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TRANSMITTAL LETTER

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

FILED
SECRETARY OF STATE
TALLAHASSEE, FL 32314
02 APR 22 10 10 AM '07

SUBJECT: Esther House, 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: Rosie Andrews
Name (Printed or typed)

600005313146--6
-04/22/02--01059--006
*****87.50 *****87.50

2323 Westmoreland
Address

Orlando, FL 32805
City, State & Zip

407-425-8958
Daytime Telephone number

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

ARTICLES OF INCORPORATION
of
ESTHER HOUSE, INC.
a not-for-profit corporation

The undersigned, desiring to form a corporation, not for profit, pursuant to Chapter 617, Florida Statutes, and under Section 501(c)(3) of the Internal Revenue Code, and its regulations as they now exist, or as they may hereafter be amended, do hereby certify:

ARTICLE I
NAME

The name of the not-for-profit corporation shall be:

Esther House, Inc.

ARTICLE II
PRINCIPAL OFFICE

The principal place of business of this corporation shall be:

2323 Westmoreland
Orlando, FL 32805

The mailing address shall be:

P.O. Box 561434
Orlando, FL 32856-1434.

ARTICLE III
DURATION

This corporation, not-for-profit, shall have perpetual existence commencing on the date of filing Articles of Incorporation with the Department of State.

ARTICLE IV
PURPOSE

The purposes for which the corporation are as follows:

- To receive and maintain real or personal property or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and principal thereof, exclusively for

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charitable, religious, or educational purposes either directly or by contribution to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended. The purpose of ESTHER HOUSE is to:

- To establish and maintain a center that provides for females who are homeless or otherwise downtrodden.
- To provide opportunities for our clients for physical, emotional, spiritual, vocational, and educational growth in a safe harbor.
- To acquire property whether real, personal, or mixed, by purchase, gift, legacy, bequest, or in any manner and to borrow money, issue bonds or notes, and all other documents necessary or appropriate in carrying forth the objects and purposes set forth in this Article IV.
- To do all and everything necessary, suitable or proper for the accomplishment of the purposes or the attainment of any one or more of the purposes herein stated, or incidental to the powers named, or which shall at any time appear conducive or expedient for the promotion of its welfare, and the accomplishment of the purposes herein stated.
- The Corporation will engage in activities for lawful purposes for which a not-for-profit corporation may be formed under Section 501(c)(3) of the Internal Revenue Code, and the amendments thereto.

ARTICLE V

QUALIFICATIONS OF MEMBERS OF THE BOARD OF DIRECTORS

The membership of the BOARD OF DIRECTORS of this corporation shall be citizens of the United States of America, residents of the State of Florida, and duly appointed. Appointment to the BOARD OF DIRECTORS shall be by approval as set forth in the By-Laws.

ARTICLE VI

INCORPORATOR

The name and address of the Incorporator is:

Rosie Andrews
2323 Westmoreland
Orlando, FL 32805

ARTICLE VII

BYLAWS

The BOARD OF DIRECTORS of this Corporation shall provide such Bylaws for the conduct of its business and the carrying out of its purposes as they may

deem necessary from time to time consistent with Florida Statutes, and other law applicable to not-for-profit, tax exempt corporations. The BOARD OF DIRECTORS may amend, revise, add to, repeal, or rescind the Bylaws and/or adopt new Bylaws at any meeting of the BOARD OF DIRECTORS, provided that written notice of alteration, amendment, revision, addition, repeal, or rescission of these Bylaws or adoption of new Bylaws shall have been published and given to the members of the BOARD OF DIRECTORS at least thirty (30) days preceding the meeting. Said Bylaws are attached hereto and made a part hereof by reference.

ARTICLE VIII **AMENDMENTS TO ARTICLES OF INCORPORATION**

Amendments to the Articles of Incorporation may be proposed by any member of the BOARD OF DIRECTORS. The BOARD OF DIRECTORS, by a two-thirds vote of those present at a meeting having a quorum, may amend, revise, add to, repeal or rescind the ARTICLES OF INCORPORATION and/or adopt the new ARTICLES OF INCORPORATION at any meeting of the BOARD OF DIRECTORS, provided that written notice of alteration, amendment, revision, addition, repeal, or rescission of these ARTICLES OF INCORPORATION or adoption of new ARTICLES OF INCORPORATION shall have been published and given to the BOARD OF DIRECTORS at least thirty (30) days preceding the date of the meeting of the BOARD OF DIRECTORS at which such action is to be considered.

ARTICLE IX **INITIAL DIRECTORS/OFFICERS**

The BOARD OF DIRECTORS shall consist of these persons named herein, who shall serve until election; such BOARD OF DIRECTORS shall consist of the following named individuals:

Paige Ingram, Director
1029 23RD Street
Orlando, FL 32803

Rosie Andrews, Director
2323 Westmoreland
Orlando, FL 32805

Rebecca Campbell, Director
1010 18th St.
Orlando, FL 32805

Ayeshia Reese, Director
5992 Westgate Dr.
Apt. 104
Orlando, FL 32835

Barbara Cowherd, Director
1637 E. Concord Street
Orlando, FL 32803

ARTICLE X
OFFICERS AND THEIR ELECTION AND INITIAL REGISTERED AGENT

The affairs of the corporation shall be run by the Chairman, Vice Chairman, President, Secretary, Treasurer, and the BOARD OF DIRECTORS. Election of Officers and members shall be at annual meetings, as set forth in the BYLAWS.

The name and address of the registered agent is:

Rebecca Campbell
1010 18th St.
Orlando, FL 32805.

ARTICLE XI
DISPOSITION OF ASSETS

Upon the dissolution of the Corporation, the BOARD OF DIRECTORS shall, after paying or making provision for the payment of all the liabilities of the corporation, the residual assets of the organization will be distributed to the Restoration Community Church of the Nazarene, or if rejected by the BOARD OF DIRECTORS of the Restoration Community Church of the Nazarene, to such organization or organizations organized and operated exclusively for religious, charitable, educational, and/or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law), as the BOARD OF DIRECTORS shall determine. Such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII
PRIVATE ASSETS EXEMPT

The private assets of the members of the BOARD OF DIRECTORS of this Corporation and the officers and directors of this Corporation shall be forever exempt from corporate debts and obligations of any kind whatsoever.

ARTICLE XIII
NONPROFIT STATUS

No part of the net earnings of the Corporation shall be used to the benefit of, or be distributable to its BOARD OF DIRECTORS, members, trustees, officers or any other member of the Corporation or any private individual (except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation affecting one or more of its purposes), and no Trustee or Officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporation assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be conducted or carried on by any organization exempt from taxation under Section 501(c)(3) of the Internal Revenue code and its Regulations as they now exist, or as they may hereafter be amended.

ARTICLE XIV
DISTRIBUTION OF INCOME

The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws, if applicable.

ARTICLE XV
ACTIVITIES OF SELF-DEALING

The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue code, or corresponding provision of any subsequent federal tax laws, if applicable.

ARTICLE XVI **BUSINESS HOLDINGS**

The Corporation shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code, or corresponding provision of any subsequent federal tax laws, if applicable.

ARTICLE XVII **INVESTMENTS**

The Corporation shall not make any investments in such a manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provision of any subsequent federal tax laws, if applicable.

ARTICLE XVIII **EXPENDITURES**

The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws, if applicable.

ARTICLE XIX **POWERS**

Section 1. To the end that the foregoing purposes and any other related charitable purposes and objects may be carried out, performed and accomplished, and to obtain funds or income for said charitable purposes, this Corporation shall have the power to: acquire either by gift, purchase or bequest, and to hold, own, manage, sell, grant convey, mortgage, pledge or otherwise encumber, lease, improve and dispose of real, personal or mixed property whatsoever situated; to operate said properties, or any part thereof, or any business it may acquire in any location, in the name of the corporation or in any other manner, and for its benefit and in its benefit and in its behalf, through such persons or agents as it may determine or select from time to time by a majority action of the BOARD OF DIRECTORS, to receive donations, gifts, and endowments, and to administer the same, all such real, personal and mixed property to acquire or receive by gift, grant, purchase, bequest or donation shall be used or employed, however, for educational, charitable, social and benevolent purposes and not for pecuniary profit of the BOARD OF DIRECTORS.

Section 2. And, in general, to possess and exercise all the rights, privileges, immunities and prerequisites, now or hereafter authorized by or under the provisions of the laws of the State of Florida.


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

Rebecca Campbell
Signature/Registered Agent
Rebecca Campbell

4/17/02
Date

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on the 17th day of April, 2002.

Rosie Andrews
Signature/Incorporator
Rosie Andrews

 Timothy C. Moore
My Commission CC928724
Expires May 28, 2004

Timothy C. Moore

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