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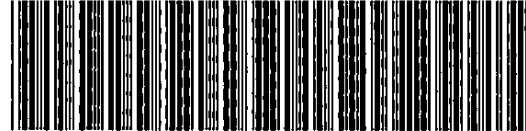
(Business Entity Name)

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DEPT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

06 JUN 19 PM 2:52

RECEIVED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

06 JUN 19 PM 3:29

FILED

1/1

COVER LETTER

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

SUBJECT: LifeSource Opportunity Resource Centers, 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: Robert Johnson
Name (Printed or typed)

1844 Nekoma Court
Address

Tallahassee, FL 32304
City, State & Zip

850-222-1118
Daytime Telephone number

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

**ARTICLES OF INCORPORATION
OF
LIFESOURCE OPPORTUNITY RESOURCE CENTER, INC.
A NOT-FOR-PROFIT CORPORATION**

FILED
06 JUN 19 PM 3:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a not-for-profit corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of the corporation shall be, **LifeSource Opportunity Resource Centers, Inc.** The principal address of the corporation at the time of incorporation is 290 W. Washington Street, City of Monticello, County of Jefferson, State of Florida, 32344.

ARTICLE II. DURATION

The duration of this corporation is perpetual unless dissolved according to law. It is a not-for-profit corporation. Corporate existence shall commence on the date these Articles of Incorporation are filed by the Department of State.

ARTICLE III. CORPORATE PURPOSE

The purposes for which this corporation is formed are exclusively charitable and educational and consist of the following:

- A. **The Corporation shall join, adopt and foster the neighborhood networks center membership tenets and nonprofit purposes of the Alabama Neighborhood Networks Consortium, Inc. and have benefit of membership tax exemption status under the umbrella of ANNC's IRC 501(c)3 tax exemption letter of recognition until such time the Corporation is officially classified as IRC 501(c)3 tax exempt.**
- B. The corporation will also be member of but not limited to Florida and/or National Neighborhood Networks Consortia and initiatives and will abide by the bylaws of said consortia and pay membership dues to the consortia as specified in their respective membership bylaws.
- C. Establishment, maintenance and support of opportunity resource centers for low-income, children, elderly, disabled, unemployed and welfare residents of north Florida.
- D. Provision of economic development and educational opportunities in low-income communities, including, without limitation, GED tutoring, child and adult literacy, job training, basic computer skills and internet instruction, financial literacy and credit counseling, micro-business instruction, legal aide, childcare, transportation, and welfare transition programs.
- E. Provide relief to the poor, the distressed and under privileged by undertaking efforts and engaging in activities to create jobs, eliminate blight, provide affordable housing, and provide needed services.

- F. Lessen the burdens of government, lessen neighbor tensions, eliminate prejudice, eliminate discrimination, and combat community deterioration.
- G. Aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable, educational or scientific purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.
- H. Do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institution, foundations, or governmental bureaus, departments or agencies.
- I. All of the foregoing purposes shall be exercised exclusively for charitable and educational purposes in such a manner that the Corporation will qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

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 an organization exempt from Florida state income taxes; and Federal income taxes under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") and the regulations there under, as they now exist or as they May hereafter be amended, or any activities prescribed by the Florida Not for Profit Corporations Act.

ARTLE IV. CORPORATION POWERS

In connection with the purposes of the Corporation described above, the Corporation may:

- A. Purchase, acquire, hold, improve, sell, convey, assign, exchange, release, lease, hire and deal in real and personal property of every kind and character.
- B. Apply for, purchase, or acquire by assignment, transfer or otherwise, hold, sell, exchange, transfer, and deal in any license, power, authority, concession, right or privilege which any nonprofit corporation may make or grant.
- C. Enter into, make and perform contracts of every kind for any lawful purpose without limit as to amount, with any persons, firm, association, corporation, municipality, county, state, territory, government, governmental subdivision or body politic.
- D. Solicit, receive and make donations of, funds and other property, real, personal and mixed, and interest therein, by gift, transfer, devise, or bequest, and invest, hold, manage, administer, expend and apply such funds and personal property subject to such conditions and limitations, if any, as may be expressed in any instrument evidencing such gift, transfer, devise or bequest.
- E. Exercise all the powers vested in nonprofit corporations by the Constitution and laws of the State of Florida, including, without limitation, the Florida Not for Profit Corporations Act.

The foregoing clauses, and each phrase thereof, shall be construed as objects and purposes of the Corporation in addition to those powers specifically conferred upon the Corporation by law, and it is hereby expressly provided that the foregoing specific enumeration of powers shall not be held to limit or restrict in any manner the powers of the Corporation otherwise granted by law. Nothing herein contained, however, shall be construed as authorizing the Corporation to carry on any business for profit.

ARTICLE V. 501(c)(3) LIMITATIONS

- A. **CORPORATE PURPOSES:** 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 an organization exempt from Federal income taxes under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.
- B. **EXCLUSIVITY:** The Corporation is organized exclusively for charitable and educational purposes.
- C. **NO PRIVATE INUREMENT:** The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.
- D. **LOBBYING AND POLITICAL CAMPAIGNS:** No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on of any candidate for public office.
- E. **DISSOLUTION:** Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.
- F. **"PRIVATE FOUNDATION" PROVISIONS:** In the event this corporation is considered to be a "Private Foundation" by the U.S. Internal Revenue Service under provisions of the United States Code the following provisions apply:
 - (1) The Corporation will distribute its income for each tax year at a time and manner as not to become subject to tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code;
 - (2) The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code;

- (3) The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal revenue Code, or the corresponding section of any future federal tax code;
- (4) The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE VI: MEMBERS

The Corporation shall have one class of members. The qualification of members, manner of elections, voting and other rights and duties of members shall be set forth in the bylaws.

ARTICLE VII: BOARD OF DIRECTORS

- A. **CONTROL AND MANAGEMENT OF THE CORPORATION:** The control and management of the Corporation, its property and affairs shall be vested solely in the Board of Directors.
- B. **NUMBER OF DIRECTORS; INITIAL DIRECTORS:** The Board of Directors shall initially be composed of three (3) directors, but said three directors may add up to twelve (12) additional directors who, together with the other initial directors, shall hold office until the first annual meeting of the Board of Directors or until their successors are duly elected and qualified.
- C. **SUCCESSOR DIRECTORS:** Upon the expiration of the terms of office of the initial directors as set forth above, their successors shall be elected or appointed in the manner and for the terms provided in the Corporation's Bylaws.
- D. **OTHER MATTERS:** All other matters with respect to the directors of the Corporation, including the number, election, terms of office and removal thereof shall be set forth in the Corporation's Bylaws.

ARTICLE VIII: BYLAWS

The provisions for the internal regulation and management of the affairs of the Corporation shall be set forth in the Corporation's Bylaws. The Bylaws shall also establish standards of financial accountability for the Corporation, which such standards shall meet the requirements of 24 CFR 84.21 or successor regulations. The Bylaws shall further establish a committee to carry out formal process for low-income program beneficiaries to advise the Corporation in its decisions regarding the design, siting, development and management of affordable housing, economic development, and jobs creation.

ARTICLE IX: INCORPORATOR AND INITIAL REGISTERED AGENT AND OFFICE

The name and address of the incorporator and initial registered office of the Corporation is:

Incorporator and Initial Registered Agent and Office:

Robert L Johnson Jr.
c/o LifeSource Opportunity Resource Centers
290 W. Washington Street, Monticello, Florida 32344

ARTICLE X: OFFICERS

The officers of the Corporation shall consist of a President, one or more Vice Presidents, Secretary, Treasurer and such other officers as the Board of Directors may deem necessary, each of who shall be elected or appointed at such time, in such manner and for such terms as may be prescribed in the Corporation's Bylaws.

ARTICLE XI: NONSTOCK AND NONPROFIT STATUS

This Corporation shall have no capital stock, is not organized for profit and does not contemplate pecuniary gain or profit to its members, officers or directors or to any other individuals. The Corporation does not contemplate the distribution of gains, profits or dividends to its members, officer or directors or too any other individuals and is organized for nonprofit purposes.

ARTICLE XII: DISSOLUTION

In the event of dissolution, the residual assets of the Corporation after the payment of its debts shall be distributed to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3), as now in force or acts in amendment thereof or substitution thereof, or to the federal, state, or local government to be used exclusively for charitable, educational or public purposes within the meaning of Section 501(c)(3) of the Code, or corresponding section of any future tax law.

ARTICLE XIII: INDEMNIFICATION

Any person (and their heirs, executors or administrators of such person) made or threatened to be made a party to any action, suit of proceeding by reason of the fact that he/she is or was a The Corporation against shall indemnify director or Officer of the Corporation any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him/her (or by his/her heirs, executors or administrators) in connection with defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such director or Officer is liable for negligence or misconduct in performance of his authorized duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such director or Officer (or such heirs, executors or administrators) may be entitled apart from the Article.

ARTICLE XIV: AMENDMENT

These Articles of Incorporation may be amended by a two-thirds (2/3) vote of the members of the Board of Directors.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 19th day of June, 2006.



Robert L. Johnson Jr. - Incorporator

To: Florida Department of State
Division of Corporations
Tallahassee, Florida

FILED
06 JUN 19 PM 3:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

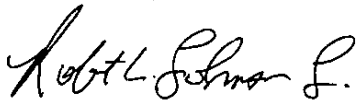
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned not-for-profit corporation, organized under laws of the State of Florida, submits the following statement in designating the registered agent/registered office in the State of Florida:

1. The name of the corporation is **LifeSource Opportunity Resource Centers, Inc.**
2. The name and address of the registered agent and office are: Robert L. Johnson, Jr.,
290 W. Washington Street, Monticello, Florida 32344.

Having been named to accept service of process for **LifeSource Opportunity Resource Centers, Inc.**, At the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations.

Dated: 19th day of June, 2006.



Registered Agent