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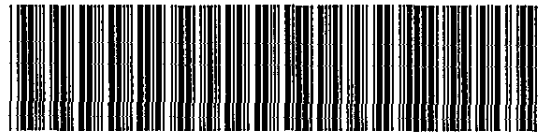
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PHILIP S. HANEY LL.M. (taxation)
admitted Oklahoma and Tennessee

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February 6, 2003

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

via UPS 2nd Day Air

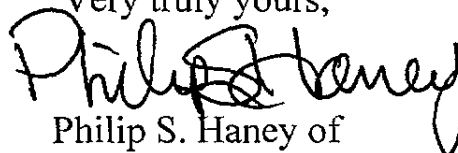
Re: New Horizons of Southwest Florida, Inc.

Ladies and Gentlemen:

Enclosed is an originally executed copy of the Articles of Incorporation of ***New Horizons of Southwest Florida, Inc.*** Please file the original articles and return a file-stamped copy along with your office's certification letter to the undersigned in the self-addressed, postage prepaid envelope provided for this purpose. A check made payable to the "Florida Department of State" in the amount of \$70 is enclosed to cover the cost of filing.

Please call the undersigned if you have any questions in connection with this filing. Thank you for your cooperation and courtesies.

Very truly yours,



Philip S. Haney of
PHILIP S. HANEY ASSOCIATES

PSH:kao
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
NEW HORIZONS OF SOUTHWEST FLORIDA, INC.**

(A Florida Corporation Not for Profit)

The undersigned, acting as incorporator of a corporation, adopts the following articles of incorporation for such corporation.

**ARTICLE I
CORPORATE NAME**

The name of the corporation is:

NEW HORIZONS OF SOUTHWEST FLORIDA, INC.

**ARTICLE II
DURATION**

The period of duration of the corporation is perpetual, unless dissolved according to law. Corporate existence shall commence upon the filing of these articles of incorporation.

ARTICLE III
CORPORATE PURPOSES; POWERS; RESTRICTIONS

1. The purposes for which the corporation is organized and operated are exclusively charitable, educational and religious within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States internal revenue law. Such purposes shall include the following:

(a) Providing an educational program designed to benefit at-risk youth utilizing hands-on experiences in a maritime setting including academics, community service and the development of life skills based on Christian values.

(b) Providing opportunities outside of formal church worship to develop the ministry within youth, and for youth to share personal ministry to grow spiritually and emotionally.

(c) Discipling teen leaders primarily from the local at-risk Hispanic community to help them grow in their relationship with Christ, gain a vision for the purpose of their lives, develop leadership skills, self-discipline and responsibility through life challenges.

(d) Conducting after school club and tutoring programs for at-risk youth as a means of reducing truancy and juvenile justice engagement, and to lessen racial tensions and crime.

(e) Acquiring and holding such property, either real or personal, for the purposes of the corporation's ministry, as may be necessary for its uses and purposes.

(f) Conducting any lawful act or activity for which corporation may be organized under the Florida Not For Profit Corporation Act, subject to any applicable restriction required by the corporation's compliance with Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

2. As a means of accomplishing the above purposes and methods, the corporation shall have the following powers:

(a) Receiving and accepting gifts of money and property and holding the same for any of the purposes of the corporation and its work.

(b) Raising and assisting in raising funds for the purposes herein set forth.

(c) Acquiring, owning, leasing, mortgaging and disposing of property, both real and personal.

(d) Accepting property and donations in trust for religious or charitable purposes.

(e) Acquiring, holding, owning, selling, assigning, transferring, mortgaging, pledging, or otherwise disposing of shares of the capital stock, bonds, obligations or other securities of other corporations, domestic, or foreign, as investments or otherwise, and, while the owner thereof, exercising all rights, powers and privileges of ownership, including the power to vote thereon.

3. In the conduct of the affairs of the corporation:

(a) The property of the corporation is irrevocably dedicated to charitable, educational and religious purposes, and no part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to it and to make payments and distributions in furtherance of the purposes set forth in this article.

(b) No substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation; nor shall it in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office; nor shall the corporation engage in any activities that are unlawful under applicable federal, state or local laws.

(c) The corporation shall not:

- (i) operate for the purpose of carrying on a trade or business for profit;
- (ii) accumulate income, invest income, or divert income, in a manner endangering its exempt status; or
- (iii) except to an insubstantial degree, engage in any activity or exercise any powers that are not in furtherance of the purposes of the corporation.

(d) The corporation's operations are to be conducted principally in the United States of America; the corporation also may conduct operations in foreign countries, subject, however, to the laws of the state of Florida.

ARTICLE IV
REGISTERED OFFICE AND AGENT

The initial street address and mailing address of the principal office of the corporation is: 25294 Pinson Drive, Bonita Springs, Florida 34135. The name of the registered agent at the corporation's street address and mailing address is Ellen Quinn.

ARTICLE V
MANAGEMENT OF CORPORATE AFFAIRS

The powers and business affairs of the corporation shall be exercised and managed by or under the authority or direction of the corporation's Board of Directors which shall have three (3) directors initially. The number of directors may be increased or decreased from time to time by a majority of the directors, but at no time shall there be fewer than three (3) directors of the corporation.

ARTICLE VI
INITIAL DIRECTORS

The manner in which the directors of the corporation shall be elected or appointed shall be governed by the provisions of the bylaws of the corporation. The names and addresses of the initial directors of the corporation are:

Robert Nichols
P. O. Box 2342
Naples, Florida 34106

David Ames
850-G Meadowland Drive
Naples, Florida 34108

Ellen Quinn
25294 Pinson Drive
Bonita Springs, Florida 34135

ARTICLE VII **CORPORATE NATURE**

The corporation is organized under a non-stock basis.

ARTICLE VIII **MEMBERS**

The corporation shall not have members, and shall be governed exclusively by its Board of Directors. The manner in which the directors of the corporation shall be elected or appointed shall be governed by the provisions of the bylaws of the corporation.

ARTICLE IX **INDEMNIFICATION**

The corporation may indemnify a person who was, is or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a director or other person related to the corporation as provided by the provisions of the Florida Not For Profit Corporation Act governing indemnification. As provided in the bylaws, the Board of Directors shall have the power to define the requirements and limitations for the corporation to indemnify directors, officers or other persons related to the corporation.

ARTICLE X **AMENDMENTS**

Amendments to these articles of incorporation may be adopted by a majority of the directors in the manner set forth in the bylaws of the corporation.

ARTICLE XI
INCORPORATOR

The name and address of the Incorporator is:

Philip S. Haney
Philip S. Haney Associates
1437 South Boulder Avenue, Suite 1050
Tulsa, Oklahoma 74119-3616

ARTICLE XII
ACTION BY WRITTEN CONSENT

Action may be taken by use of signed written consents by the number of directors or committee members whose vote would be necessary to take action at a meeting at which all such persons entitled to vote were present and voted. Each written consent must bear the date of signature of each person signing it. A consent signed by less than all of the directors or committee members is not effective to take the intended action unless consents, signed by the required number of persons, are delivered to the nonprofit corporation within sixty (60) days after the date of the earliest dated consent delivered to the nonprofit corporation. Delivery must be made by hand, or by certified or registered mail, return receipt requested. The delivery may be made to the corporation's registered office, registered agent, principal place of business, transfer agent, registrar, exchange agent or an officer or agent having custody of books in which the relevant proceedings are recorded. If the delivery is made to the corporation's principal place of business, the consent must be addressed to the president or principal executive officer of the corporation.

The corporation will give prompt notice of the action taken to persons who do not sign consents. If the action taken requires documents to be filed with the Secretary of State, the filed documents will indicate that the written consent procedures have been properly followed.

The telegram, telex, cablegram or similar transmission by a director or committee member, or photographic, facsimile or similar reproduction of the signed writing is to be regarded as being signed by the director or committee member.

ARTICLE XIII

POLICY OF NONDISCRIMINATION

No person on the grounds of race, color, sex or national origin shall be excluded from any activity established by the corporation or by the corporation in connection with its various programs, nor shall any person be excluded from participation in, or be denied the benefits of, or otherwise subjected to discrimination under, any program or activity of the corporation.

ARTICLE XIV

MISCELLANEOUS

1. Notwithstanding any other provision of these articles, the corporation shall not carry on any activities not permitted to be carried on:

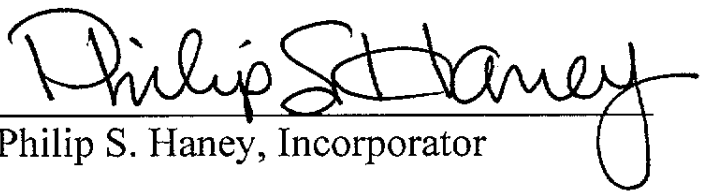
(a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law) or,

(b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law).

2. In the event of the dissolution of this corporation, or in the event it shall cease to carry out the objects and purposes herein set forth, all of the business, property and assets of the corporation shall go and be distributed to a nonprofit corporation qualifying as an organization exempt under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any superseding statute thereof, and as an organization qualifying as a public charity under the provisions of Section 509(a)(1) or 509(a)(2) of the Internal Revenue Code of 1986, as amended, or any superseding statute thereof, as the directors of the corporation may select and designate; and in no event shall any of said assets or property, in the event of dissolution thereof, go or be distributed or contributed by such directors, for any other such purpose. Any of such assets not so disposed of shall be disposed of by the district 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.

The undersigned incorporator has executed these articles of incorporation this 6th day of February, 2003.

Signature of Incorporator:


Philip S. Haney, Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 617.0202, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

NEW HORIZONS OF SOUTHWEST FLORIDA, INC.

2. The name and address of the registered agent and office is:

Ellen Quinn
25294 Pinson Drive
Bonita Springs, Florida 34135

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations set forth in Section 617.0202, Florida Statutes.


Ellen Quinn

Dated: February 6, 2003