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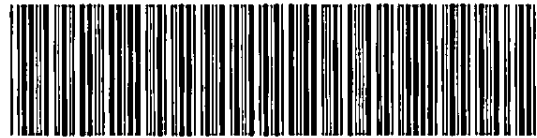
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FILED
2018 SEP 27 AM 9:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

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

SUBJECT: NEVER GIVE UP FOUNDATION INC.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

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: ANTONIO REGOJO

Name (Printed or typed)

12550 BISCAYNE BLVD STE 110

Address

MIAMI, FL 33181

City, State & Zip

305-814-8299

Daytime Telephone number

aregojo@regojolaw.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
OF
NEVER GIVE UP FOUNDATION INC.**

The undersigned, acting as the Incorporator of **NEVER GIVE UP FOUNDATION INC.**, under Chapter 617 of the Florida Statutes, and Section 501(c)(3) of the Internal Revenue Code of 1986 (as amended) submits the following Articles of Incorporation.

211 SEP 27 AM 9:26
SECRETARY OF STATE
TALLAHASSEE, FL 32399

FILED

**ARTICLE I
NAME**

This corporation shall be known as **NEVER GIVE UP FOUNDATION INC.**, a Florida not-for-profit corporation (hereinafter referred to as, the "Corporation").

**ARTICLE II
INITIAL PLACE OF BUSINESS AND MAILING ADDRESS**

The Corporation's initial principal place of business and mailing address shall be:

Principal Street Address: 10099 NW 89th Ave Unit 1, Medley, FL 33178

The Board of Directors may from time to time move the principal place of business and mailing address of the Corporation to any other address in the State of Florida.

**ARTICLE III
PURPOSE**

The purposes for which the Corporation is formed are exclusively religious, charitable, scientific, testing for public safety, literary or educational, to foster national or international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment) or for the prevention of cruelty to children or animals, within the meaning of Section 501(c)(3) of the US Internal Revenue Code of 1986, as amended (the "Code") and any rulings or regulations thereunder, or the corresponding provisions of any future internal revenue law of the United States of America (the "Revenue Laws"). In carrying out such purposes, the Corporation shall have all the powers and authorities granted by statute and law, including the power and authority to accept gifts, devises and other contributions for charitable purposes, to hold and administer the funds and properties received and to expend, contribute and otherwise dispose of funds or properties for charitable purposes either directly or by contribution to other Code Section 501 (c)(3) organizations organized and operated exclusively for charitable purposes; provided, however, (i) said powers and authorities shall be exercised only in furtherance of charitable purposes; (ii) no part of the net earnings of the Corporation shall inure to the benefit of any officer or director of the Corporation or other individual; (iii) the Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office; (iv) the Corporation shall not conduct its business or affairs in such a manner as to discriminate against any person on the basis of race, color, religion, sex, or age. It is

the specific intention of the Board of Directors that the purposes and application of the Corporation be as broad as permitted by law, but only to the extent that the Corporation qualifies as a tax exempt organization within the meaning of Section 501(c) and Section 170 of the Code.

In no event shall the Corporation engage in any activity which would be contrary to the purposes and activities: (1) permitted to be engaged in by any organization the activities of which are exempt from federal income tax under Section 501(c) of the Code; or (2) of a corporation, contributions to which are deductible under Section 170(c) of the Code.

ARTICLE IV **POWERS**

The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or in cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, desirable, suitable or proper for the furtherance, accomplishment, fostering or attainment of any or all the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are set forth in furtherance of the exempt purposes of organizations described in Code Section 501(c)(3) (or any corresponding provisions of any future Revenue Laws), including any rulings and regulations thereunder.

ARTICLE V **DURATION AND COMMENCEMENT OF EXISTENCE**

The Corporation shall have perpetual existence, commencing with the filing of these Articles of Incorporation with the Florida Department of State.

ARTICLE VI **MEMBERSHIP**

The Corporation shall have no members.

ARTICLE VII **DIRECTORS**

The affairs of the Corporation shall be managed by a Board of Directors, members of which shall be elected in accordance with Bylaws adopted for the Corporation. The number of members of the Board of Directors shall be fixed as set forth in Bylaws adopted for the Corporation; provided, however, the Corporation shall never have less than three (3) members of the Board of Directors. The names and addresses of the initial Board of Directors, consisting of those persons (but not less than three (3)) who shall serve until their successors have been duly elected and qualified, are:

ANIBAL GARCIA, Director

10099 NW 89th Ave Unit 1
Medley, FL 33178

DARIO PAPAGNO, Director

10099 NW 89th Ave Unit 1
Medley, FL 33178

JOSMARY PARABACUTO, Director

10099 NW 89th Ave Unit 1
Medley, FL 33178

ARTICLE VIII
INITIAL OFFICERS

The officers of the Corporation shall be a President, Vice President, Secretary and Treasurer, and such other officers as may be provided by the Bylaws adopted for the Corporation and/or elected by the Board of Directors. Officers shall be elected by the Board of Directors in the manner set forth in the Bylaws adopted for the Corporation. The names and addresses of the initial officers are:

ANIBAL GARCIA, President

10099 NW 89th Ave Unit 1
Medley, FL 33178

DARIO PAPAGNO, Vice President/Treasurer

10099 NW 89th Ave Unit 1
Medley, FL 33178

JOSMARY PARABACUTO, Secretary

10099 NW 89th Ave Unit 1
Medley, FL 33178

ARTICLE IX
BYLAWS

The Board of Directors shall provide such Bylaws for the conduct of the Corporation's business and for the carrying out of the Corporation's purposes as the Board of Directors may deem necessary from time to time.

ARTICLE X
AMENDMENTS

Amendments to these Articles of Incorporation shall be proposed by resolution of the Board of Directors or by the officers of the Corporation and shall be approved by the Board of

Directors by a majority vote of a quorum present at a meeting duly called in accordance with Bylaws adopted for the Corporation.

ARTICLE XI **LIMITATIONS ON ACTIONS**

All of the assets and earnings of the Corporation shall be used exclusively for the exempt purposes hereinabove set forth, including the payment of expenses incidental thereto. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any trustees, officers, directors or any other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make distributions and payments in furtherance of the purpose set forth above. No substantial part of the Corporation's activity shall be for the carrying on of a program of propaganda or otherwise attempting to influence legislation, except as otherwise provided in Code Section 501(h) (or corresponding provisions of any subsequent Revenue Laws); and the Corporation shall not participate in or interfere or intervene with (including the publication or distribution of statements regarding) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from U.S. Federal income taxation under Code Section 501(c)(3) (or corresponding provisions of any subsequent Revenue Laws) or any organization, contributions to which are deductible under Code Section 170(c)(2) (or corresponding provisions of any subsequent Revenue Laws). The Corporation shall have no capital stock, pay no dividends, and distribute no part of its net income or assets to any trustees, directors or officers or any other private persons and the private property of any trustees, directors or officers or any other private persons shall not be liable for the debts of the Corporation.

In particular, but without limitation of the generality of the foregoing paragraph, during such times as the Corporation may be considered a private foundation as defined in Code Section 509(a) (or corresponding provisions of any subsequent Revenue Laws), it shall not fail to distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by code Section 4942 (or corresponding provisions of any subsequent Revenue Laws); engage in any act of self-dealing as defined in Code Section 4941(d) (or corresponding provisions of any subsequent Revenue Laws); retain any excess business holdings as defined in Code Section 4943(c) (or corresponding provisions of any subsequent Revenue Laws); make any investments in such manner as to subject it to tax under Code Section 4944 (or corresponding provisions of any subsequent Revenue Laws); or make any taxable expenditures as defined in Code Section 4945(d) (or corresponding provisions of any subsequent Revenue Laws).

ARTICLE XII **DISSOLUTION**

Upon dissolution of the Corporation, all of its assets remaining after payment of or provision for all liabilities of the Corporation, including costs and expenses of such dissolution,

shall be utilized exclusively for the exempt purposes of the Corporation or distributed to an organization described in and qualified under Code Section 501(c)(3) (or the corresponding provisions of any future Revenue Laws), as shall be selected by the last Board of Directors of the Corporation. None of the assets will be distributed to any trustee, officer or director of the Corporation or any other private person. Any such assets not so 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 for such purposes.

Article XIII


Initial Registered Agent and Street Address

The street address of the initial registered agent office of the Corporation is **12550 Biscayne Blvd Ste 110, Miami, FL 33181**, and the name of the initial registered agent at such address is **Antonio Regojo**.

Acknowledgement:

Having been named to accept service of process for the above-referenced Corporation at 12550 Biscayne Blvd Ste 110, Miami, FL 33181, the undersigned agrees to act in this capacity, agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties of a registered agent, and accepts the duties and obligations of a Registered Agent in the State of Florida.

Dated this 24th day of September, 2018.

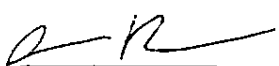
By: 
Name: Antonio Regojo

Article XIV

Incorporator

The name and address of the Incorporator is: **Antonio Regojo, at 12550 Biscayne Blvd, Suite 110, Miami, Florida 33181**.

I submit this document and affirm that the facts contained herein are true to the best of my knowledge. 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.

Signature of Incorporator  Date 09/24/2018.