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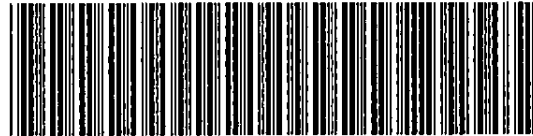
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TALLAHASSEE, FLORIDA

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J. Shivers MAR 30 2012

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 13, 2012

CHILDREN OUTREACH OPPORTUNITY LIFE-CENTER, INC. (C.O.O.)
6469 NW FRIENDLY CIRCLE
PORT ST LUCIE, FL 34983

SUBJECT: CHILDREN OUTREACH OPPORTUNITY LIFE-CENTER, INC.
(C.O.O.L.)
Ref. Number: W12000014434

We have received your document for CHILDREN OUTREACH OPPORTUNITY LIFE-CENTER, INC. (C.O.O.L.) and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Entities may file using only the entity's name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing an application and submitting the appropriate fees to this office.

The registered agent must sign accepting the designation.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Justin M Shivers
Regulatory Specialist II
New Filing Section

Letter Number: 212A00009202

ARTICLES OF INCORPORATION FOR **CHILDREN OUTREACH OPPORTUNITY LIFE-CENTER, INC., A NONPROFIT CORPORATION**

The undersigned person acting as incorporator hereby establishes a nonprofit corporation pursuant to the Florida Nonprofit Corporation Act and adopts the following articles of incorporation:

ARTICLE I – NAME & ADDRESS

The name of the corporation shall be called:

CHILDREN OUTREACH OPPORTUNITY LIFE-CENTER, INC.

At:

6469 NW Friendly Circle
Port St. Lucie, FL 34983

ARTICLE – II – PERIOD OF DURATION

The period of duration of the corporation shall be perpetual

ARTICLE III – PURPOSES, POWERS & RESTRICTIONS

A. PURPOSES

Children Outreach Opportunity Life-Center, Inc. is organized and shall be operated exclusively for charitable and educational purposes as an *after-school program* within the meaning of section 501 C (3) of the Internal Revenue Code. The specific purposes and objectives of the corporation shall include but not limited to the following:

- (i) Education – As an after-school program, **Children Outreach Opportunity Life-Center, Inc.** shall provide high quality educational tutoring services in math, reading, and science to participants struggling in these academic areas to enhance and strengthen students' comprehension in these critical academic subjects. Special emphasis will focus on students learning English as their second language.
- (ii) Appropriate Sports and Games – Minor sports and games will be incorporated in daily programs to keep students positively engaged.
- (iii) **Children Outreach Opportunity Life-Center, Inc.** will modify its programs as needed to deliver high quality after-school activities for the benefits of its participants.

B. POWERS

In furtherance of the foregoing purposes and objectives (but not otherwise) and subject to the restrictions set forth in section C of this article, the corporation shall have and may exercise all of the powers now or hereafter conferred upon nonprofit corporations organized under the laws of Florida and may do everything necessary or convenient for the accomplishment of any of the corporate purposes, either alone or in connection with other organizations, entities or individuals, and with principal or agent, subject to such limitations as are or may prescribed by law.

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C. RESTRICTIONS OF POWERS

- (1) No part of the net earning of the corporation shall inure to the private or proprietary benefit of, or be distributed to any member [which is not then an exempt organization described in section 501 C (3) of the Internal Revenue Code], any director or officer of the corporation, or any other individual (except that reasonable compensation may be paid for services rendered to or for the benefit of the corporation affecting one or more of its purposes), and no member which is not then an exempt organization described in section 501 C (3) of the Internal Revenue Code, and no Director or officer of the corporation, or any other individual, shall be entitled to share in any distribution of any of the corporate assets on dissolution of the corporation or otherwise.
- (2) No part of the corporation's activities shall consist of any promotion of activities characterized as political in nature. Nothing contained in this article shall be construed to empower the corporation to engage in any activities which are in furtherance of purposes other than those permitted to an organization described in Section 501 C (3) of the Internal Revenue Code.
- (3) Upon dissolution of the corporation, all remaining assets after liability payments have been made or provisions to satisfy all liabilities shall be paid or transferred to one or more exempt organizations as described in Section 501 C (3) of the Internal Revenue Code, contributions to which are deductible under section 170 C (2) of the Internal Revenue Code. The Board of Directors shall be empowered to designate organizations to receive such properties.
- (4) Notwithstanding any other provisions of these articles of incorporation, the corporation shall not carry on activities not permitted to be carried on by a corporation exempt from federal income tax as an organization described in section 501 C (3) of the Internal Revenue Code, or by a corporation, contributions to which are deductible under section 170 C (2) of the Internal Revenue Code, and during any period of time in which the corporation is a "private foundation" as defined in section 509 (a) of the Internal Revenue Code.
 - (i) The corporation shall prohibit any act of "self-dealing", as defined in section 4941 (d) of the Internal Revenue Code, so as to give rise to any tax liability imposed by section 4941(a) of the Internal Revenue Code;
 - (ii) The corporation shall make distributions for each taxable year, at such time and in such manner so as not to become subject to the tax imposed by section 4942 (a) of the Internal Revenue Code;
 - (iii) The corporation shall not retain any "excess business holding" as defined in section 4943 C of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4943 (a) of the Internal Revenue Code;
 - (iv) The corporation shall prohibit any investment that could jeopardize the carrying out of any of the exempt purposes of the corporation, within the meaning of section 4944 of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4944 (a) of the Internal Revenue Code; and
 - (v) The corporation shall not make any "taxable expenditure" as defined in section 4945 (d) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed

by section 4945 (a) of the Internal Revenue Code.

- (5) All references contained in these articles of incorporation to provisions of the Internal Revenue Code of 1986, as amended, and shall include the corresponding provisions of any subsequent federal tax laws.

ARTICLE IV – REGISTERED OFFICE AND AGENT

The address of the initial registered office of the corporation is 6469 NW Friendly Circle, Port St. Lucie, FL 34983.

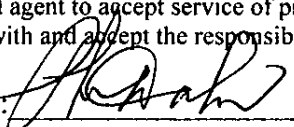
The name and address of the Registered Agent:

Name: PETER M. DAHN.
Address: 6469 Port St. Lucie, FL 34983

The name and address of Incorporator:

Name: Peter M. Dahn
Address: 6469 Port St. Lucie, FL 34983

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 responsibilities as registered agent and agree to act in this capacity.

Registered Agent Signature: 

Date: 3/23/12

ARTICLE V – MEMBERS

The corporation may have one or more classes of members, or may have no members. The designation of any such class or classes, the manner of their election or appointment, the tenure, terms of membership, powers, privileges, immunities and rights of the members of each class, including voting rights, if any, shall be set forth from time to time in the By-laws of the corporation.

ARTICLE VI – BOARD OF DIRECTORS

The management of the affairs of the corporation shall be vested in the Board of Directors, except as otherwise provided in the Florida Nonprofit Corporation Act, these articles of incorporation or the by-laws of the corporation. The number of directors, their classifications, if any, their terms of office and the manner of their election or appointment shall be determined according to the By-laws of the corporation from time to time in force.

The initial Board of Directors shall consist of five (5) persons. Their names and addresses are as follows:

Peter Dahn	6469 NW Friendly Circle, Port St. Lucie, FL 34983
Troy Ingersoll	4302 Thousand Pines Drive, Fort Pierce, FL 34981
Mamie M. Davis	4502 Matanzas Avenue, Fort Pierce, FL 34946
William Welbourn	5510 Birch Drive, Fort Pierce, FL 34982
Mrs. Renee Adderly-Clarke	2410 Avienda Avenue, Port Pierce, FL 34946

No director shall be personally liable to the corporation or to its members for monetary damages for any breach of fiduciary duty as a director, except that the foregoing shall eliminate or limit such director's liability to the corporation or to its members for monetary damages for the following.

- (1) Any breach of such director's duty or loyalty to the corporation or to its members,
- (2) Any of such director's acts or omissions not in good faith of which involve intentional misconduct or a knowing violation of law,
- (3) Such director's assent to or participation in the making of any loan by the corporation to any director or officer of the corporation, or
- (4) Any transaction from which such director derived any improper personal benefit.

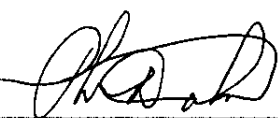
ARTICLE VII – BY-LAWS

The initial By-laws of the corporation shall be as adopted by the Board of Directors. Such board shall have power to alter, amend or repeal the By-laws from time to time in force and adopt new By-laws. Such By-laws may contain any provisions for the regulation or management of the affairs of the corporation which are not inconsistent with the law or these articles of incorporation, as the same may from time to time be amended. However, no By-law at any time in effect, and no amendment to these articles, shall have the effect of giving any member which is not then an exempt organization described in section 501 C (3) of the Internal Revenue Code, or any director or officer of this corporation any proprietary interest in the corporation's property to its dissolution.

ARTICLE VII – INCORPORATION

The name and address of the incorporator is:

Peter M. Dahn
6469 NW Friendly Circle
Port St. Lucie, FL 34983

Incorporator Signature: 

Date: 3/23/12

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TALLAHASSEE, FLORIDA

ACKNOWLEDGEMENT

STATE OF FLORIDA

Acknowledge before me this 23 day of March 2012 by Peter M. Dahn
as incorporator.

Notary Public: 

Address: 11000 Federal Hwy
APT 34950

My Commission Expires: Sept 8 2015

