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S. YOUNG

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: FORGE FOUNDATION CORP.

DOCUMENT NUMBER: N18000010892

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Carolina Rincon

Name of Contact Person

PAG.LAW

Firm/ Company

600 Brickell Avenue STE 1725

Address

Miami, Florida 33131

City/ State and Zip Code

ines@pag.law

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

For further information concerning this matter, please call:

Carolina Rincon

Name of Contact Person

at (786) 2921599

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

PAG·LAW

Private Advising Group P.A.

August 26, 2019

Via: Federal Express

Florida Division of Corporation
Amendment Section
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida, 32301

Re: Forge Foundation Corp.
Doc. # N18000010892

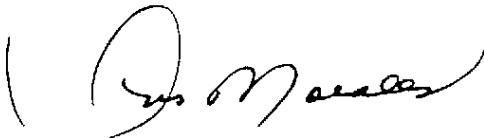
Dear Sir or Madam:

Please find attached a photocopy of an Amendment and Restated Articles of Incorporation for the above-mentioned entity, the original of which were previously sent.

It was brought to our attention today that the \$35.00 filing fee check was erroneously rejected by our bank. Therefore, I am herewith enclosing another filing fee check in the amount of \$35.00.

We ask that you please use the new check enclosed when filing the requested Amendment, which is pending to do.

Thank you.



Ines Morales, Paralegal

/ms
Enc.

c.c. Carolina Rincon

**Amended and Restated Articles of Incorporation
of
Forge Foundation Corp.
(a Florida Not for Profit Corporation)**

**Article I.
Name**

The name of the corporation shall be Friends of Forge Foundation, Corp.(hereinafter referred to as 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 of Principal Office**

The street address of the initial principal office and the mailing address of the Corporation is Avenida Regimiento de Patricios 251, Buenos Aires, Argentina.

**Article IV.
Purposes**

A. The purposes of the Corporation are to receive and administer money and property for religious, charitable, scientific, educational, and literary purposes within the meaning of §501(c)(3) of the Code, including but not limited to sponsoring programs to facilitate quality job placement to young people coming from low-income families through innovative training and work programs, in countries including, without limitation Argentina, Uruguay, Peru, Chile and Mexico. To accomplish our mission, we bridge the gap between high school and work force. The Corporation will raise funds for entities in such countries in order to keep and expand this work to more countries in South, Central and North America.

References in these Articles to the "**Code**" are to Sections of the Internal Revenue Code of 1986, as amended, as now enacted, or to corresponding provisions of any future United States revenue law in force and effect during the continuance of the Corporation.

B. The Corporation hereby expresses its intent to be an organization exempt from federal income taxation under §501(a) of the Code as an organization described in §501(c)(3) of the Code, and to be an organization contributions to which are deductible under §§170(c)(2), 2055(a)(2), 2106(a)(2)(A)(ii) and 2522(a)(2) of the Code.

**Article V.
Management**

All power and authority of the Corporation shall be vested in and exercised by: (i) a Board of Directors; and (ii) the President, which shall manage and direct the affairs of the Corporation in

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TALLAHASSEE, FLORIDA

accordance with applicable law and as provided by the Bylaws of the Corporation. The number of Directors shall be as provided in the Bylaws of the Corporation, but the Board of Directors shall at all times consist of not less than three (3) members. The method of electing members of the Board of Directors shall be as provided in the Bylaws of the Corporation. The voting and other rights of the members of the Board of Directors shall be as provided in the Bylaws of the Corporation. The President shall be elected by the Board of Directors.

Article VI.
Board of Directors

The names and addresses of the Board of Directors are as follows:

Directors	Address
Marco Giberti	255 Buttonwood Dr, Miami, FL, USA
Felipe Sommer	3340 NE 190st apt 1201, Aventura FL 33180, USA
Daniel Echavarría	5901 SW 74th ST Suite 310, Miami, FL 33143, USA
Roberto Macho	777 Brickell Avenue STE 1210, 33131 Miami, FL
Marcella Bottinelli	777 Brickell Avenue STE 1210, 33131 Miami, FL

President

Name	Address
Salomón Shalom Mizrahi	360 Ocean Drive Unit 506S Key Biscayne, FL 33149

Article VII.
Powers

The Corporation shall have the power to (i) receive, acquire, own, maintain and use its assets for the purposes for which it is organized, (ii) raise funds to further its purposes by any legal means, including but not limited to the solicitation of contributions from individual, corporate, governmental, and community sources, (iii) acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the Corporation, (iv) exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized, and (v) exercise all powers granted to a corporation not for profit under Florida law. In addition to the foregoing powers, the Corporation shall have any additional powers specified in its Bylaws.

Article VIII.
Limitations

A. No part of the net earnings, gains or assets of the Corporation shall inure to the benefit of or be distributable to any Director or officer of the Corporation, or to any other private

persons, or to any organizations organized and operated for profit, 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 Article IV hereof.

B. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation (except as otherwise provided by the provisions of §501(h) of the Code, if §501(h) of the Code applies to the Corporation and the appropriate election is made by the Corporation). The Corporation shall not 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.

C. Notwithstanding any other provisions of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income taxation under §501(a) of the Code as an organization described in §501(c)(3) of the Code, or by an organization contributions to which are deductible under §§170(c)(2), 2055(a)(2), 2106(a)(2)(A)(ii) and 2522(a)(2) of the Code.

D. The Corporation, if it is a "private foundation" as defined in §509(a) of the Code at any time, shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Code §4942(a), and shall not:

1. Engage in any act of "self-dealing" as defined in Code §4941(d), which would give rise to any liability for the tax imposed by Code §4941(a);
2. Acquire or retain any "excess business holdings" as defined in Code §4943(c), which would give rise to any liability for the tax imposed by Code §4943(a);
3. Make any investment which would jeopardize the carrying out of any of its exempt purposes within the meaning of Code §4944, so as to give rise to any liability for the tax imposed by Code §4944(a); or
4. Make any "taxable expenditures" as defined in Code §4945(d), which would give rise to any liability for the tax imposed by Code §4945(a).

The references in this Paragraph to designated sections of the Code shall be deemed to include any corresponding provisions of Federal tax laws at any time and from time to time in force and effect during the continuance of the Corporation.

Article IX.

Registered Office And Agent

The name of the registered agent of the Corporation is CT Corporation System, and the street address of the Corporation's initial registered agent is 1200 South Pine Island Road, Plantation, Florida 33324.

Article X.
Distribution on 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 the corresponding section of any future Federal tax code. Any assets not so disposed shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is located. Disposal shall be made exclusively for exempt or public purposes or be made to such organization or organizations as the court shall determine to be organized exclusively for such purposes.

Article XI.
No Members

The Corporation shall not have Members.

Article XII.
Duration

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

Article XIII.
Bylaws

The Corporation's Board of Directors shall adopt Bylaws for the regulation and management of the affairs of the Corporation. The Corporation's Bylaws may contain any provisions not inconsistent with law or these Articles of Incorporation. The Corporation's Bylaws may be amended, altered, or repealed and new Bylaws may be adopted as provided in the Corporation's Bylaws.

Article XIV.
Amendment

These Articles of Incorporation may be altered, amended or repealed only by a majority vote of the Board of Directors of the Corporation.

The undersigned executes these Amended and Restated Articles of Incorporation of Foundation Forge, Corp. this July 25th, 2019.



Salomon Shalom Mizrahi