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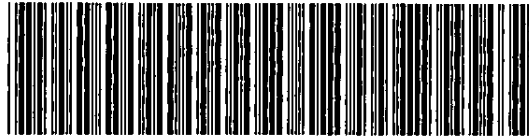
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15 FEB 10 AM 8:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

144

**COVER LETTER**

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

**SUBJECT:** Ministries Without Boundaries International, 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:** Nicole Jasmine Gordon  
Name (Printed or typed)

P. O. Box 110596  
Address

Palm Beach, FL 32911  
City, State & Zip

718-781-0671  
Daytime Telephone number

firewomanjas@yahoo.com  
E-mail address: (to be used for future annual report notification)

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

APPROVED  
AND  
FILED

## **ARTICLES OF INCORPORATION**

Compliance with Chapter 617, F.S., (Not for Profit) 15 FEB 10 AM 8:14

### **ARTICLE I Name**

The name of the corporation shall be:

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

***Ministries Without Boundaries International, Inc.***

### **ARTICLE II Principal Office**

The principal place of business and mailing address of this corporation shall be:

***2698 Hester Ave Palm Bay Florida, 32909***

#### **Mailing Address is:**

***P.O. Box 110596 Palm Bay Florida, 32911***

### **ARTICLE III PURPOSE**

The purpose for which the corporation is organized is:

**Section 1** – This corporation is organized exclusively for charitable, religious, literary, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code. The Corporation may receive and administer funds for charitable, religious, literary, educational, or scientific purposes, with the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 to aid anyone that needs assistance in achieving a life of self-sufficiency.

**Section 2** – To the extent consistent with the above general purposes, the specific purposes of the organization will consist of but not limited to:

To provide tangible services to families throughout the communities that will include: community events to empower the family, educational and instructional classes, mentorship, community bible study, spiritual enrichment, health and wellness services to include food distribution supplemented by nutritional classes, and transitional housing to ultimately help restore the ability of individuals and families to achieve a life of sustainability.

**Section 3** – To receive property by gift, devise or bequest subject to the laws relating to the transfer of property by gift or will;

**Section 4** – To act as Trustee under any trust incidental to the principal objects of the corporation and to receive, hold, administer and expend funds and property subject to such trust;

**Section 5** – To take, purchase or otherwise acquire; to own, hold, occupy, use; manage, improve, develop and work; to grant, sell, exchange, let, demise and otherwise dispose of real estate, buildings, and improvements and every right, interest, and estate therein without limit as to the amount thereof and wheresoever's the same may be situated; to erect, construct, alter and repair buildings; to assume any and every kind of contract, agreement and obligation by or with any person, firm, corporation, or association, or any Federal, State, or other government for the erection, construction, alteration, repair, renewal, equipment, improvement, development, use, leasing, management or control of any buildings, improvements or structures of any kind wherever the same may be situated;

**Section 6** – To enter into, make, perform, and carry out contracts of every kind for any lawful purpose without limit as to amount and with any person, firm, association or corporation; to draw, make, accept, endorse, discount, issue, and execute promissory notes, warrants, and other negotiable or transferrable interests;

**Section 7** – To purchase or otherwise acquire, to own, hold, use, to sell, assign and transfer, exchange or otherwise dispose of, deal in or deal with personal property of every kind and description without limit as to the amount thereof, and affairs and attainment of the exempt purposes of the corporation and to have and exercise all the powers now or hereafter conferred by the laws of the State;

#### **Article IV      Members**

The corporation shall have no members

**ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS**

List name(s), address(es) and specific title(s):

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>	<b><u>TITLE</u></b>
Nichole "Jasmine" Gordon	1598 Giles St. Palm Bay, Florida, 32907	President/Executive Dir
Joy Dodd	3124 South Battle Bridge Dr. Richmond, VA 23241	Treasurer
Veronica Powel	1135 5 <sup>th</sup> St NE, Winter Heaven FL, 33881	Secretary

The officers will serve in their elected position until the first annual meeting.

**ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS**

**The name and Florida street address**

**Nichole "Jasmine" Gordon  
1598 Giles Street  
Palm Bay, Florida, 32907**

**ARTICLE VII INCORPORATOR**

The **name and address** of the Incorporator is:

**Nichole "Jasmine" Gordon  
1598 Giles Street  
Palm Bay, Florida, 32907**

**ARTICLE VIII Officers**

The manner in which the directors are elected or appointed:

**Section 1** – The business of the organization shall be managed by a Board of Directors consisting of no fewer than three (3) and no more than nine (9) members, together with the officers of this organization. At least one of the Directors elected shall be a resident of the State of Florida and a citizen of the United States.

**Section 2** – The Directors to be chosen for the ensuing year shall be chosen at the annual meeting of this organization in the same manner and style as the officers of this organization and they shall serve for a minimum of term of 2 years. The completion of a 2 year term does not forfeit an officer or director from serving on the board for another term; terms are renewable.

**Section 3** – The Board of Directors as well as the Executive Director shall have the control and management of the affairs of the business of this organization.

**Section 4** – At any meeting of the Board of Directors, a quorum shall consist of (1) more than (50%) of the total members of appointed Directors.

**Section 5** – Each Director shall have one vote and such voting may be done by proxy over the phone, fax, or email; in addition, each director may submit their vote by absentee ballot.

**Section 6** – The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine is necessary.

**Section 7** – Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the term, unless indicated otherwise at the time of voting.

**Section 8** - A Director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any Director. The Board of Directors shall adopt such rules for this hearing and in its discretion consider what is necessary for the best interests of the organization.

## **ARTICLE IX MEETINGS**

**Section 1** – Meetings will be held at intervals necessary to conduct the business of the organization.

**Section 2** – (a) Notice of all board meetings shall be given to each board member no less than two (2) days nor more than fourteen (14) days prior to the meeting.

(b) Notice of special meetings of the Board of Directors shall be in writing, signed by the President or Secretary, and shall be delivered personally or sent to each Director by mail or electronic mail to the recipient's last

known address or by facsimile transmission to such number provided to the Corporation by such Director at least three (3) days before the date designated for such meeting. All notices of special meeting shall state the time and place of meeting.

(c) In the event an emergency meeting is necessary notification can be provided via telephone which may consist voicemail or text.

## **Article X                      DUTIES OF DIRECTORS**

**Section 1** – The Founder/Executive Director shall oversee and maintain the primary business of the organization and shall:

- a. Supervise and control the affairs of the corporation and the activities of the officers. The duties shall perform all duties and matters to the office and others duties that may be required by law and the articles of incorporation. The position shall attend all meetings of the Board of Directors and be a voting member.
- b. The position of Founder/ Executive Director is unique and carries a lifetime term at the discretion of the Founder/Executive Director.
- c. If the Founder/ Executive Director is no longer in office due to resignation, illness, or death the subsequent Founder/Executive Director will not be subject to a lifetime term or seat on the Board of Directors as a voting member.
- d. If the Founder/ Executive Director becomes ill or otherwise becomes unable to perform the duties of the office due to becoming incapacitated or death, the board of directors will be responsible for selecting an interim Executive Director until the position is filled.
- e. At the time of such circumstances the board of directors will be responsible for hiring a new Executive Director.

**Section 2** – The President shall preside at all meetings of the Board of Directors.

**Section 3** – The Vice-President preside at the meetings of the Board of Directors in the absence of the President.

**Section 4** – The Secretary shall:

- a. Maintain records of and, whenever necessary, certify all proceeds for the organization.
- b. See that all notices are given in accordance with the provisions of these articles or as required by law.
- c. Be custodian of the corporate records.
- d. With the Founder/Executive Director sign and deliver any transactions pertaining to the business of the organization.

**Section 5** – The Treasurer or his or her designated agent shall:

- a. Ensure that accurate financial records for the organization are kept. Deposit all moneys and checks in the name of and to the credit of **Ministries Without Boundaries International, Inc.**
- b. Disburse funds and issue checks for the primary business of the organization according to the approval of the Board of Directors. Render whenever requested, an account of all transactions by the Treasurer and of the financial condition of **Ministries Without Boundaries International, Inc.**
- c. Oversee the work of the Budget as set forth by the Board of Directors.

**Section 6** – All Board of Directors shall complete a standard application for the organization primary management file.

#### **ARTICLE XI      TERRITORY**

The territory in which the operations of the corporation are principally to be conducted is the United States of America and its territories and possessions; but the operation of the corporations shall not be limited to such territory.

#### **ARTICLE XII      NON-STOCK CORPORATION**

The corporation shall be considered organized on a non-stock basis, and therefore, certificate of shares of stock in the corporation shall not be issued.

#### **ARTICLE XIII      LIMITATIONS**

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private



persons, except that the organization shall be authorized and empowered to pay reasonable compensation for service 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 organization shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the organization 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 this document, the organization shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, 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.

#### **ARTICLE XIV                      REIMBURSEMENT OF EXPENSES**

By resolution of the organization, the Directors and the Founder/ Executive Director may be paid for their expenses and/or reimbursed as is reasonable and necessary as approved by the Board of Directors.

#### **ARTICLE XV                      ROBERT RULES OF ORDER**

Except as for specific situations approved by the Board of Directors meetings shall be conducted in accordance with Robert's Rule of Order as most recently revised in addition to the agenda line items the board of directors can implement (i.e. prayer).

**Section 1** – The recommended order of business for meetings is:

- a. Roll Call
- b. Minutes Provided of Previous Meeting
- c. Correspondence
- d. Committee Reports
- e. Treasurer's Report
- f. Unfinished Business
- g. New Business
- h. Elections
- i. Bylaws and Rule Changes
- j. Adjournment

#### **ARTICLE XVI                      SALARIES**

**Section 1** – The Board of Directors shall serve without compensation.

**Section 2** – The Board of Directors shall hire and develop the compensation of any and all employees, which they in their discretion may determine to be necessary for the conduct of the business of the organization.

**ARTICLE XVII                    COMMITTEES**

**Section 1** – The Board of Directors shall appoint all committees of this organization. The term of office of such committees shall be for a period of one year or less if sooner terminated by such action of the Board of Directors.

**ARTICLE XVIII                    VOTING**

**Section 1** – In order for the Board of Directors to recommend any action, the vote ratifying this recommendation must be a majority one.

**ARTICLE XIX                    STAFF**

**Section 1** – The Board of Directors may, as its option, employ professional assistance as it deems necessary to assist in the operation of the organization and its programs. Such authorization may be given to the Founder/President/Executive Director for the cause of conducting pertinent business.

**ARTICLE XX                    FINANCES**

**Section 1** – The funding for this organization shall be established by the Board of Directors and the Founder/ Executive Director.

**Section 2** – The fiscal year for accounting purposes will be from January 1 through December 31.

**Section 3** – Financial Statements shall be rendered on a detailed and regular basis and made available for the Board of Directors for inspection.

**ARTICLE XXIII**                      **LIABILITY**

**Section 1** – Nothing in these articles shall constitute any member of the Board of Directors partners for any purpose. No Director, officer, agent, or employee of this organization shall be liable for the acts or failure to act on the part of any other member, officer, agent, or employee of this organization. Nor shall any member, officer, agent, or employee be liable for his/her acts or failure to act under these articles, excepting only acts or omissions to act arising out of his/her negligence or misconduct in the performance of day for this organization.

**ARTICLE XXIV**                      **CONFLICT OF INTEREST**

**Section 1: Purposes** - It is important for **Ministries Without Boundaries International, Inc.** directors, officers, and staff to be aware that both real and apparent conflicts of interest or dualities of interest sometimes occur in the course of conducting the affairs of the corporation and that the appearance of conflict can be troublesome even if there is in fact no conflict whatsoever. Conflicts occur because the many persons associated with the corporation should be expected to have, and do in fact generally have multiple interests and affiliations and various positions of responsibility within the community. In these situations a person will sometimes owe identical duties of loyalty to two or more corporations. The purpose of the conflict of interest policy is to protect the corporation's tax-exempt interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or might result in a possible excess benefit transaction. The policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Conflicts are undesirable because they potentially or eventually place the interests of others ahead of the corporation's obligations to its charitable purposes and to the public interest. Conflicts are also undesirable because they often reflect adversely upon the person involved and upon the institutions with which they are affiliated, regardless of the actual facts or motivations of the parties. However, the long-range best interests of the corporation do not require the termination of all association with persons who may have real or apparent conflicts that are harmless to all individuals or entities involved.

Each member of the board of directors and the staff of the corporation has a duty of loyalty to the corporation. The duty of loyalty generally requires a director or staff member to prefer the interests of the corporation over the director's/staff's interest or the interests of others. In addition, directors and staff of the corporation shall avoid acts of self-dealing which may adversely affect the tax-exempt status of the corporation or cause there to arise any sanction or penalty by a governmental authority.

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

## **Section 2: Definitions:**

### **2.1 Interested Person**

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

### **2.2 Financial Interest**

A person has a financial interest if the person has, directly or indirectly, thorough business, investment, or family:

- (a)** An ownership or investment interest in any entity with which the corporation has a transaction or arrangement,
- (b)** A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement, or
- (c)** A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

### **3.0 Procedures**

#### **3.1 Duty to Disclose**

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement

#### **3.2 Determining Whether a Conflict of Interest Exists**

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

#### **3.3 Procedures for Addressing the Conflict of Interest**

**(a)** An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

**(b)** The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

**(c)** After exercising due diligence, the governing board or committee shall determine whether the corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

**(d)** If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

### **3.4 Violations of the Conflicts of Interest Policy**

**(a)** If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

**(b)** If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

## **4.0 Record of Proceedings**

### **4.1 Minutes**

The minutes of the governing board and all committees with board delegated powers shall contain:

**(a)** The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

**(b)** The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

## **Section 5: Compensation**

**5.1** A voting member of the governing board who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

**5.2** A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

**5.3.** No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

### **Section: 6 Annual Statements**

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- (a) Has received a copy of the conflicts of interest policy,
- (b) Has read and understands the policy,
- (c) Has agreed to comply with the policy, and
- (e) Understands that the corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

### **Section 7: Periodic Reviews**

To ensure the corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- (a) Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- (b) Whether partnerships, joint ventures, and arrangements with management corporations conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in

inurement, impermissible private benefit or in an excess benefit transaction.

### **Section 8: Use of Outside Experts**

When conducting the periodic reviews as provided for in Article VII, the corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

### **ARTICLE XXV     DISTRIBUTION OF FUNDS UPON DISSOLUTION**

Upon the dissolution of the organization, assets shall 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 organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which organized and operated exclusively for such purposes.

### **ARTICLE XXVI             Bylaws**

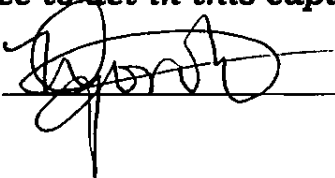
Bylaws, not inconsistent with law of these Articles, shall be adopted by the Board of Directors to provide for the administration of the affairs of the Corporation and the exercise of its corporate powers.

### **ARTICLE XXVII            AMENDMENTS**

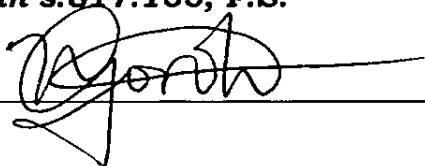
**Section 1** – Any Amendments of the constitution of bylaws must be approved by a two-thirds (2/3) vote of the Board of Directors.



**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, accept the appointment as registered agent, and agree to act in this capacity**

**Signature/Registered Agent**  **Date** 2-5-15

**I submit this document and affirm that 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.**

**Signature/Incorporator**  **Date** 2-5-15

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TALLAHASSEE, FLORIDA