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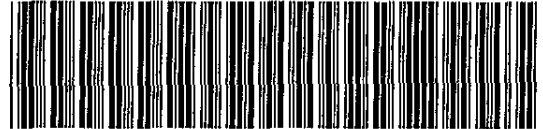
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October 14, 2004

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Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Top of the Bottom Outreach Ministries, Inc. - Incorporation  
Our File No. 00619-099577

Dear Sir or Madam:

Enclosed herewith please find executed original and copy of Articles of Incorporation with respect to Top of the Bottom Ministries, Inc.

Also enclosed please find our check in the amount of \$122.50 in payment of the following fees:

Designation of Registered Agent	35.00
Filing Fee	35.00
Certified Copy	<u>52.50</u>
TOTAL	\$122.50

Please file the Articles of Incorporation and return to the undersigned a certified copy of same. Thank you for your assistance in this matter.

Yours very truly,

  
Robert A. Emmanuel  
For the Firm

RAE/smr  
Enclosures

**ARTICLES OF INCORPORATION OF**  
**TOP OF THE BOTTOM OUTREACH MINISTRIES, INC.**  
**(a corporation not for profit)**

The undersigned hereby adopts these Articles of Incorporation to form a not for profit corporation pursuant to Section 617 of the Florida Statutes.

**ARTICLE I**

**NAME AND ADDRESS**

The name of the corporation shall be Top of the Bottom Outreach Ministries, Inc. ("the corporation"). The address of its principal office and mailing address is 2933 Michael Drive, Pensacola, Florida 32505-3917.

**ARTICLE II**

**DURATION**

The corporation shall have perpetual existence.

**ARTICLE III**

**PURPOSE**

The purposes for which this corporation is organized are:

A. The corporation is organized exclusively for religious, educational and charitable purposes, including, for such purposes, the making of distributions to organizations that qualifies as exempt organizations under Section 501(c)(3) of the

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Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), and, more specifically, to receive and administer funds for such religious, charitable and educational purposes, all for the public, by bequest, devise, gift, purchase, or lease, either actually or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitations as to the amount of value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the aforementioned purposes, without limitations, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal or mixed, in trust, under the terms of any will, deed or trust, or the trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more such purposes, if authorized or directed in the trust instrument of which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than an "exempt organization" or other than "exempt purposes" within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enforced or later amended, or shall in the opinion of the Board of Directors, jeopardize the Federal Income Tax exemption of the corporation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as now enforced or later amended; to receive, take

title too, hold and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporation, domestic or foreign, and only for the foregoing purposes, or some of them; and in general, exercise any, all and every power for which a non-profit organized under the applicable provisions of the Florida Not for Profit Organization Act for religious, educational, and charitable purposes all for the public welfare, can be authorized or exercises, but only to the extent such exercise of such powers are in furtherance of exempt purposes.

B. Including among religious, educational and charitable purposes for which the corporation is organized, as qualified and limited by subparagraph (A) of this Article III, are to plan, implement and operate children's tutoring programs, boys and girls educational group programs, pastoral mentoring programs, family and individual finance classes, children's biblical educational programs, food distribution programs, children's educational tutorial programs, educational research center programs, golden age senior citizen outreach programs, job readiness, skills training and placement programs, prison ministry programs, and such other community outreach programs consistent with the purposes of the corporation and its religious, educational and charitable purposes.

C. To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers earlier set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid objects or purposes of any part or parts thereof, provided the same are not inconsistent with the laws under which this corporation is organized.

**ARTICLE IV**  
**RESTRICTIONS**

A. This corporation is a non-profit corporation organized pursuant to the Florida Not For Profit Corporation Act and is created, organized, and shall be operated exclusively for religious, educational, and charitable purposes, or any other purposes allowed under Chapter 617, Florida Statutes.

B. The Board of Directors shall at all times endeavor to operate and conduct the affairs of the corporation so that each contribution to it shall qualify and be allowable to the donor hereof as a charitable deduction for federal, income, estate and gift, and generation skipping tax purposes under applicable law.

C. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the corporations shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance for the purposes set forth in these articles. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation (except that, if the corporation so elects, it may make such expenditures in conformity with Section 501(h) of the Internal Revenue Code of 1986, as now enforced or later amended) and the corporation shall not participate in or intervene in (including publishing or distribution of statements) any political campaign on behalf, or in opposition to, any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be

carried on: (a) by 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 provisions of any future United States Internal Revenue law).

D. All the property of this corporation is and shall be irrevocably dedicated to religious, charitable, or educational purposes, and in the event of a dissolution of this corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation in such manner for an organization or organizations organized and operated exclusively for a charitable, religious, educational, or such exempt purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law), or to a federal, state, or local government body to be used for exclusive and public purposes as the Board of Directors shall determine.

E. Such assets not so disposed of by the Board of Directors shall be disposed of by a court of competent jurisdiction, in the county in which the principal office of the corporation is then located, exclusively to such organizations organized and operated exclusively for charitable, religious, educational, or such exempt purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding any future United States Internal Revenue law), or to a federal, state, or local government body as such court shall determine. In no event shall the net income, assets or the property of the

corporation, or the proceeds of any such assets or property, upon dissolution, go, be distributed to, or inure to the benefit of any director, officer or member of the corporation or private individual [unless they or it qualifies under the provision of Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended], either for reimbursement of any sums subscribed, donated or contributed by such party, or for any other purpose.

## **ARTICLE V**

### **CAPITAL STOCK**

The corporation shall have no capital stock and shall not be authorized to issue capital stock.

## **ARTICLE VI**

### **MEMBERS**

The corporation shall have members, unless the Bylaws shall provide that the corporation shall not have members. Qualification, voting, and other rights of such members and the manner of their election and appointment shall be as set forth in the Bylaws. If the Bylaws provide that the corporation shall not have members, the Board of Directors shall have all the powers that the members would otherwise have, including, but not limited, the power to elect directors and the power to amend these Articles of Incorporation.



## **ARTICLE VII**

### **LIABILITY**

None of the members, directors or officers of this corporation shall be personally liable for its debts, liabilities or obligations.

## **ARTICLE VIII**

### **EARNINGS AND ACTIVITIES OF CORPORATION**

A. Notwithstanding any other provisions of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

B. The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

C. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

D. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

E. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

F. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

## **ARTICLE IX**

### **INITIAL BOARD OF DIRECTORS**

It appears that the corporation shall be managed by a Board of Directors, the number of which shall be 10 directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, which shall never be less than three (3). The names and addresses of the initial directors of this corporation who shall act until the first meeting of the directors or until their successors are duly chosen and qualified are as follows:

Sue Straughn, Producer, WEAR 3 TV  
4990 Mobile Highway  
Pensacola, FL 32506

Lacey Collier, Federal Judge  
United States Court House  
1 North Palafox Street  
Pensacola, FL 32501

JoAnn Starratt, Board Treasurer  
2662 Sherrilane Drive  
Cantonment, FL 32533

Eleanor Pierce, Board Secretary  
2077 Downing Drive  
Pensacola, FL 32505

Ellis W. Bullock, Public Relations  
730 Bayfront Parkway  
Pensacola, FL 32501

Tamela Ramos, Univ. of W. Fla  
11000 University Parkway  
Bldg. 53, Room 221  
Pensacola, FL

C. Wayne Odom, Title One  
1725 Eagle Terrace  
Cantonment, FL 32533

Mary Knight, Board Member  
2105 N. Tarragona Street  
Pensacola, FL 32503

Pastor Willie Williams  
2933 Michael Drive  
Pensacola, FL 32505

Mary Williams  
2933 Michael Drive  
Pensacola, FL 32505

## **ARTICLE X**

### **OFFICERS AND DIRECTORS**

The officers of the corporation shall occupy those positions designated in the Bylaws, and the officers and directors shall be elected and shall govern in accordance with the provisions of the Bylaws. The corporation may by its Bylaws make any other provisions or requirements for the arrangement or conduct of business of the corporation, provided the same be not inconsistent with these Articles of Incorporation nor contrary to laws of the state or United States.

## **ARTICLE XI**

### **INDEMNIFICATION**

This corporation shall indemnify its directors and officers, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida Not For Profit Corporations Act and the Florida Business Corporation Act from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by such acts, including advancement of expenses prior to the final disposition of such proceeds and amounts paid in settlement of such proceedings and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, vote of members (if any) or disinterested directors or

otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors, personal representatives and administrators of such a person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

**ARTICLE XII**  
**INCORPORATOR**

The name and address of the incorporator are as follows:

<u>Name</u>	<u>Address</u>
Willie Williams	2933 Michael Drive Pensacola, FL 32505-3917

**ARTICLE XIII**  
**INITIAL REGISTERED OFFICE AND AGENT**

The stress address of the initial registered office of this corporation is 2933 Michael Drive, Pensacola, FL 32505-3917 and the name of the initial registered agent of this corporation at the address is Willie Williams.

IN WITNESS WHEREOF, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, I have executed these Articles of Incorporation, this 12th day of October, 2004.

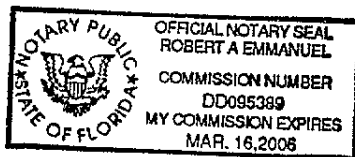
  
\_\_\_\_\_  
WILLIE WILLIAMS, Incorporator


STATE OF FLORIDA

COUNTY OF ESCAMBIA

Before me, the undersigned Notary Public in and for said County and State, personally appeared Willie Williams, known to me to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same.


IN WITNESS WHEREOF, I have set my hand and seal this 12th day of October, 2004.



  
(SEAL)  
Notary Public in and for said  
County and State

ACCEPTANCE OF REGISTERED AGENT

THE UNDERSIGNED, HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE TOP OF THE BOTTOM OUTREACH MINISTRIES, INC., a corporation not for profit, A FLORIDA CORPORATION, (THE "CORPORATION"), IN THE FOREGOING ARTICLES OF INCORPORATION, AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION OF THE CORPORATION, HEREBY ACCEPTS THE APPOINTMENT AS SUCH REGISTERED AGENT, ON BEHALF OF THE CORPORATION, AND ACKNOWLEDGES THAT HE IS FAMILIAR WITH, AND AGREES TO ACCEPT THE OBLIGATIONS AND RESPONSIBILITIES IMPOSED UPON REGISTERED AGENTS FOR THE CORPORATION AND FURTHER AGREES TO COMPLY WITH ALL THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES AND TO ACCEPT THE DUTIES AND OBLIGATIONS OF SECTIONS 617.0501, 617.0502, 617.0503, 617.0504, AND 48.091, FLORIDA STATUTES.

  
Willie Williams  
Registered Agent