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SIMMS SHOWERS LLP

A PARTNERSHIP OF PROFESSIONAL CORPORATIONS

305 Harrison Street, S.E., 3rd Floor ■ Leesburg, Virginia 20175 ■ (703)771-4671 ■ Fax: (703)771-4681 ■ www.simsshowers.com

March 16, 2017

Florida Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

VIA FIRST CLASS MAIL

Re: Articles of Organization for Outback America Palm Beach, LLC

Dear Sir/Madam Clerk:

Please find enclosed an original and copy of Articles of Organization for a Florida Nonprofit Limited Liability Company. Also enclosed is a check for \$125.00, made payable to "Florida Department of State," to cover the filing and registered agent fees.

Please file the original and copy as appropriate and return a Certificate of Organization to this office.

If you have any questions, I can be reached at (703) 771-4671.

Sincerely,

Justin R. Coleman, Esq.
SIMMS SHOWERS, LLP

Enclosures: (1) One original and one copy, Articles of Organization
(2) \$125 check payable to "Florida Dept. of State"

**ARTICLES OF ORGANIZATION
FOR FLORIDA
LIMITED LIABILITY COMPANY**

The undersigned, acting as an authorized representative of a limited liability company under the Florida Revised Limited Liability Company Act, does hereby form a limited liability company ("Company") under the provisions of Chapter 605 of Title XXXVI of the Florida Statutes (1998), as amended ("Act"), and to that end sets forth and adopts the following Articles of Organization for such Company.

ARTICLE 1.
NAME

Section 1.1 The name of the Company is:

Outback America Palm Beach, LLC

ARTICLE 2.
DURATION

Section 2.1 The period of the Company's duration shall commence upon the issuance of a Certificate of Organization by the State Corporation Commission, and shall be perpetual.

ARTICLE 3.
PURPOSES

Section 3.1 The purpose for which the Company is formed is for the transaction of any and all lawful purposes for which a limited liability company may be organized under the Act. More specifically, the Company is organized for religious, charitable, literary and educational purposes, including but not limited to the religious, charitable, literary and educational purposes of its sole member, which is **Outback Ministries, Inc.** within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, as amended (or any corresponding future Internal Revenue law of the United States) ("Code") and the Regulations issued thereunder ("Regulations") and to use and apply the whole or any part of the principal and income therefrom for such purposes either directly or by contributions to other organizations that qualify as exempt organizations under the Code. Subject to the limitations set forth in these Articles, the Company shall have power to conduct any and all lawful affairs, not required to be specifically stated in these Articles, for which nonprofit limited liability companies may be organized under the Act.

ARTICLE 4.
TAX-EXEMPT OPERATIONS

Section 4.1 The Company shall have and exercise all powers and authorities now or hereafter conferred upon limited liability companies under the laws of Florida. However, no part of its net earnings shall inure to the benefit of any incorporator, trustee, manager or officer of the Company or any private individual, except that reasonable compensation may be paid for services rendered

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to or for the Company affecting one or more of the Company's purposes. No incorporator, trustee, manager, officer or private individual shall be entitled to share in the distribution of any corporate assets upon its dissolution.

Section 4.2 The Company may not merge with or convert into a for-profit entity.

Section 4.3 No part of the activities or net earnings of the Company shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as and to the extent permitted by the provisions of the Code and Regulations, for organizations exempt from Federal income taxes pursuant to §501(c)(3) of the Code and Regulations), and the Company 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.

Section 4.4 Notwithstanding any other provisions of these Articles, the Company shall not carry on any other activities not permitted to be carried on by a limited liability company or corporation that (a) is exempt from Federal income tax under §501(a) or 501(c)(3) of the Code or (b) receives contributions that are deductible under §§ 170(c)(2), 2055(a)(2) or (3), and 2522(a)(2) or (3) of the Code.

Section 4.5 If the Company becomes a private corporation under §509(a) of the Code, then during the period in which it constitutes a private corporation the Company shall: (i) distribute its income to the extent and in the manner necessary to avoid taxation of the Company under §4942 of the Code; (ii) not engage in "self-dealing" as defined in §4941(d) of the Code; (iii) not retain any "excess business holdings" as defined in §4943(c) of the Code; (iv) not invest in a manner which subjects the Company to tax under §4944 of the Code; and (v) not make any "taxable expenditures" as defined in the §4945(d) of the Code.

ARTICLE 5. DISSOLUTION

Section 5.1 If the member of the Company cease to be organizations exempt from Federal income taxes under §501(a) or 501(c)(3) of the Code and Regulations, the Company shall dissolve.

Section 5.2 Upon the dissolution of the Company, the Member shall, after paying or making provision for the payment of all of the liabilities of the Company, dispose of all of the assets of the Company, if any, exclusively for the purposes of the Company in such manner, or to **Outback Ministries, Inc.** or such organization or organizations organized and operated exclusively for religious, charitable, scientific, literary or educational purposes as then described in Section 170(b)(1)(A) (other than clauses (vii) and (viii) of the Code or the corresponding provisions of any future United States internal revenue law) as shall at the time qualify as an exempt organization or organizations under the provisions of Section 501(c)(3) of the Code, as the member shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas the County in which the principal office of the Company is then located exclusively for such purposes or to such organization or organizations which are organized and operated exclusively for such purposes, as said Court shall determine.

ARTICLE 6.
MEMBERS

Section 6.1 The sole member of the Company is **Outback Ministries, Inc.** (hereinafter "Member") a not for profit church corporation exempt from Federal income tax under § 501(c)(3) of the Internal Revenue Code and Regulations.

Section 6.2 If the Member ever ceases to be an organization exempt from Federal income taxes under §501(a) or 501(c)(3) of the Code and Regulations, the membership interest owned by that Member shall be immediately transferred to the Company or another 501(c)(3) not for profit organization with similar tax exempt purposes as designated by the Member. No compensation shall be paid for a membership interest transferred pursuant to this Section 6.2.

ARTICLE 7.
MANAGEMENT

Section 7.1 All corporate powers of the Company shall be exercised by or under the authority of, and the business and affairs of the Company shall be managed under the direction of the Member. The Member, by majority vote of its Board, shall appoint Managers to govern the corporate affairs of the Company.

ARTICLE 8.
TRANSFERS

Section 8.1 Any transfer, direct or indirect, of any membership interest in the Company to a transferee other than an organization exempt from Federal income taxes under §501(a) or 501(c)(3) of the Code and Regulations, a governmental unit, or instrumentality thereof is prohibited.

Section 8.2 Any transfer of the Company, the Company's assets, or an interest in the Company (other than a membership interest) to a non-member other than an organization exempt from Federal income taxes under §501(a) or 501(c)(3) of the Code and Regulations, a governmental unit, or instrumentality thereof must be in exchange for fair market value.

ARTICLE 9.
LIABILITY AND INDEMNIFICATION

Section 9.1 Each member, manager, and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him/her by reason of his being or having been a member, manager or officer of the limited liability company or of any subsidiary of the limited liability company, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any member, manager or officer may be entitled as a matter of law.

ARTICLE 10.
REGISTERED OFFICE AND AGENT; PRINCIPAL OFFICE; AMENDMENTS

Section 10.1 Principal Office. The initial principal office is located at 371C Cypress Drive Tequesta, FL 33469.

Section 10.2 Registered Agent. The initial registered agent will be InCorp Services, Inc., who is a registered Florida business in good standing, and whose registered office address is 17888 67th Court North, Loxahatchee, Palm Beach County, Florida 33470.

Section 10.3 Authorized Representative. The name and address of the authorized representative and preparer of this Articles of Organization is H. Robert Showers, Esq., whose office is located at 305 Harrison Street SE, Third Floor, Leesburg, Loudoun County, VA 20175.

Section 10.4 Amendments. These articles may be amended with ten days notice of the amendments sent to the Managers and Member and unanimous approval by both.

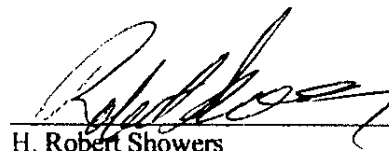
Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all 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 as provided for in Chapter 605, F.S.


Registered Agent's Signature

Leora Nealey on behalf on InCorp Services, Inc.

This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes. 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.

Dated: 3/10/17


H. Robert Showers
Authorized Representative of Member

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