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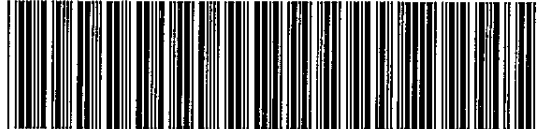
(Business Entity Name)

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04 FEB -4 11:33  
DIVISION OF REGISTRATION

FILED  
04 FEB -4 11:43  
OFFICE OF STATE  
TALLAHASSEE, FLORIDA

## TRANSMITTAL LETTER

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

SUBJECT: Fountain of Hope Counseling Center, 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: BETTY UDOFIAH  
Name (Printed or typed)

3121 WOOD HILL DR.  
Address

TALLAHASSEE FL. 32303  
City, State & Zip

(850) 514-4339  
Daytime Telephone number

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

**ARTICLES OF INCORPORATION  
OF  
FOUNTAIN OF HOPE COUNSELING CENTER, INC.**

The undersigned, acting as incorporator of Fountain of Hope Counseling Center, Inc., under the Florida Not For Profit Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I. NAME**

The name of the corporation is: Fountain of Hope Counseling Center, Inc.

**ARTICLE II. ADDRESS**

The street address of the initial principal office of the corporation is:  
3121 Wood Hill Drive  
Tallahassee, Florida 32303

The mailing address of the corporation is:  
P.O. Box 180337  
Tallahassee, Florida 32318

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CLERK OF DIST. CLERK  
TALLAHASSEE, FLORIDA

**ARTICLE III. DURATION AND COMMENCEMENT**

The corporation will exist perpetually, commencing on the date of filing of these Articles of Incorporation.

**ARTICLE IV. PURPOSE**

The corporation is organized as a corporation not for profit, exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The general purposes and objectives of this corporation is to provide charitable, social, and educational services for the development of the community and in particular to assist in the development of children and families, enabling them to improve and obtained skills, knowledge, and motivation they need to become fully self sufficient. Further, the corporation may engage in other activities designed or intended to accomplish such purposes. To these ends, the corporation may do and engage in any, and all lawful activities that may be incidentally or reasonably necessary to any of these purposes, and it shall have and may exercise all other powers and authority now or hereafter conferred upon corporations not for profit in the State of Florida. The mission for Fountain of Hope Counseling Center is to act as an advocate to the medically under privileged, and the new immigrant population in the American scene.

The agency will be involved in identifying strategies that works in finding solution to alleviate their health and social problem. The mission will be accomplished by the assessment of the health habits of these individuals, at risk behaviors and lifestyle patterns; planning, counseling, referring and distributing culturally sensitive material, information, messages programs and services as necessary. To conduct conferences, workshops, and seminars, community fairs, and forum as needed. The agency will functioning in increasing the active participation of the medically uninsured, immigrants and refuges, in increasing and using the social services available in the community to their own benefit.

#### **ARTICLE V. LIMITATIONS ON CORPORATE POWER**

The corporate powers of the corporation are as provided in Section 617.0302, Florida Statutes, except to the extent such powers are limited by the following provisions of this Article:

- (a) No part of the assets or net earnings of the corporation shall inure to the benefit of, or be distributable to its member, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.
- (b) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except permitted to the extent permitted pursuant to an election made under Section 501(h) of the Internal Revenue Code), and the corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.
- (c) Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (i) by a corporation qualifying for exemption from federal income tax as an organization described in Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### **ARTICLE VI. MEMBERS**

There are no general members except for the Board of Directors.

## **ARTICLE VII. INITIAL BOARD OF MEMBERS**

The corporation has six directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but will never be less than three (3). The method of election or appointment of the directors shall be provided in the bylaws. The names of the initial directors are:

## **ARTICLE VIII. INITIAL BOARD OF DIRECTORS**

Betty Udofiah, President  
3121 Wood Hill Dr  
Tallahassee, Florida 32303

Dr. Oghenekome Onkpise, Vice President  
2810 Kennesaw Place  
Tallahassee, Florida 32303

Pastor Glenn Bostic, Treasurer  
2824 Botany Place  
Tallahassee, Florida 32301

Ms. Edidiong Udofiah, Secretary  
1014 Indian Trace  
Apt. 308  
West Palm Beach, Florida 33407

Ms. Beth Marshall, Director  
2509 Bedford Way  
Tallahassee, Florida 32308

Eng. Olu Swayerr, Director  
4662 Russell's Pond Lane  
Tallahassee, Florida 32303

Dr. Ufot Inamete, Director  
P O Box 5063  
Tallahassee, Florida 32314

## **ARTICLE IX DISSOLUTION**

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

#### **ARTICLE X. INDEMNIFICATION**

- (a) The corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the corporation or any corporation not for profit of which the corporation is a member, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the corporation or of any corporation not for profit of which the corporation is a member. To the fullest extent not prohibited by law, the corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director, within twenty (20) days after receipt by the corporation of (1) written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.
- (b) The corporation by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an employee or agent of the corporation or of any corporation not for profit of which the corporation is a member, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the corporation or of any corporation not for profit of which the corporation is a member. The corporation by action of its board of directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent, after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of directors, the authority granted to the board of directors in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the corporation relating thereto.

**ARTICLE XI. BYLAWS**

The members of the Corporation shall have the right to make and adopt Bylaws as they shall deem proper and advisable and such Bylaws shall be made, altered, or rescinded upon a majority vote of the members present and voting, at any regular or special business meeting of the said corporation called for that purpose.

**ARTICLE XII. INCORPORATOR /REGISTERED AGENT**

The name and street address of the incorporator and registered agent are:

Name

Betty S. Udofiah

Address

3121 Wood hill Drive  
Tallahassee, Florida 32303

\*\*\*\*\*

Having been known as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with, accept the appointment as a registered agent, and agree to act in this capacity.

Betty Udofiah  
Signature/Registered Agent

2/4/04  
Date

Betty Udofiah  
Signature/Incorporator

2/4/04  
Date

FILED  
04 FEB -4 AM 11:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA