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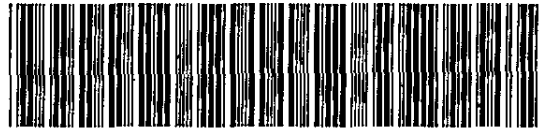
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# BOSWELL & DUNLAP LLP

ATTORNEYS AT LAW

Charles E. Bentley  
Clarence A. Boswell  
Dabney L. Conner  
George T. Dunlap, III  
Keith D. Miller  
Frederick J. Murphy, Jr.  
Sean R. Parker  
Donald H. Wilson, Jr.

*Established 1900*

June 30, 2004

245 South Central Avenue  
P.O. Drawer 30  
Bartow, Florida 33831  
Phone: (863) 533-7117  
Fax: (863) 533-7412

Sender's e-mail address:  
kdm@bosdun.com

Florida Department of State  
Division of Corporations  
Att: Tracy Smith, Document Specialist  
New Filing Section  
Post Office Box 6327  
Tallahassee, FL 32314

Re: Helping Our People Excel (HOPE), Inc.

Dear Ms. Smith:

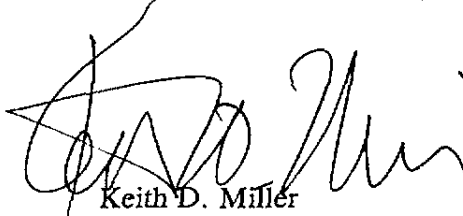
Per your telephone conversation with my assistant, Peggy, of this morning, please allow this letter to confirm that HOPE is not a fictitious or doing business as name and that our client intends to use the name "Helping Our People Excel (HOPE), Inc." as their corporate name.

Please process the enclosed documents at your earliest convenience.

If you have any questions, please do not hesitate to call my assistant, Peggy, or me.

Sincerely,

BOSWELL & DUNLAP, LLP



Keith D. Miller

KDM/pd  
Enclosures



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

June 9, 2004

BOSWELL & DUNLAP LLP  
245 S CENTRAL AVE  
BARTOW, FL 33831

SUBJECT: HELPING OUR PEOPLE EXCEL (HOPE), INC.  
Ref. Number: W04000022324

We have received your document for HELPING OUR PEOPLE EXCEL (HOPE), INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Entities may file using only the entity's name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing the enclosed application and submitting the appropriate fees to this office.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6927.

Tracy Smith  
Document Specialist  
New Filings Section

Letter Number: 604A00039268

**ARTICLES OF INCORPORATION OF**  
**HELPING OUR PEOPLE EXCEL (HOPE), INC.**

The undersigned, for the purpose of forming a non-profit corporation under Florida Statutes Chapter 617, do hereby make and adopt the following Articles of Incorporation.

**ARTICLE 1: NAME**

The name of the Corporation is: **HELPING OUR PEOPLE EXCEL (HOPE), INC.**

**ARTICLE 2: NOT FOR PROFIT**

The Corporation is a non-profit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Directors or Officers, except to the extent permissible under law.

**ARTICLE 3: DURATION**

The duration (term) of the Corporation is perpetual.

**ARTICLE 4: PURPOSES**

The Corporation is organized, and shall be operated for the purpose of working with pre-release penitentiary and jail prisoners, juvenile and adult, to better prepare them for re-entry into society so that they may be integrated into society thereby being able to support themselves and live within the rules, mores and norms of society, as well as having a spiritual background in the Christian life. The corporation shall have and exercise all rights and powers conferred by the laws of the State of Florida upon non-profit corporations, including without limiting the generality of the

foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort of 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, for any of the purposes set forth herein, and do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

#### ARTICLE 5: LIMITATION

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Directors or Officers, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.

#### ARTICLE 6: MEMBERS

The Corporation shall have voting members who shall be elected and may be removed by the voting members and shall have all the rights and privileges of members of the Corporation. The name and address of each initial voting member is as follows:

Danny Tucker  
609 Southwest Third Street  
Fort Meade, FL 33841

Genene Pamela Tucker  
609 Southwest Third Street  
Fort Meade, FL 33841

Tangela Mobley  
2789 Highlands Creek Drive  
Lakeland, FL 33813

#### ARTICLE 7: PRINCIPAL AND REGISTERED OFFICE AND AGENT

The principal office and registered office of the Corporation is located at 609 Southwest Third Street, Fort Meade, FL 33841, and the name of its initial Registered Agent is Keith D. Miller, Esquire, whose address is 245 South Central Avenue, Bartow, FL 33830.

#### ARTICLE 8: INITIAL BOARD OF DIRECTORS

The management of the Corporation shall be vested in a Board of Directors. The number of Directors constituting the initial Board of Directors is three (3). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three. The voting members shall elect the Directors annually. The name and address of each initial Director of the Corporation is as follows:

Danny Tucker  
609 Southwest Third Street  
Fort Meade, FL 33841

Genene Pamela Tucker  
609 Southwest Third Street  
Fort Meade, FL 33841

Tangela Mobley  
2789 Highlands Creek Drive  
Lakeland, FL 33813

#### ARTICLE 9: OFFICERS

The Officers of the Corporation shall consist of a President, Secretary, Treasurer and such other Officers and Assistant Officers as may be provided in the Bylaws. Each Officer shall be elected by the Board of Directors, and may be removed by the Board of Directors, at such time and

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in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

<u>Name</u>	<u>Address</u>	<u>Title</u>
Danny Tucker	609 Southwest Third Street Fort Meade, FL 33841	President
Genene Pamela Tucker	609 Southwest Third Street Fort Meade, FL 33841	Treasurer
Tangela Mobley	2789 Highlands Creek Drive Lakeland, FL 33813	Secretary

#### ARTICLE 10: INCORPORATORS

The name and address of each Incorporator is as follows:

Danny Tucker  
609 Southwest Third Street  
Fort Meade, FL 33841

#### ARTICLE 11: BY-LAWS

The By-Laws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

#### ARTICLE 12: AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors and Officers are subject to this reservation. The Articles of Incorporation may

be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

#### ARTICLE 13: NON-STOCK BASIS

This Corporation is organized on a non-stock basis. This Corporation shall not issue shares of stock.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 2nd day of June, 2004.

Witnesses:

Martha B. Bell  
Colette L. Rodriguez

Danny Tucker  
Danny Tucker

STATE OF FLORIDA  
COUNTY OF POLK

I CERTIFY that this day before me, an officer duly authorized to take acknowledgments, personally appeared Danny Tucker, who executed the foregoing Articles of Incorporation, who is personally known to me or produced identification, and who did not take an oath. Identification Produced: FL DRIVER LICENSE T260-160-53-027-0

WITNESS my hand and official seal in the County and State named above on the 2nd day of June, 2004.

(Affix Notarial Seal)



Colette L. Rodriguez  
Notary Public - State of Florida at Large  
My Commission Expires:



**CERTIFICATE DESIGNATING  
REGISTERED OFFICE AND REGISTERED AGENT**

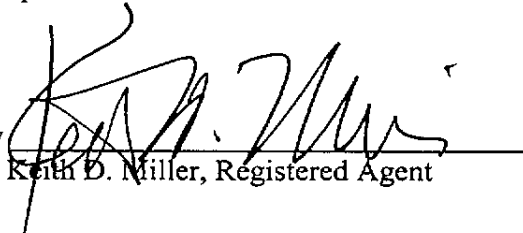
In pursuance of Section 48.091 and Section 607.0501, Florida Statutes, the following is submitted in compliance with said provisions:

That **HELPING OUR PEOPLE EXCEL (HOPE), INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in the City of Bartow, County of Polk, State of Florida, has designated 245 South Central Avenue, Bartow, FL 33830, as its registered office and Keith D. Miller as its registered agent at said office to accept service of process within this state.

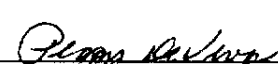
**ACKNOWLEDGMENT AND ACCEPTANCE:**

Having been named to accept service of process for the above stated corporation, at the registered office designated in this certificate, I hereby accept to act in this capacity, and agree to comply with said provisions relative to keeping open said office.

By

  
Keith D. Miller, Registered Agent

SWORN TO AND SUBSCRIBED before me on this 2 day of June, 2004

  
Notary Public - State of Florida at Large  
My Commission Expires:

