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ARTICLES OF INCORPORATION

PROVER FOUNDATION, INC.

The undersigned incorporator, for the purpose of forming a not-for-profit corporation under the Florida not-for-profit corporation statute, adopts the following articles of incorporation:

ARTICLE ONE

NAME

The name of the corporation shall be:

PROVER FOUNDATION, INC.

ARTICLE TWO

PRINCIPAL OFFICE

The address of the corporation's initial registered office is:

2499 Glades Rd Suite 304 – Boca Raton, Florida 33431.

ARTICLE THREE

PURPOSES

This corporation is organized not-for-profit and for the following objectives and purposes:

1. We are committed to supporting the protection and promotion of human rights and dignity for all individuals across the globe. Through awareness campaigns, assistance for victims of rights abuse, and policy engagement, we strive to create a world where every person is respected and treated with dignity, regardless of their background.

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2. Education is a transformative force. Our organization aims to improve quality education for underserved populations worldwide. We will develop and implement educational programs that cater to the unique needs of communities, provide necessary resources, and collaborate with local partners to create sustainable educational initiatives. We believe that empowering individuals through education is vital for personal and societal development.
3. Sustainable income generation is essential for breaking the cycle of poverty. We will empower communities by offering global entrepreneurship programs, microfinance opportunities, skill development initiatives, and cooperative models. Our goal is to foster economic independence through training and support that enable individuals to create viable livelihoods and contribute to their local economies.
4. Promoting social inclusion is fundamental to building equitable societies. We will work to uphold the rights of marginalized groups, facilitate participation in decision-making processes, and ensure access to essential services for all individuals. Our initiatives will aim to dismantle barriers to inclusion through community awareness campaigns, policy engagement, and programs that celebrate diversity and encourage cultural exchange.
5. This corporation is organized exclusively for charitable, educational, and scientific purposes within the meaning of 26 U.S.C.A. § 501(c)(3) of the Internal Revenue Code.
6. To engage in any lawful act or activity for which not-for-profit corporations may be organized under the Florida not-for-profit corporation statute. By this statement, all lawful acts and activities shall be within the purpose of the corporation, provided, however, that the corporation shall not have or exercise any power or authority, nor shall it directly or indirectly engage in any activity that would prevent the corporation from qualifying and continuing to qualify as an organization described in Section 501(c)(3) of the Internal Revenue Code.

ARTICLE FOUR

NO CAPITAL STOCK

This corporation shall not have the authority to issue capital stock.

ARTICLE FIVE

MEMBERSHIP

Membership consists of governing members and participating members. The conditions of membership shall be fixed by the bylaws, except, however, that no members other than governing members shall have any voting rights.

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ARTICLE SIX

POWERS OF BOARD

The board of directors shall have all powers granted by Florida law, including, but not limited to, the power to make, alter, amend, or repeal the bylaws of the corporation from time to time. The number of directors shall not be less than three but may be as many as determined by the board of directors. Any additional powers or limitations of the board of directors shall be as determined by the bylaws of the corporation.

ARTICLE SEVEN

DIRECTORS

The names and mailing addresses of the people who are to serve as the initial board of directors until their successors are elected and qualified are as follows:

1- Cleber Machado
9175D SW 20th Street
Boca Raton FL 33428

2-Sandra Vargas Braga Machado
9175D SW 20th Street
Boca Raton FL 33428

3-Francinei Correa Souza
11460 NW 56th Drive #109
Coral Springs FL 33076

4-Gabriela Rondanim
20547 NE 6th CT
MIAMI FL 33179

5-Alexandre Braga Machado
20547 NE 6th CT
MIAMI FL 33179

6-Marco Braga Machado
4126 Concord Oaks Dr.
St. Louis MO 63128

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7-Mayra Alejandra Aragon
4126 Concord Oaks Dr.
St. Louis MO 63128

8-Rosana Margossian
8813 Castle Cliff Dr.
Matthews NC 28105

9-Sostenes Souza
11460 NW56th Drive #109
Coral Springs FL 33076

ARTICLE EIGHT

MANNER OF ELECTION OF DIRECTORS

The board of Directors shall elect any new member (director) by the majority of the votes of all members or represented by proxy.

ARTICLE NINE

RESTRICTIONS ON ACTIVITIES

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, 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 charitable, religious, scientific, 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 the corresponding provision of any future federal tax law). No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. 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. Notwithstanding any other provision of these articles of incorporation, the corporation shall 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 (or the corresponding provision of any future federal tax law), or (b) by a corporation, contributions to which are deductible under 26 U.S.C.A. § 170(c)(2) (or the corresponding provision of any future federal tax law).

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ARTICLE TEN

DISTRIBUTION ON DISSOLUTION

On 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 exclusively for the purposes of the corporation in such manner or to such organization or organizations organized exclusively for charitable, educational, religious, or scientific purposes as shall qualify as an exempt organization or organization under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future federal tax law), as the board of directors shall determine. Remaining assets shall be distributed to the First Brazilian Baptist Church of South Florida, Incorporated.

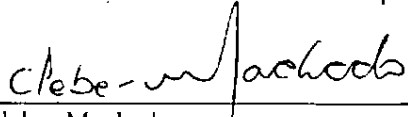
ARTICLE ELEVEN

INCORPORATOR

The name and residence of the incorporator:

Cleber Machado
9175D SW 20th Street
Boca Raton FL 33428

In witness, these articles of incorporation were signed on December 18, 2024



Cleber Machado

12/18/2024

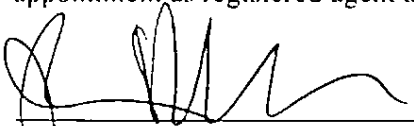
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ARTICLE TWELVE

INITIAL REGISTERED AGENT AND STREET ADDRESS:

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.



John P Miller
2499 Glades RD Suite 304
Boca Raton FL 33431

12/18/2024

Date

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