

ARTICLES OF INCORPORATION
OF
Loose Ends Consulting Inc.
A Florida "Not for Profit" Corporation

FILED
09 SEP 18 PM 1:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under Chapter 617 of Florida Statutes, adopts the following Articles of Incorporation:

Article I.

NAME OF CORPORATION: The name of the corporation is Loose Ends Consulting *INC.*

Article II.

PRINCIPAL OFFICE: The street and mailing address of the principal office of the corporation is:

1800 Miccosukee Commons Apt. 402
Tallahassee, FL 32308

Article III.

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

1. This corporation is formed exclusively for charitable and educational 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."

2. The overall goal of the corporation is to connect people with those who offer life enhancing services, while at the same time, help those providing the services to do so more efficiently. It aims to provide quality administrative and support services to other non profit, social service and health care organizations and professionals who strive to enhance the quality of life for people with disabilities, those who have "special needs" and or who are low income. It also aims to connect people in need with such organizations and other community resources through personalized research, referral, and peer counseling services. Services are available for all who request them regardless, of a consumer's county or state of residence. However, we work most closely with people in Leon, Wakulla Gadsden, Jefferson and surrounding counties of Florida.

a) The corporation offers a number of "Professional" services to social service, non profit or healthcare organizations and professionals who because of lack of time, manpower, or technical knowledge who need administrative or other support services.

b) The corporation offers a number of "Personal" life skills, peer counseling and case management services offered to individuals with disabilities, those with "special needs" and or those who are low income to help them enhance their quality of life.

3. The Corporation aims to do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or developing of community programs that promote the health and wellness of individuals with disabilities, those with "special needs" and or those who are low income, either directly or indirectly. It does this 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, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.

4. All of the foregoing purposes shall be exercised exclusively 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.

Article IV.

DURATION/MEMBERSHIP: The period of duration is perpetual. The qualification for members, if any and the manner of their admission shall be regulated by the bylaws.

Article V.

MANNER OF ELECTION: There are to no less than three (3) Directors/officers on the board of the Corporation. The method of selection and or removal of the Board of Directors member/officers and number of members shall be stated and carried out as it is stated in the bylaws.

Article VI.

DIRECTORS/OFFICERS: The list of the board members and officers is as follows:

Margie Jessup, President, 8215 Greenmont Ave. Tallahassee, FL 32317
Bessie Gallon, Vice Present, 1171 Barnes Rd. Monticello, FL 32344
Gary C. Wright, Secretary, 2729 W. Pensucola St. Tallahassee, FL 32304
Scott Catt, Treasurer, 2016 S. Magnolia Dr. Tallahassee FL 32301
Cynthia Williams, Program Consultant, 4208 Leafstone Dr. Covington, GA 30014

Article VII.

REGISTERED AGENT: The name of the registered agent of the corporation is Rachel Gerlach. The address of this registered agent is 1800 Miccosukee Commons Aprt. 402 Tallahassee, FL 32308

Article VIII.

INCORPORATORS: The name and address of the incorporator is:

Rachel Gerlach
1800 Miccosukee Commons Aprt. 402
Tallahassee, FL 32308

Article IX.

501(c)(3) LIMITATIONS

1. **CORPORATEATION PURPOSE:** Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

2. **EXCLUSIVITY:** The Corporation is organized exclusively for charitable and educational purposes.

3. **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.

4. 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 behalf of any candidate for public office.

5. 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 a 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.

6. "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:

a.) The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

b.) 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.

c.) 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.

d.) The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

e.) The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article X.

INDEMNIFICATION - Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the 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 the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors of administrators) may be entitled apart from this Article.

EXECUTION

These Articles of Incorporation are hereby executed by the incorporator on this 18th day of September, 2009.

Printed Name of Incorporator: Date: 9/18/09

Rachel Gerlach

Signature of Incorporator: *R Gerlach*

REGISTERED AGENT'S ACCEPTANCE OF APPOINTMENT

I hereby accept my appointment as registered agent for Loose Ends Consulting Inc., a Florida not for profit corporation.

Printed Name of Registered Agent: Date: 9/18/09

Rachel Gerlach

Signature of Registered Agent: *R Gerlach*

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