

N16000002523

(Requestor's Name)

ORIGIN ID:OGSA (212) 587-5971
JONATHAN DAVIDOFF
DAVIDOFF LAW FIRM, PLLC
228 EAST 45TH STREET
SUITE 1700
NEW YORK, NY 10017
UNITED STATES US

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

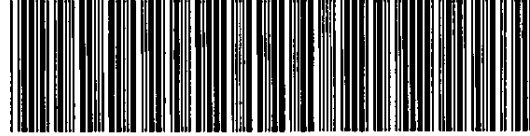
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



800284363378

04/12/16--01038--004 **35.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
16 APR 12 PM 12:33

APR 14 2016

C LEWIS

16 APR 12 PM 12:33

AMENDED
ARTICLES OF INCORPORATION
OF
GIVING FOR A CAUSE, INC.

NI 6000002523

A Florida corporation not for profit in compliance with Chapter 617, Florida Statutes.

These Amended Articles of Incorporation were adopted: a) on the date of execution on Page 4 herein; b) by the Board of Directors as there are no Members (see Article IX); and (c) amend the initial Articles of Incorporation of the Corporation and take a retroactive effect to the date of filing of the initial Articles of Incorporation.

ARTICLE I – Name

The name of this corporation is **GIVING FOR A CAUSE, INC.** (the “Corporation”).

ARTICLE II – Corporate Nature

The Corporation is a corporation not for profit organized pursuant to the Florida Not For Profit Corporation Act set forth in Chapter 617, Florida Statutes.

ARTICLE III – Address

The principal place of business address of the Corporation is: **100 N. Biscayne Boulevard, Suite 1607, Miami, Florida 33132.**

The mailing address of the Corporation is: **100 N. Biscayne Boulevard, Suite 1607, Miami, Florida 33132.**

ARTICLE IV - Duration

The period of the duration of the Corporation is perpetual unless dissolved according to law.

ARTICLE V - Purpose

The Corporation is organized exclusively for religious, charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”). The Corporation may initiate, carry on and otherwise provide direct support only for programs that have charitable, scientific, literary or educational purposes and may make distributions for one or more of the purposes set forth in the first sentence of this Article to organizations organized and operated exclusively for such purposes at the times of such distributions and that qualify as exempt organizations under Section 501(c)(3) of the Code or corresponding section of any future federal tax code.

ARTICLE VI – Powers

The Corporation shall have all of the powers, privileges, rights and immunities necessary or convenient for carrying out the purposes set forth in Article V hereof, and all the benefits, privileges, rights and powers created, given, extended or conferred now or hereafter, by the provisions of all applicable laws of the State of Florida pertaining to corporations not for profit, including any additions or amendments thereto. Without limiting the generality of the foregoing, the Corporation is empowered:

- A) to acquire, own, maintain and use its assets for the purposes set forth in Article V hereof;
- B) to buy, own, sell, convey, assign, mortgage or lease any interest in real and personal property and to construct, maintain and operate improvements thereon necessary or incident to the accomplishment of its purposes set forth in Article V hereof;
- C) to borrow money and issue evidence of indebtedness in furtherance of any or all of its purposes set forth in Article V hereof, and to secure the same by mortgage, pledge or other lien on the Corporation's property;
- D) to raise funds by any legal means for the accomplishment of its purposes set forth in Article V hereof; and
- E) to do and perform all acts reasonably necessary to accomplish its purposes set forth in Article V hereof.

ARTICLE VII – Management

All power and authority of the Corporation shall be vested in and exercised by its Board of Directors which shall manage and direct the affairs of the Corporation in accordance with applicable law and as provided in the Bylaws of the Corporation. The number of directors of the Corporation shall be not less than three (3) persons. The number and method of election of members of the Board of Directors shall be as provided in the Bylaws of the Corporation, and directors of the Corporation may be assigned different voting rights, including, without limitation, super-voting rights for one or more designated directors.

ARTICLE VIII – Initial Board of Directors/Officers

The number constituting the initial Board of Directors of the Corporation is three (3). The names and addresses of the persons who shall serve as the initial Board of Directors of the Corporation are as follows:

Title: Director
JONATHAN M. DAVIDOFF
100 N. Biscayne Boulevard, Suite 1607
Miami, Florida 33132

Title: Director
MICHAEL WRIGT
226 East 54th Street, Suite 300
New York, New York, 10022

Title: Director
ANGELO MONACO
1241 Mamaroneck Avenue
White Plains, New York 10605

The manner in which the directors are elected or appointed is set forth in the Bylaws of the Corporation.

ARTICLE IX - Members

The Corporation shall not have members.

ARTICLE X – Registered Agent & Office

The name of the initial registered agent of the Corporation is: **Jonathan M. Davidoff.**

The street address of the initial registered office of the Corporation is: **100 N. Biscayne Boulevard, Suite 1607, Miami, Florida 33132.**

ARTICLE XI - Incorporator

The name and address of the Incorporator of the Corporation is: **Derek A. Schwartz, Esquire, 4755 Technology Way, Suite 205, Boca Raton, Florida 33431.**

ARTICLE XII - Dissolution

Upon the 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 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 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 XIII - Restrictions

- (A) 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 the Purpose clause hereof.

- (B) 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 any candidate for public office.
- (C) Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by an 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.

The undersigned has(have) executed these Amended Articles of Incorporation this 11th day of April, 2016.



JONATHAN M. DAVIDOFF, Director

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in Article X of these Amended Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties.

Dated this 11th day of April, 2016.



JONATHAN M. DAVIDOFF, Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
16 APR 12 PM 12:39