROPOSED CORPORATE NAME - N

(Articles of  
Incorporation)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☒ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

FROM: Vivienne Smith  
Name (Printed or typed)

7812 SW 148th Avenue

Address

Miami, FL 33193

City, State & Zip

786-281-9969

Daytime Telephone number

vivienne@gaffedup.com

E-mail address: (to be used for future annual report notification)

**NOTE: Please provide the original and one copy of the articles.**

**ARTICLES OF INCORPORATION**  
In compliance with Chapter 617, F.S., (Not for Profit)

**ARTICLE I    NAME**

The name of the corporation shall be: GaffedUp, Inc.

**ARTICLE II    PRINCIPAL OFFICE**

Principal street address:  
7812 SW 148th Avenue

Miami, FL 33193

Mailing address, if different is: \_\_\_\_\_

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**ARTICLE III    PURPOSE**

The purpose for which the corporation is organized is: See attachment.

**ARTICLE IV    MANNER OF ELECTION**    The manner in which the directors are elected and appointed: \_\_\_\_\_

As stated in the bylaws.

**ARTICLE V    INITIAL OFFICERS AND/OR DIRECTORS**

Name and Title: Vivienne Smith, President/Director

Address: 7812 SW 148th Avenue  
Miami, FL 33193

Name and Title: Jason Smith, Treasurer/Director

Address: 7812 SW 148th Avenue  
Miami, FL 33193

Name and Title: Mary Valle, Secretary/Director

Address: 7812 SW 148th Avenue  
Miami, FL 33193

Name and Title: Donna Hodes, Director

Address: 5910 SW 94th Avenue  
Miami, FL 33173

Name and Title: Russell Martin-Vegue, Director

Address: 1534 SW Mullinax Avenue  
Port St. Lucie, FL 34953

Name and Title: \_\_\_\_\_

Address: \_\_\_\_\_

Name and Title: \_\_\_\_\_ Name and Title: \_\_\_\_\_

Address: \_\_\_\_\_ Address: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Name and Title: \_\_\_\_\_ Name and Title: \_\_\_\_\_

Address: \_\_\_\_\_ Address: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

**ARTICLE VI REGISTERED AGENT**

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Name: Vivienne Smith

Address: 7812 SW 148th Avenue

Miami, FL 33193

**ARTICLE VII INCORPORATOR**

The name and address of the Incorporator is:

Name: Vivienne Smith

Address: 7812 SW 148th Avenue

Miami, FL 33193

*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*

Vivienne Smith

Required Signature of Registered Agent

5.29.14

Date

*I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.*

Vivienne M. Smith

Required Signature of Incorporator

5.29.14

Date

Gaffed Up, Inc.  
Articles of Incorporation Attachment

ARTICLE III – PURPOSE

Gaffed Up, Inc. is established to open the minds of children to the aquatic world by educating them in species information, conservation awareness, and respect for our waters in a manner which is intellectually stimulating, engaging, and entertaining.

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

No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VIII- DISSOLUTION

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person.

The manner of distribution of assets in this Corporation's winding up is as follows:

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