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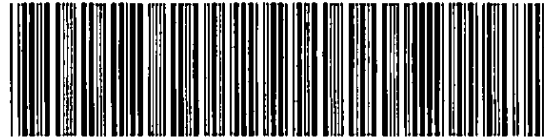
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CLERK OF THE CIRCUIT COURT
TALLAHASSEE, FLORIDA

08/22/17

1330 West Ave, #1202
Miami Beach, FL 33139-0905

August 16, 2017

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

SUBJECT: South Beach Victory Garden, Inc.

Ladies and Gentlemen,

Enclosed please find an original and one (1) copy of the articles of incorporation and a check for \$70 as the filing fee.

Should you need to contact me on behalf of the proposed non-profit corporation, my daytime telephone number is 202-812-0055; and my email address is southbeachvictorygarden@gmail.com.

Yours,

A handwritten signature in black ink, appearing to read "Donald Szumowski", with a stylized flourish at the end.

Donald Szumowski

Vice President & Secretary

ARTICLES OF INCORPORATION

In compliance with Chapter 617 of the Florida Statutes, these Articles of Incorporation are submitted by the Incorporator, a citizen of the United States, who desires to form a Non-Profit Corporation under the Non-Profit Corporation Law of Florida. I hereby certify:

ARTICLE I

The name of the corporation shall be SOUTH BEACH VICTORY GARDEN, INC. (the "Corporation")

ARTICLE II

The place in this state where the principal office of the Corporation is located in the City of Miami Beach, Miami-Dade County:

The principal place of business address is:

226 Collins Ave, Miami Beach, FL 33139 (no mail to this address)

The principal mailing address of the Corporation is:

1330 West Ave, #1202, Miami Beach, FL 33139-0905

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17 AUG 21 AM 11:55
OFFICE OF THE STATE
CLERK OF THE
JUDICIAL SYSTEM
TALLAHASSEE, FLORIDA

ARTICLE III

PURPOSE:

The Corporation is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future United States internal revenue law.

ARTICLE IV

POWERS:

The powers of the Corporation shall be as provided in the bylaws of the Corporation in accordance with Chapter 617, Florida Statutes, with the following limitations within the meaning of §501(c)(3) of the Internal Revenue Code, as amended:

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, directors, officers or other private interests. However, the Corporation shall be authorized and empowered to pay a reasonable flat salary for services rendered by its employees and to make payments and other distributions in furtherance of the purposes set forth in Article III.

2. No substantial amount of the activities of the Corporation shall be in furtherance of a purpose not set forth in Article III.

3. No substantial amount of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, within the meaning of §501(c)(3) of the Internal Revenue Code, as may be amended, unless the Corporation elects the provisions of §501(h) of the Internal Revenue Code, as amended.

4. In no event shall the Corporation have the power to participate in, or intervene in, including the publishing or distributing of statements, any political campaign on behalf of, or in opposition to, any candidate for public office, all within the meaning of §501(c)(3) of the Internal Revenue Code, as amended.

5. 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 §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future United States revenue law, or (b) by a corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code, or the corresponding section of any future United States revenue law.

ARTICLE V

MEMBERS:

The Corporation shall have members. The qualifications for membership and the manner of admission to membership shall be as provided in the bylaws. The rights exercisable by members shall be as provided in the bylaws.

ARTICLE VI

BOARD OF DIRECTORS:

The names and addresses of the persons who shall serve as the initial members of the Board of Directors of the Corporation are as follows:

Danna Renee Stillman, President, 300 South Pointe Drive, #4206, Miami Beach, FL 33139-7351

Donald Szumowski, Vice President & Secretary, 1330 West Avenue, #1202, Miami Beach, FL 33139-0905

Keith Fletcher, Treasurer, 334 Euclid Avenue, #103, Miami Beach, FL 33139- 8738

MANNER OF ELECTION:

The directors of the Corporation shall be elected as specified in the bylaws of the Corporation. In no event shall the number of directors be fewer than the minimum number specified in Chapter 617.0803, Florida Statutes, as amended.

EXERCISE OF CORPORATE POWERS:

The initial Board of Directors shall be fixed at three (3) members, who shall serve during the organizational meeting of the Board of Directors or until their successors are duly elected and qualify. After the initial meeting of the Board of Directors, the number of members of the Board of Directors shall be as fixed pursuant to the bylaws from time to time.

ARTICLE VII

MEETINGS OF THE BOARD OF DIRECTORS:

The Board of Directors of the Corporation may conduct regular or special meetings by, or conduct any of its meetings through, the use of any means of communication which allows all directors participating to simultaneously hear one another. Any Director participating in such a meeting is deemed to be present at the meeting. In the alternative, the Board of Directors may take action through signed email communications provided that no less than a majority of the Directors agree to such manner of meeting.

ARTICLE VIII

INITIAL REGISTERED AGENT:

The initial Registered Agent and the initial Registered Office of the Corporation are:

Donald Szumowski, 1330 West Avenue, #1202, Miami Beach, FL 33139-0905

ARTICLE IX

INCORPORATOR:

Donald Szumowski, 1330 West Avenue, #1202, Miami Beach, FL 33139-0905

ARTICLE X

DISSOLUTION:

Upon the dissolution of the corporation, its assets shall be distributed for one or more exempt purposes within the meaning of §501(c)(3) of the Internal Revenue Code, as amended, to the City of Miami Beach, Parks and Recreation Department, 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 XI

AMENDMENTS:

These Articles of Incorporation may be amended, or the Corporation may be dissolved by the act of the Board of Directors of the Corporation.

ARTICLE XII

BYLAWS:

The bylaws may be amended by the act of the Board of Directors of the Corporation.

ARTICLE XIII

INDEMNIFICATION:

The Corporation may, in its sole discretion, indemnify by majority vote of the Board of Directors, any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the Corporation or one of its agents, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the Corporation or one of its agents.

To the fullest extent not prohibited by law, the Corporation may, in its sole discretion, advance indemnification expenses for actions taken on behalf of the Corporation.

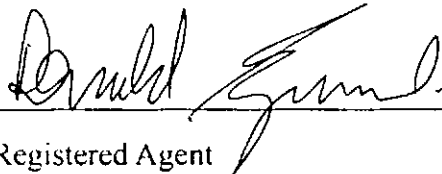
ARTICLE XIV

EFFECTIVE DATE:

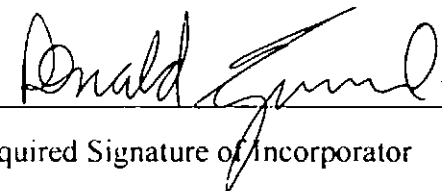
August 16, 2017

Having been appointed the Registered Agent of the South Beach Victory Garden, Inc., and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 16th day of August, 2017.

By : 
Registered Agent

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 section 817.155, Florida Statutes.


Required Signature of Incorporator

8/16/2017
Date

FILED
17 AUG 21 AM 11:55
DEPT. OF STATE
TALLAHASSEE, FLORIDA