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1. DEPT. OF STATE  
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February 5, 2008

**CORPORATION NAME (S) AND DOCUMENT NUMBER (S):**

The Antioch Project, Inc.

**Filing Evidence**

- ☐ Plain/Confirmation Copy
- ☒ Certified Copy

**Type of Document**

- ☐ Certificate of Status
- ☐ Certificate of Good Standing
- ☐ Articles Only
- ☐ All Charter Documents to Include  
Articles & Amendments
- ☐ Fictitious Name Certificate
- ☐ Other

**Retrieval Request**

- ☐ Photocopy
- ☐ Certified Copy

NEW FILINGS	
	Profit
X	Non Profit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of RA Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Reports
	Fictitious Name
	Name Reservation
	Reinstatement

REGISTRATION/QUALIFICATION	
	Foreign
	Limited Liability
	Reinstatement
	Trademark
	Other

**ARTICLES OF INCORPORATION  
OF  
THE ANTIOCH PROJECT, INC.**

In compliance with the requirements of Florida Statutes, Chapter 617, the undersigned incorporator has executed, adopted and caused to be delivered for filing these Articles of Incorporation for the purpose of forming a corporation not-for-profit and does hereby certify:

**ARTICLE I**

**Name**

The name of the corporation is THE ANTIOCH PROJECT, INC.

**ARTICLE II**

**Duration**

The period of existence of the corporation is perpetual.

**ARTICLE III**

**Principal Office and Mailing Address**

The mailing address is 918 John Cressler Drive, Seffner, Florida 33584 and principal place of business of the corporation is 918 John Cressler Drive, Seffner, Florida 33584 or such other address within the State of Florida as the Board of Directors may from time to time designate.

**ARTICLE IV**

**Registered Office and Registered Agent**

The initial registered office is at 918 John Cressler Drive, Seffner, Florida 33584. The name of the initial registered agent at that address is Lou Fioritto.

**ARTICLE V**

**Purpose & Powers**

(a) Said corporation is organized exclusively for charitable, religious, educational, and scientific 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 corresponding section of any future federal tax code.

(b) The general nature, object and purpose for which this corporation is organized and

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operated is for the benefit of and to assist charity organizations. This corporation shall receive and maintain funds of real and/or personal property, and subject to the restrictions and limitations set forth herein, shall use the whole or any part of the income derived therefrom and the principal thereof exclusively for its charitable, scientific and/or educational purposes.

(c) No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees or officers of the corporation, or any 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 the purpose clause hereof). 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(d) Notwithstanding any other provisions of these Articles of First Amendment to the Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as amended, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

(e) In the event of dissolution or final liquidation of the corporation, the residual assets of the organization will be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas 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.

(f) This corporation shall have and exercise all powers provided by the laws of the State of Florida pertaining to corporations not for profit, including, but not limited to, Chapter 167 of the Florida Statutes and all amendments thereto, or succeeding statutes pertaining to corporations not for profit in the State of Florida, necessary or convenient to effect any and all of the charitable, scientific and educational purposes for which the corporation is organized. This corporation shall have power to conduct business in any state or foreign country and to maintain offices there subject to the laws of such jurisdiction.

## **ARTICLE VI**

### **Manner of Election**

The affairs of the corporation shall be managed by a Board of Directors who shall be elected annually by majority vote of the members of the corporation, at a duly called meeting, as provided in the Bylaws and by officers who shall be elected annually by majority vote of the Board of Directors and who shall be members of the corporation. The officers thus elected shall be a president, vice-

president, a secretary and a treasurer and such other officers as may be provided for in the Bylaws of the corporation. Multiple offices may be held by the same person. The duties of the respective officers and the manner of filling vacancies in the offices of the corporation shall be provided in the Bylaws.

The number of Directors and the manner of filling vacancies in the Board of Directors shall be provided in the bylaws of the corporation. The number shall not be fewer than three (3) but may be any number in excess thereof. A quorum for the transaction of the business shall be a majority of the directors qualified and active, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Meetings of the directors may be held within or outside the State of Florida.

Directors and officers of this corporation may be removed, with or without cause, by the members at a meeting duly called in the manner set out in the bylaws.

## **ARTICLE VII**

### **Bylaws**

The bylaws of this corporation may be made, altered or rescinded from time to time in whole or in part by a majority vote of the directors of this corporation present at any meeting of the Board of Directors duly called and convened; provided, however, that a quorum is present at the meeting of the Board of Directors and notice of the proposed action with respect to the bylaws shall have been waived by a majority of the members of the Board of Directors or mailed by the secretary of this corporation to all of the members of the Board of Directors at least three (3) days before the meeting.

## **ARTICLE VIII**

### **Initial Directors**

The initial board of directors shall consist of three (3) members. The names and addresses of the board of directors are:

#### **Name**

#### **Address**

Ronald Lee Self

Guido 897  
(1617) General Pacheco  
Buenos Aires, Argentina

Marcelo Domingo Nazzario

Ricardo Guiraldes 137  
Adolfo Sourdeaux, Malvinas Argentinas, Cod.  
Postal (1612)  
Provincia de Buenoas Aires  
Argentina  
DNI 17634271 (National Document)

Marcelo Martinez-Ferro

Wineberg 3071  
Olivos (1636)  
Provincia de Buenos Aires  
Argentina

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**ARTICLE IX**  
**Incorporator**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The name and address of the incorporator is:

Name

Ronald Lee Self

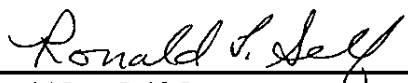
Address

Guido 897  
(1617) General Pacheco  
Buenos Aires, Argentina

**ARTICLE X**  
**Amendment**

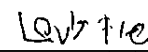
This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the Members is subject to this reservation.

IN WITNESS WHEREOF, I have executed these articles of incorporation this 4<sup>th</sup> day of February, 2008.

  
\_\_\_\_\_  
Ronald Lee Self, Incorporator

**REGISTERED AGENT CERTIFICATE**

Having been named to accept service of process for the above-stated corporation, I hereby accept appointment as its agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
\_\_\_\_\_  
Lou Fioritto,  
Dated: ~~January~~ 4<sup>th</sup>, 2008  
February