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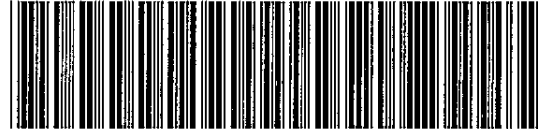
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SECRETARY OF STATE  
TALLAHASSEE, FL

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04 NOV 24 AM 10:16

STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

BR 11/6

## TRANSMITTAL LETTER

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

SUBJECT: Metropolitan Community Outreach, 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: Malcolm Barnington  
Name (Printed or typed)

1110 Rich Bay Road  
Address

Havana, FL 32333  
City, State & Zip

(850) 893-8773  
Daytime Telephone number

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

*The courier said to file as in the articles*

Articles of Incorporation  
of

FILED  
04 NOV 24 AM 10:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of Metro Community Outreach, Inc., under the Florida Not-For-Profit Corporation Act, adopts the following Articles of Incorporation.

Article I  
NAME

The name of the corporation is:  
Metro Community Outreach, Inc.

Article II  
ADDRESS

The street and mailing address of the initial principal office of the corporation is:

1110 Rich Bay Road  
Havana, FL  
32333

Article III  
PURPOSE

The corporation is organized as a not-for-profit corporation for charitable, educational, community development and economic development purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code. The corporation will provide diverse human services to the community, families, and youth residing in the Big Bend area of North Florida. These services shall include, but not be limited to: 1) outreach to underserved individuals in the service area including those living in poverty and the elderly, 2) conducting after-school tutorial sessions for children of the community, 3) providing a summer program for children, and 4) adult literacy and job skills training programs.

**Article IV**  
**MANNER OF ELECTION**

Seven persons shall be appointed to serve as directors until the first annual meeting, after which new directors/successors will be elected.

**Article V**  
**INITIAL BOARD OF MEMBERS**

The corporation has (7) initial officers and directors. 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 as provided in the bylaws. The names of the initial officers are:

1. Malcolm Barrington	6245 Hines Hill Circle	Tallahassee, FL 32312
2. Henry Turner	2524 Spring Forest Road	Tallahassee, FL 32301
3. Corey Pressley	4396 Cool Emerald Drive	Tallahassee, FL 32303
4. Sandra Riggins	50 Hinson Circle South	Havana, FL 32333
5. Michael Barrington	2300 West Indianhead Drive	Tallahassee, FL 32301
6. Nancy Gee	508 N. Madison Street	Quincy, FL 32351
7. Rebecca Brown	7804 Preservation Road	Tallahassee, FL 32312

**Article VI**  
**DURATION AND COMMENCEMENT**

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

**Article VII**  
**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 members, 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 III 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 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 any political campaign on behalf of, or in opposition to, any candidate for public office (including the publishing or distributing of statements).
- (c) Notwithstanding any other provision of these Articles, the corporations 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 VIII 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 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 IX 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 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 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 of 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 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 of any corporation not for profit of which the corporation is a member.

(c) 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 X

### **BYLAWS**

The members of the Corporation shall have the right to make and adopt such 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 XI**  
**INCORPORATOR / REGISTERED AGENT**

The name and street address of the incorporator is:

Name  
Malcolm Barrington

Address  
6245 Hines Hill Circle  
Tallahassee, Florida 32312

The name and street address of the registered agent is:

Name  
Angela Moss Poole, LLC  
c/o Angela M. Poole

Address  
118 Salem Court, Suite A  
Tallahassee, FL 32301

.....

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 this capacity.

Angela M. Poole  
Signature/Registered Agent

11-24-04  
Date

Malcolm Barrington  
Signature/Incorporator

11-24-04  
Date