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FLORIDA PROFIT/NON PROFIT CORPORATION

Never Give Up Foundation USA Inc.

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Electronic Filing Menu

Corporate Filing Menu

Help

2019 AUG 13 AM 11:52

H19000241399 3

2019 AUG 13 AM 11:52

ARTICLES OF INCORPORATION
OF
NEVER GIVE UP FOUNDATION USA INC.

(a Florida Corporation, not-for-profit)

The undersigned, acting as incorporator of a Florida not for profit corporation under the Florida Not For Profit Corporation Act, Chapter 617 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

Name

The name of the Corporation is NEVER GIVE UP FOUNDATION USA INC.

ARTICLE II

Duration

The Corporation shall exist perpetually until dissolved by due process by law.

ARTICLE III

Principal Place of Business and Mailing Address

The principal place of business and mailing address of the Corporation shall be
4040 Second Avenue, Miami FL 33137.

ARTICLE IV

Incorporator

The name and address of the Incorporator of these Articles of Incorporation is
Orianne Collins, 4040 Second Avenue, Miami, FL 33137.

H19000241399 3

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H19000241399 3

ARTICLE VGeneral Purposes

The Corporation is organized to operate exclusively for religious, charitable, scientific, educational, and literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE VIActivities Not Permitted

Notwithstanding any other provision of these articles, the Corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or any other corresponding provision of any future United States Internal Revenue Law.

ARTICLE VIIDedication and Distribution of Assets

No part of the net earnings of the Corporation shall inure to the benefit of any Member, Director, or Officer of the Corporation or any private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes, and no Member, Director, or Officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation. In the event of dissolution, the residual assets of the Corporation will be turned over to one or more organizations which

H19000241399 3

themselves are exempt as organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding sections of any future Internal Revenue Code, or to the Federal, State, or local government for exclusive public purposes.

ARTICLE VIII

Management of Corporate Affairs

The powers of the corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The corporation shall have three (3) Directors initially. The number of Directors of the corporation may be increased or diminished from time to time pursuant to the Bylaws but shall never be less than three (3). The method of selection of Directors is stated in the Bylaws of this corporation. The names and addresses of the initial members of the Board of Directors are as follows:

ORIANNE COLLINS
4040 Second Avenue, Suite 414
Miami, FL 33137

TERRY BYRNE
4040 Second Avenue, Suite 414
Miami, FL 33137

THOMAS NYDAHL
4040 Second Avenue, Suite 414
Miami, FL 33137

CLAUDIO ELESSI
4040 Second Avenue, Suite 414
Miami, FL 33137

ARTICLE IX

Indemnification

Every person who now is or hereafter shall be a Member, Director, or Officer of the corporation shall be indemnified by the corporation against all costs and expenses

H19000241399 3

(including counsel fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he is or shall be made a party by reason of his being or having been a Member, Director, or Officer of the corporation (whether or not he or she is a Member, Director, or Officer of the corporation at the time he or she is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him or her) except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his or her duties as such Member, Director, or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled to as a matter of law.

ARTICLE X

Membership

The Corporation shall initially have one member: ORIANNE COLLINS.

ARTICLE XI

Bylaws

The Board of Directors of the corporation may provide such Bylaws for the conduct of the business of the corporation and the carrying out of its purposes as such Directors may deem necessary from time to time. Upon notice properly given, the Bylaws may be amended, altered or rescinded by majority vote of the Directors present at any regular or special meeting called for that purpose, subject to any limitations set forth in the Florida Not for Profit Corporation Act concerning corporate action.

H190C0241399 3

ARTICLE XII

Amendments to Articles of Incorporation

An amendment to these Articles of Incorporation may be proposed by any Director of the Corporation, but such amendment may be adopted only after receiving an affirmative vote of two-thirds (2/3) of the Board of Directors and a unanimous vote from the Members.

ARTICLE XIII

Initial Registered Office and Registered Agent

The name and address of the initial registered agent of the Corporation is:

ORIANNE COLLINS
4040 Second Avenue
Miami, FL 33137

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation on this 12 day of NOVEMBER, 2019, for the purpose of forming the Corporation not for profit under the laws of the State of Florida.

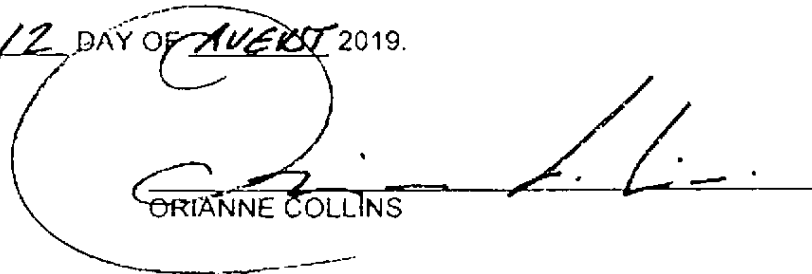
ORIANNE COLLINS, Incorporator

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H19000241399 3

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE XIII OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES.

DATED THIS 12 DAY OF AUGUST 2019.

Orianne Collins

H19000241399 3

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