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**FLORIDA PROFIT/NON PROFIT CORPORATION  
SPEARMINT GIVES, INC.**

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**ARTICLES OF INCORPORATION  
OF  
SPEARMINT GIVES, INC.**

The undersigned natural person, of the age of eighteen (18) years or more, acting as incorporator of a non-profit corporation under the Florida Corporations Not For Profit Act, adopts the following Articles of Incorporation.

**ARTICLE I: NAME**

The name of the corporation shall be Spearmint Gives, Inc. (the "Corporation").

**ARTICLE II: INITIAL PRINCIPAL OFFICE**

The street and mailing address of the initial principal office of the Corporation is 2916 N. Miami Avenue, Suite 910, Miami, FL 33127.

**ARTICLE III: PURPOSE**

The Corporation is organized and operated solely for charitable and non-profit 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 (the "Code").

The Corporation is organized to have and exercise all rights and powers conferred upon non-profit corporations under the laws of the State of Florida, or which may hereafter be so conferred, in order to promote charitable activities, except as limited by Section 501(c)(3) of the Code.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its officers, directors or other private persons, except that the Corporation, in accordance with applicable law, shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes described in Section 501(c)(3) of the Code. 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 or in opposition to any candidate for public office.

Notwithstanding any other provision hereof, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by any corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

**ARTICLE IV: DIRECTORS**

The number of directors of the Corporation, which shall constitute its Board of Directors and the governing body of the Corporation, shall be fixed by or as provided in the Bylaws of the Corporation. The number of directors shall be no fewer than three (3). The current Directors are:

Andrew Waranch  
2916 N. Miami Avenue, Suite 910  
Miami, FL

Zhanna Waranch  
2916 N. Miami Avenue, Suite 910  
Miami, FL

Kevin Kelley

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2916 N. Miami Avenue, Suite 910  
Miami, FL

#### **ARTICLE V: BYLAWS**

The initial Bylaws of the Corporation shall be adopted by its Board of Directors, and the power to alter, amend or repeal the Bylaws or adopt new Bylaws shall be vested in its Board of Directors.

#### **ARTICLE VI: MEMBERS**

The Corporation shall have no members.

#### **ARTICLE VII: INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 515 East Park Avenue, Second Floor, Tallahassee, FL 32301. The name of the initial registered agent of the Corporation at that office is Capitol Corporate Services, Inc.

#### **ARTICLE VIII: INCORPORATOR**

The name and street address of the Corporation's incorporator is Jose Pablo Salas, 600 Travis Street, Fifty-Eighth Floor, Houston, TX 77002.

#### **ARTICLE IX: EFFECTIVE DATE**

These Articles of Incorporation shall be effective on the date filed with the Secretary of State of Florida.

#### **ARTICLE X: LIMITATION OF LIABILITY**

To the fullest extent permitted by applicable law, a director of this Corporation shall not be liable to the Corporation for monetary damages for an act or omission in the director's capacity as a director, except that this Article does not eliminate or limit the liability of a director to the extent the director is found to be liable for:

- (a) a breach of a director's duty of loyalty to the Corporation;
- (b) an act or omission not in good faith that constitutes a breach of duty of the director to the Corporation or an act or omission that involves intentional misconduct or a knowing violation of the law;
- (c) a transaction from which the director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or
- (d) an act or omission for which the liability of a director is expressly provided by applicable law.

#### **ARTICLE XI: INDEMNIFICATION**

The Corporation shall indemnify any person who (i) is or was a director, officer, employee, or agent of the Corporation, or (ii) while a director, officer, employee, or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee, trustee agent, or similar functionary of another foreign or domestic non-profit corporation, trust, employee benefit plan, or other enterprise, to the fullest extent that a corporation may or is required to grant indemnification to a director under the Florida Corporations Not For Profit Act as now written or as hereafter amended, but only to the extent permitted for (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Code; and (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

#### **ARTICLE XII: 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 Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

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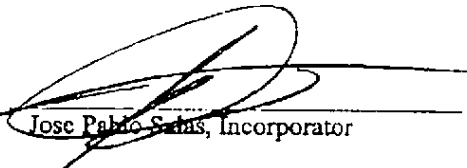
**ARTICLE XIII: AMENDMENTS**

Except as otherwise provided in the Bylaws of the Corporation, these Articles of Incorporation may be altered, amended, or repealed only as provided in the Florida Corporations Not For Profit Act, as presently written or hereafter amended.

Dated: October 18, 2023

**SPEARMINT GIVES, INC.**

By:



Jose Pablo Salas, Incorporator

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Capitol Corporate Services, Inc. having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Signature of Registered Agent:



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Kim Tadlock, as Asst. Secretary on behalf of Capitol Corporate Services, Inc.

Date: October 18, 2023

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