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(Requestor's Name)

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(City/State/Zip/Phone #)

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MAIL

(Business Entity Name)

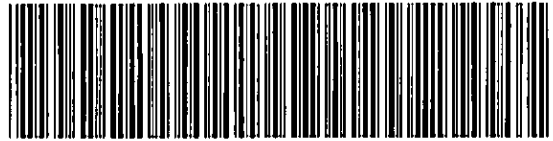
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COVER LETTER

TO: New Filing Section  
Division of Corporations

SUBJECT: One Voice IMPAACT, LLC

Name of Limited Liability Company

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Frank P. Rainer, Esq. (850) 681-6810

Name of Person

Broad and Cassel LLP

Firm/Company

215 S. MONROE STREET, SUITE 400

Address

TALLAHASSEE, FL 32301

City/State and Zip Code

frainer@broadandcassel.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Kathryn Dilworth

850

681-6810

at (

Name of Person

Area Code

Daytime Telephone Number

Enclosed is a check for the following amount:

☐

\$125.00 Filing Fee

☐

\$130.00 Filing Fee &  
Certificate of Status

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\$155.00 Filing Fee &  
Certified Copy  
(additional copy is enclosed)

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\$160.00 Filing Fee,  
Certificate of Status &  
Certified Copy  
(additional copy is enclosed)

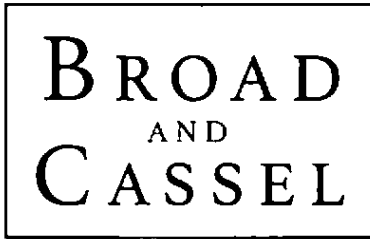
Mailing Address

New Filing Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Street Address

New Filing Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

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TALLAHASSEE, FL



FRANK P. RAINER, ESQ.  
OF COUNSEL

Direct: 850.205.3312  
Email: [FRainer@BroadandCassel.com](mailto:FRainer@BroadandCassel.com)

May 8, 2018

**VIA HAND DELIVERY**

Secretary of State of Florida  
Division of Corporations  
Clifton Bldg.  
2661 Executive Center Circle  
Tallahassee, FL 32301

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10 MAY -9 PM 3:38  
SECRETARY OF STATE  
TALLAHASSEE, FL

Re: Articles of Organization One Voice IMPAACT, LLC

To Whom It May Concern:

Enclosed is a check, in the amount of \$160.00, made payable to the Florida Division of Corporations for the filing fees on a new Not-For-Profit entity, together with the original Articles of Organization on the above referenced limited liability company.

Upon filing and issuing a certified copy of the Articles of Organization and Certificate of Status, please call us direct at 205-3338 for pick up when it is ready.

Should you have any questions, please do not hesitate to contact our office. Thank you.

Sincerely,

A handwritten signature in black ink, appearing to be "Frank P. Rainer", written over a horizontal line.

Frank P. Rainer, Esq.  
Senior Counsel

/kad  
Attachment

ARTICLES OF ORGANIZATION  
OF  
One Voice IMPAACT, LLC

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TALLAHASSEE, FL  
CLERK OF CIRCUIT COURT

The undersigned Member, for the purpose of organizing and pursuant to Section 605.0202 Fla. Stat. hereby adopts the following Articles of Organization. The Company (as defined below) is a limited liability company not-for-profit under Chapter 605.0102 (23)(a)2., 28(b) 29(b), 31(b), 48 Florida Statutes and the accompanying provisions of Chapter 605, Fla. Stat. (2017), and states and certifies as follows:

COMPANY NAME

The name of the Company shall be: One Voice IMPAACT, LLC (hereinafter the "Company"). The initial principal office of the Company is: 411 East College Ave., Tallahassee, FL 32301

ARTICLE I  
CORPORATE PURPOSE

The purpose or purposes for which the Company is organized are:

(1) To engage in activities which not-for-profit Company's may engage in, to the extent permitted under the provisions of Florida Statutes including but not limited to the following: to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property. The Company shall have the power to borrow money and issue notes and bonds of any kind and character. A recitation in any deed or bill of sale of conveyance made by the current Manager of the Company that the sale has been authorized by required member votes or authorizations can be relied upon and shall protect any purchaser of such property. To do such other things as are incidental to the powers of the Company or necessary or desirable in order to accomplish the Purposes of the Company.

(2) To operate for the promotion of community, charitable and other benefits within the meaning of Section 501(c)(3) of the United States Internal Revenue Service. This Company is organized exclusively for exempt purposes under Section 501(c)(3) of the internal revenue code. This Company is to be operated exclusively to further the charitable and other exempt purposes of its member(s).

(3) To acquire, engage in, deliver and promote child welfare and youth programs and

services and carry out all activities incident thereto, and otherwise.

ARTICLE II  
MEMBERSHIP: SELECTION OF MANAGER

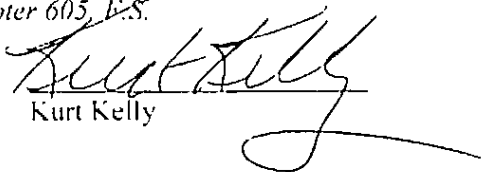
No stock or membership certificates shall be issued. The member(s) shall have the right to select one or more Managers of the Company, as described in the Operating Agreement, as amended from time to time. The qualifications and rights of member(s) shall be as set forth in the Company's Operating Agreement, as amended from time to time; provided however that, at all times, members must be section 501(c)(3) organizations or governmental units or wholly owned instrumentalities of a state or political subdivision thereof ("governmental units or instrumentalities"). No direct or indirect transfer of any membership interest in the Company shall be made, authorized or ratified unless to a transferee who is section 501(c)(3) organization or governmental unit or instrumentality.

The Company shall not permit continued membership of any member who ceases to be organizations described in section 501(c)(3) entity or governmental units or instrumentalities. Within ninety (90) days of such member no longer being a section 501(c)(3) entity or governmental unit or instrumentality, such member's interest shall be transferred to another section 501(c)(3) entity or governmental units or instrumentalities, as determined by the manager. Any member who becomes disqualified to hold membership upon ceasing to be a section 501(c)(3) entity or governmental unit or instrumentality shall have their membership interest terminate automatically within ninety (90) days of such disqualification. At no time, shall there be any distribution of any of the Company's assets to any member who becomes disqualified, as described in this paragraph.

ARTICLE III  
REGISTERED OFFICE AND AGENT

The registered office of the Company and its registered agent to accept service of process with the State is: Kurt Kelly, 411 East College Avenue, Tallahassee, FL 32301.

*Having been named as registered agent and to accept service of process for the above named limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in that 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.*

  
Kurt Kelly

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TALLAHASSEE, FL  
COUNTY CLERK'S OFFICE

ARTICLE IV  
LIMITATIONS and RESTRICTIONS

A. No part of the net earnings of the Company shall inure to the benefit of, or be distributable to any manager, trustee, director, officer or employee of the Company, or any private persons (except reasonable compensation may be paid for services rendered to or for the Company affecting one or more of its purposes), and no manager, officer or employee of the Company, or any private individual shall be entitled to share in the distribution of any company assets on dissolution of the Company.

B. No substantial part of the activities of the Company shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Company shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to an candidate for public office. Provided however, nothing herein shall limit the ability of the Company to make an election under Section 501(h) of the Internal Revenue Code.

C. Interests in the LLC (other than a membership interest), or its assets may only be availed of or transferred to (whether directly or indirectly) any nonmember other than a section 501(c)(3) organization or governmental unit or instrumentality in exchange for fair market value.

D. In the event of the dissolution of the Company, after making provision for payment of all of the liabilities of the Company, all of the remaining assets of the Company shall be distributed by the then current manager to one or more such other organization or organizations as are organized and operated exclusively for the promotion of social welfare and qualified as exempt organizations under section 501 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax law then in effect, and as shall be determined by the member(s) of the Company. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in the principal office of the Company is then located, exclusively for such purposes or to such organization(s), as said court shall determine which are organized and operated exclusively for such purposes.

E. The Company may not merge with or convert into, a for-profit entity.

F. Notwithstanding any other provision of these Articles, the Company shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income tax under section 501 of the Internal Revenue Code and its regulations, as they now exist or as may be amended.

ARTICLE V  
ADDITIONAL REQUIREMENTS

A. Limited Liability of Members, Managers, Officers and Employees. The members, managers, officers and employees of the Company shall not be individually liable for the

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Company's debts or other liabilities, and the private property of such individuals shall be exempt from any corporate debts or liabilities.

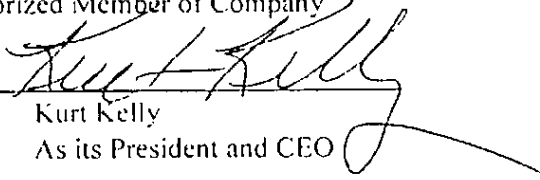
B. Amendments. All requirements for amendment or any amendment of these articles or the Operating Agreement must be consistent with requirements of section 501(c)(3) of the Internal Revenue Code.

C. Enforcement of Rights. The members will expeditiously and vigorously enforce all of their rights in the Company and will pursue all legal and equitable remedies to protect their interests in the Company.

Florida Coalition for Children Foundation, Inc.

as the Authorized Member of Company

By:

  
Kurt Kelly

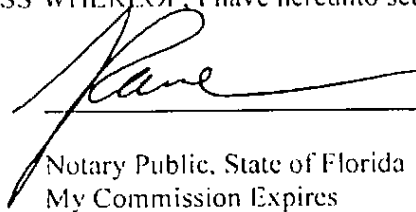
As its President and CEO

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SOUTH FLORIDA  
NOTARY PUBLIC

This document is executed in accordance with section 605.0203(1)(b), Fla. Stat. 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, Fla. Stat.

BEFORE ME, the undersigned authority, personally appeared Kurt Kelly, as the President and CEO, of Florida Coalition for Children Foundation, Inc., the Authorized Member of One Voice IMPAACT, I.L.C), to me known to be the person who executed the foregoing Articles of Organization, and he acknowledged, attested, sworn to and subscribed to and before me that he executed such instrument, and provided ☐ \_\_\_\_\_, as identification, or ☒ is personally known to the undersigned.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 1st day of ~~April~~ <sup>May</sup> 2018.

  
Notary Public, State of Florida  
My Commission Expires

