

N24000004779

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

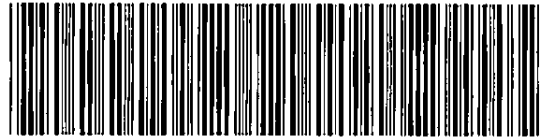
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



500427375495

04/15/24--01019--00: \*\*70.00

700

## COVER LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**SUBJECT:** The GBS Foundation, Inc.

(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☒ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

**FROM:** Madeleine Moreno  
\_\_\_\_\_  
Name (Printed or typed)

7534 sw 122 place  
\_\_\_\_\_  
Address

miami florida 33183  
\_\_\_\_\_  
City, State & Zip

305-606-4318  
\_\_\_\_\_  
Daytime Telephone number

Rmbarreiro@bellsouth.net

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

**NOTE: Please provide the original and one copy of the articles.**

## **ARTICLES OF INCORPORATION**

### **OF**

The GBS Foundation, Inc.

#### **ARTICLE 1**

##### **Name**

The name of the corporation is The GBS Foundation, Inc. (hereinafter referred to as the "Corporation").

#### **ARTICLE 2**

##### **Principal Address**

The Corporation's principal address is: 7534 SW 122 Place, Miami, Florida, 33183

#### **ARTICLE 3**

##### **Purpose**

The specific purposes for which the Corporation is formed are:

(a) exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provision of any subsequent federal tax laws governing the distributions to organizations qualified as tax-exempt; and

(b) except as limited by the Articles of Incorporation and the Bylaws, the Corporation will have and exercise all rights and powers in furtherance of its purposes as are or may hereafter be conferred on not for profit corporations pursuant to Chapter 617, Florida Statutes, and in accordance with other applicable law.

The Corporation does not contemplate pecuniary gain or profit to its trustees, officers or other participants in its affairs. Notwithstanding any other provisions of these Articles of Incorporation, this Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code or law.

#### **ARTICLE 4**

##### **Members**

The Corporation shall not have members.

#### **ARTICLE 5**

##### **Board of Directors**

(a) The affairs of this Corporation shall be managed by its Board of Directors. The directors of the corporation shall be elected or appointed at each annual meeting, or other meeting called by the board, to hold office until the next annual meeting. Directors may also be elected or removed at any regular meeting or special meeting called for the purpose of electing or removing a director. Each director, including a director elected or appointed to fill a vacancy, shall hold office until her or his successor is elected or appointed or until her or his earlier resignation or removal.

(b) The names and addresses of the initial directors are:

Madeleine Moreno	7534 sw 122 place
<i>Executive Director</i>	Miami, FL 33183

Michelle Barreiro	7534 sw 122 place
<i>Director</i>	Miami, FL 33183

Rebecca Barreiro:	7534 sw 122 place
<i>Director</i>	Miami, FL 33183

#### **ARTICLE 6** **Registered Agent**

The name and street address of the initial registered agent is:  
Madeleine Moreno, 7534 sw 122 place, Miami Florida 33183

#### **ARTICLE 7** **Bylaws**

The Bylaws of the Corporation shall be made, altered, or rescinded by a majority vote of the Board of Directors.

#### **ARTICLE 8** **Duration**

The Corporation shall exist perpetually.

#### **ARTICLE 9** **Amendment**

A majority vote of the Board of Directors can amend the Articles of Incorporation.

#### **ARTICLE 10** **Dissolution**

A majority of the Board of Directors may authorize dissolution of the Corporation. After dissolution is authorized, the Corporation must file articles of dissolution in compliance with Section 617.1403, Florida Statutes, with the Florida Department of State.

Upon the dissolution and winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax code or law.

**ARTICLE 11**  
**Indemnification**

The Corporation does indemnify any directors, officers, employees, incorporators, and members of the corporation from any liability regarding the corporation and the affairs of the corporation, unless the person fraudulently and intentionally violated the law and/or maliciously conducted acts to damage and/or defraud the corporation, or as otherwise provided under applicable statute.

**ARTICLE 12**  
**Prohibited Activities**

No part of the net earnings of the Corporation 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 to make payments and distributions in furtherance of the purposes set forth in Article 3. 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

**ARTICLE 13**  
**Incorporator**

The name and address of the Incorporator is: Madeleine Moreno, 7534 sw 122 place, Miami Florida 33183

*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.*

Madeleine Moreno  
Madeleine Moreno., Registered Agent  
Signed by Madeleine Moreno

4/1/2024  
Date

*I submit this document and affirm the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.*

Madeleine Moreno  
Madeleine Moreno, Incorporator

4/1/2024  
Date