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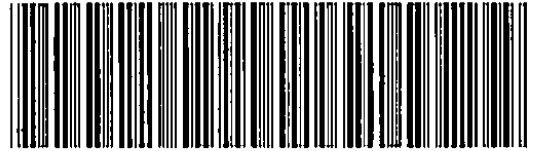
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Derrick Thompson

GIVEHEED

GiveHeed, Inc.

A Florida Non-profit Corporation

**ARTICLES OF
INCORPORATION**

**ARTICLE I
NAME**

1.01 Name

The name of this corporation shall be GiveHeed, Inc. The business of the corporation may be conducted as GiveHeed, giveheed, or The Vagabond Group.

**ARTICLE II
DURATION**

2.01 Duration

The period of duration of the corporation is perpetual.

**ARTICLE III
PURPOSE**

3.01 Purpose

GiveHeed, Inc. is a non-profit corporation and shall operate exclusively for charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. GiveHeed, Inc. purpose is to provide aid, relief, and opportunity to members of the public, specifically those who are homeless, otherwise classified as "Vagabonds", and who may be aimlessly wandering as a direct result of financial hardship, natural

disaster, or misfortune. Our mission is to eradicate and improve homelessness on a local and global level by providing innovative and resourceful solutions that yield temporary and long-term results.

3.02 Non-Profit

GiveHeed, Inc. is designated as a non-profit corporation.

ARTICLE IV NON-PROFIT NATURE

4.01 Non-profit Nature

GiveHeed, Inc. is organized exclusively for charitable and educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of GiveHeed, Inc. 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 make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) of the Internal Revenue Code, or corresponding section of any future federal tax code.

GiveHeed, Inc. is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

4.02 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of GiveHeed, Inc. of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

4.03 Dissolution

Upon termination or dissolution of GiveHeed, Inc., any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any succeeding federal tax code).

statute) which organization or organizations have a charitable purpose which, at least general includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of GiveHeed, Inc. hereunder shall be selected by the discretion of a majority of the managing body of GiveHeed, Inc. and if its members cannot agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against GiveHeed, Inc. by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualify organization or organizations to receive the assets to be distributed, giving preference if practical to organizations located within the State of Florida.

In the event that the court shall find that this section is applicable but that there is no qualify organization known to it which has a charitable purpose, which, at least generally, include purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Florida to be added to the general fund.

4.04 Prohibited Distributions

No part of the net earnings or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, 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 purposes set forth in Article III, Section 3.01.

4.05 Restricted Activities

No substantial part of the corporation's activities shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

4.06 Prohibited Activities

Notwithstanding any other provision of these Articles, the corporation shall not carry on activities not permitted to be carried on (I) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V **BOARD OF DIRECTORS**

5.01 Governance

GiveHeed, Inc. shall be governed by its board of directors.

5.02 Directors

The directors of the corporation shall be

1. Mario Davis, Founder & President
2. Garry Martin, Vice President, Operations
3. Linda Haynesworth, Vice President, Finance

ARTICLE VI MEMBERSHIP

6.01 Membership

GiveHeed, Inc. shall have no members. The management of the affairs of the corporation shall be vested in a board of directors, as defined in the corporation's bylaws.

ARTICLE VII AMENDMENTS

7.01 Amendments

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

ARTICLE VIII ADDRESSES OF THE CORPORATION

8.01 Corporate Address

The address of the corporation is:

GiveHeed, Inc.
3850 S. University Drive
Davie, FL 33328

The mailing address of the corporation is:

GiveHeed, Inc.
P.O. Box 290193
Davie, FL 33329

ARTICLE IX APPOINTMENT OF REGISTERED AGENT

9.01 Registered Agent

The registered agent of the corporation shall be:

Mario Davis, P.O. Box 290193 Davie, FL 33329

ARTICLE X INCORPORATOR

The incorporators of the corporation are as follow:

Mario Davis, P.O. Box 290193 Davie, FL 33329

CERTIFICATE OF ADOPTION OF ARTICLES OF INCORPORATION

We, the undersigned, do hereby certify that the above stated Articles of Incorporation of GiveHeed, Inc. were approved by the board of directors on 07-02-2020 and constitute a complete copy of the Articles of Incorporation of the GiveHeed, Inc.

1. Mario Davis, President, P.O. Box 290193 Davie, FL 33329
2. Garry Martin, Vice President, Operations, P.O. Box 290193 Davie, FL 33329
3. Linda Haynesworth, Vice President, Finance, P.O. Box 290193 Davie, FL 33329

ACKNOWLEDGMENT OF CONSENT TO APPOINTMENT AS REGISTERED AGENT

I, Mario Davis, agree to be the registered agent for GiveHeed, Inc. as appointed herein.



NAME, Registered Agent

Date: 7/13/2020