

11/30/2020

Division of Corporations

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Florida Department of State
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**FLORIDA PROFIT/NON PROFIT CORPORATION
TOP 10 FOUNDATION INC.**

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**ARTICLES OF INCORPORATION
OF
TOP 10 FOUNDATION INC.**

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

**ARTICLE I
NAME**

The name of this corporation shall be:

TOP 10 FOUNDATION INC. ("Corporation").

**ARTICLE II
PURPOSES**

The purposes for which the Corporation is organized are:

To assist under privileged children in the Dominican Republic and other areas of Latin America in having an education, room and board, balanced nutrition and extracurricular activities that help develop educational values using baseball as a base for learning team work and leadership. This will be achieved by receiving and maintaining personal or real property, or both; and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part therefrom exclusively for charitable, educational, literary or scientific purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended¹. The activities of the Corporation shall be consistent with Section 501(c)(3).

The Corporation would seek to achieve its objective in pedagogic, sportive, and caring areas through the performance of any kind of activities, for instance, it may create study halls, academies, schools, groups, or participate in some of these which

¹ Unless otherwise noted, all references are to the Internal Revenue Code of 1986, as amended, Title 26 of the United States Code, including corresponding provisions of any subsequent federal tax laws and the regulations promulgated thereunder as they now exist or as they may hereafter be amended.

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already exist; coordinate groups of teachers and participate in training activities; promote exhibitions, competitions; create or develop curriculum for each child as they develop in the game of baseball as well as in their educational development; to help them pursue their interests in sports or higher education; and assist in obtaining scholarships to universities abroad.

In furtherance of the foregoing, the Corporation shall be authorized:

- 2.1. To purchase, acquire, own, hold, guarantee, sell, assign, transfer, mortgage, pledge, loan or otherwise dispose of and deal in any bonds, securities, evidence of indebtedness or other personal property, as well as to purchase, acquire, own, hold, sell, transfer, mortgage, or otherwise dispose of and deal in real estate; and, as the owner of any such real or personal property, to exercise all the rights, powers and privileges of ownership.
- 2.2. To receive assistance, money, real or personal property and any other form of contributions, gifts, bequests or devises from any person, firm or corporation, to be utilized in the furtherance of the objects and purposes of this Corporation; to enter into agreements or contracts for contributions to the Corporation for its objects and purposes.
- 2.3. To establish an office and employ such assistance and clerical force as may be necessary and proper in the judgment of the Board of Directors, and pay reasonable compensation for the services of such persons.
- 2.4. To distribute, in the manner, form and method, and by the means determined by the Board of Directors of this Corporation, any and all forms of contributions or other funds received by it in carrying out charitable, educational, and scientific, programs of the Corporation in furtherance of its stated purposes. Money and real or personal property contributed to the Corporation in furtherance of these objects and purposes are and shall continue to be impressed with a trust for such purposes.
- 2.5. To contract and be contracted with, and to sue and be sued.
- 2.6. To invest and reinvest surplus funds in such securities and properties as the Board of Directors may from time to time determine.
- 2.7. To adopt and use a corporation seal containing the words "corporation not for profit", if desired and deemed necessary, but this shall not be compulsory unless required by law.
- 2.8. To do all acts and things requisite, necessary, proper and desirable to carry out and further the objects for which this Corporation is formed; and, in general, to have all the rights, privileges and immunities, and enjoy all the benefits, of the laws of the State of Florida applicable to corporations of this character, including but not limited to the powers described in Section 617.021 of the Florida Statutes.

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2.9. All of the above and foregoing are to be construed both as objects and powers, and it is expressly provided that the specific objects and powers enumerated herein shall not be held to limit or restrict in any manner the general powers of the Corporation.

2.10. Each and all of the objects, purposes and powers of the Corporation, however, shall be exercised, construed and limited in their application to accomplish the charitable, educational, literary and scientific purposes for which this Corporation is formed.

ARTICLE III
MEMBERSHIP

The Corporation may have members, but such members, if any, shall not have voting rights.

ARTICLE IV
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V
INCORPORATOR

The name and address of the subscriber is:

Global Corporate Solutions LLC
777 Brickell Ave., Suite 1210
Miami, FL 33131

ARTICLE VI
DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of a Board of Directors. The conditions of election to the Board of Directors and the number of directors (which number shall not be less than 3 nor more than 18) shall be as provided in the bylaws. The initial Directors, who are to serve until the first election thereof, are:

Manuel Luna
75-05 35th Ave., Apt. D5
Jackson Heights, NY 11372

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Luis Manuel Pellerano
Av. Anacaona, Edificio Galeria del PA, Piso 9
Santo Domingo, Dominican Republic

Luis Pereyra Evangelista
4ta casa 25
Los Molinos
Santo Domingo Este, Dominican Republic

Gabrial Piantini
Av. Anacaona, Edificio Galeria del PA, Piso 9
Santo Domingo, Dominican Republic

Alfredo Badui
Kurt Petter Strasse #2
Arroyo Hondo
Viejo Santo Domingo, Dominican Republic

ARTICLE VII REGISTERED AGENT

The initial registered office of the Corporation is 777 Brickell Ave., Suite 1210, Miami, Florida 33131, and the initial registered agent of the Corporation at that address is Global Corporate Solutions LLC.

ARTICLE VIII DIRECTORS' AND OFFICERS' COMPENSATION AND INDEMNIFICATION

8.1 Compensation. A Director of the Corporation shall not receive compensation, directly or indirectly, for services as a Director. An Officer of the Corporation shall not receive compensation, directly or indirectly, for services as an Officer unless employed by the Board of Directors as: (i) a member of the administrative staff of the Corporation, or (ii) for compensable services rendered in other capacities. These prohibitions shall not preclude reimbursement of a Director, Officer, or duly appointed committee member for expenses or advances made for the

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Corporation that are reasonable in character and amount not for compensable services rendered in other capacities and approved for payment in the manner provided by the Bylaws.

8.2 Indemnification. Every Director and every Officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably (including any appeal thereof) incurred by or imposed in connection with any proceeding or any settlement of any proceeding to which a Director or Officer may be a party or may become involved by reason of being or having been a Director or Officer of the Corporation, whether or not a Director or Officer at the time such expenses are incurred, except when the Director or Officer is adjudged guilty of or liable for willful misfeasance or malfeasance in the performance of duties; provided that in the event of a settlement before entry of judgment, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled. Appropriate liability insurance shall be provided for every Officer, Director and agent of the Corporation in amounts determined from time to time by the Board of Directors.

8.3 Interest of Directors and Officers in Contracts. Any contract, whether for compensation or otherwise, or other transactions between the Corporation and one or more of its Directors or Officers, or between the Corporation and any firm of which one or more of its Directors or Officers are stockholders or employees, or in which they are interested, or between the Corporation and any corporation or association of which one or more of its Directors or Officers are shareholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such Director or

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Directors, Officer or Officers, at the meeting of the Board of Directors of the Corporation which acts upon or in reference to such contract or transaction and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known in writing to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by vote of majority of the Directors present, such interested Director or Directors, Officer or Officers to be counted in determining whether a quorum is present but not be counted in calculating the majority of such quorum necessary to carry such vote. This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

ARTICLE IX CHARITABLE LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the members (if any), directors, or officers of the Corporation, or to any other private person; Nor shall the Corporation's assets or earnings be expended for the benefit of anyone other than a recipient of funds for charitable, educational, literary or scientific purposes; it being intended that all such earnings and assets shall be used and expended solely for the purposes stated in Section 501(c)(3) of the Internal Revenue Code. The Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes as set forth herein.

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

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In the event that the Corporation is characterized as a private foundation within the meaning of Section 509, the Corporation, during the period of such characterization:

Shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942;

Shall not engage in any act of self-dealing as defined in Section 4941(d);

Shall not retain any excess business holdings as defined in Section 4943(c);

Shall not make any investments in such manner as to subject it to tax under Section 4944; and

Shall not make any taxable expenditures as defined in Section 4945(d).

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3).

ARTICLE X DISPOSITION OF ASSETS

In the event of the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation by transferring such assets to such organizations which are exempt under Section 501(c)(3) as are engaged in activities of the type described in Article II above, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court 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.

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ARTICLE XI
BYLAWS; AMENDMENTS

The power to adopt, alter, amend or repeal the By-Laws of the Corporation shall be vested in the Directors in accordance with the provisions of the By-Laws.

ARTICLE XII
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is:

777 Brickell Ave., Suite 1210
Miami, Florida 33131

IN WITNESS WHEREOF, I, the undersigned, being the subscriber of the Corporation,
have set my hand and seal this 30th day of November, 2020.

Incorporator

Global Corporate Solutions LLC,



By: Fabian Pal
Its: Manager

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**CERTIFICATE DESIGNATING RESIDENT AGENT
AND REGISTERED OFFICE**

In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

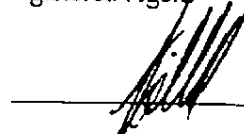
DESIGNATION

TOP 10 FOUNDATION INC., desiring to organize under the laws of the State of Florida, hereby designates Global Corporate Solutions LLC as its registered agent and 777 Brickell Ave., Suite 1210, Miami, Florida 33131 as its registered office.

ACCEPTANCE

Having been named as registered agent for the above named corporation, I hereby agree to act in such capacity for such corporation at its registered office.

Global Corporate Solutions LLC, as
Registered Agent



By: Fabian Pal
Its: Manager

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