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FLORIDA NON-PROFIT CORPORATION

Global Outreach, Inc.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

GLOBAL OUTREACH, INC.

A Florida Non-Profit Corporation

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, FLA. STAT. Ch. 617, (2003), do hereby make and adopt the following Articles of Incorporation:

ARTICLE I - NAME AND CORPORATE ADDRESS

The name of the corporation shall be **Global Outreach, Inc.** The mailing address is 7326 Windemere Lane, University Park, Florida 34201.

ARTICLE II - NOT FOR PROFIT

The Corporation is a nonprofit corporation as defined in §617.01401(4)(5) Florida Statutes. 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. No part of the net earnings of the Corporation shall inure to the benefit of any private Member or individual. No Member of the Corporation shall have any vested right, interest or privilege in or to the assets, income or property of the Corporation.

ARTICLE III - PURPOSE

The purpose for which the corporation is formed is to engage in any lawful purpose or purposes not for pecuniary profit. The corporation to be formed will exclusively receive and administer funds for religious, scientific, educational, and charitable purposes within the meaning of the Internal Revenue Code, and to that end to take and hold by bequests, devise, gift, grant,

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purchase, lease or otherwise any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value; to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the directors, will best promote the purposes of the corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-Laws of the corporation, or any laws applicable thereto. To do any other act or thing incidental to or connected with the foregoing purposes or advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under Chapter 617, Florida Statutes.

The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law. Notwithstanding any other provision of these Articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501 (c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE IV - TERM OF EXISTENCE

This corporation is to exist perpetually. In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501 (c)(3) and 170 (c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local government for exclusive public purpose.

ARTICLE V - 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 payment and distributions in furtherance of the Purposes set forth in Article III - Purposes hereof.

ARTICLE VI - TAX EXEMPT

It is intended that the Corporation shall have the status of a corporation that is exempt from federal income taxation under Section 501(a) of the Internal Revenue Code of 1986 (the "Code") and an organization described in Section 501(c)(6) of the code. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. All references in these Articles to sections of the Internal Revenue Code or Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

ARTICLE VII - DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all assets of the Corporation exclusively for the authorized purpose of the Corporation as the Board of Directors shall determine. Any assets not so disposed of shall be disposed of exclusively for such purpose by the Circuit Court of the county in which the principal office of the Corporation is located. None of the assets shall be disposed of or diverted to any other purpose.

ARTICLE VIII - MEMBERS

The Corporation shall have Voting Members who shall be chosen and may be removed by vote of the Board of Directors and who shall have all the rights and privileges of members of the Corporation. In addition, the Bylaws may provide for Nonvoting Members of one or more classes, none of which shall have the right to vote, and who shall be chosen and may be removed by the Board of Directors. Voting Members and Nonvoting Members shall be admitted in such manner and shall have such rights and privileges as are set forth in the Bylaws. There are no initial Nonvoting Members. The name and address of each initial Voting Member is as follows:

Name:

Stanley Muessle
Edward Cassidy

Address:

7326 Windemere Lane, University Park, FL 34201
Chief Fiscal Officer, Heritage Centers
101 Oak Street, Buffalo, NY 14203

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Melvin Hochhalter	1001 Gloucester, Chapel Hill, NC 27516
William Lloyd	President, Research Technology Associates 12221 Van Brady Road, Upper Marlboro, MD 20772
Jan Pullen	Head of School, St. Stephen's Episcopal School 315 - 41 st Street West, Bradenton, FL 34209

ARTICLE IX -
REGISTERED OFFICE AND REGISTERED AGENT

The name of the registered agent and the street address of the registered office of the corporation is as follows:

<u>Registered Agent:</u>	<u>Registered Office:</u>
Stanley Muessle	7326 Windemere Lane University Park, FL 34201

ARTICLE X - OFFICERS

The affairs of the corporation shall be administered by the officers designated in the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the corporation and shall serve at the pleasure of the Board of Directors. The names of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>Title:</u>	<u>Name:</u>	<u>Address:</u>
President	Stanley Muessle	7326 Windemere Lane, University Park, FL 34201
Secretary	Melvin Hochhalter	1001 Gloucester, Chapel Hill, NC 27516
Treasurer	Edward Cassidy	Chief Fiscal Officer, Heritage Centers 101 Oak Street, Buffalo, NY 14203

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ARTICLE XI - BOARD OF DIRECTORS

The corporation shall be managed by a Board of Directors consisting of five (5) directors. The number of directors may be increased or decreased from time to time as provided for in the By-Laws of the corporation. The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

<u>Name:</u>	<u>Address:</u>
Stanley Muessle	7326 Windemere Lane, University Park, FL 34201
Edward Cassidy	Chief Fiscal Officer, Heritage Centers 101 Oak Street, Buffalo, NY 14203
Melvin Hochhalter	1001 Gloucester, Chapel Hill, NC 27516
William Lloyd	President, Research Technology Associates 12221 Van Brady Road, Upper Marlboro, MD 20772
Jan Pullen	Head of School, St. Stephen's Episcopal School 315 - 41 st Street West, Bradenton, FL 34209

ARTICLE XII - INCORPORATOR

The name and address of each Incorporator is as follows:

<u>Name:</u>	<u>Address:</u>
Stanley Muessle	7326 Windemere Lane, University Park, FL 34201

ARTICLE XIII - BYLAWS

The Bylaws 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. The provision of §617.0206 and 617.0207, Florida Statutes, as amended from time to time, shall govern the Bylaws.

ARTICLE XIV - AMENDMENTS

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

ARTICLE XV – NONSTOCK BASIS

The Corporation is formed on a nonstock basis and shall not issue shares of stock.

ARTICLE XVI – INDEMNIFICATION

The Corporation shall indemnify each Director and Officer, including former Directors and Officers, to the fullest extent allowed by law.

**ARTICLE XVII – RIGHT OF VOTING MEMBER
TO SELECT ONE DIRECTOR**

Each of the Voting Members shall have the right to select one (1) Director of the Corporation. By accepting membership in this Corporation, each Voting Member agrees to abide by this right, agrees to elect each Voting Member's representative as a Director and agrees not to remove that Voting Member's representative as a Director as long as the Voting Member remains a Voting Member of this Corporation. This Article may not be amended in any way without written consent of all Voting Members.

ARTICLE XVIII – COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with §617.0123, Florida Statute, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation, except that if they are not filed by the Florida Department of State within five (5) days, exclusive of legal holidays, after that date, then corporate existence shall commence upon filing by the Florida Department of State.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 20th day of January, 2005.


STANLEY MUESLE, Incorporator

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STATE OF FLORIDA
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared, **Stanley Muessle**, who ☒ is personally known to me or ☐ who has produced _____ as identification and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid this 27 day of January, 2005.

Annette Wilson
Notary Public
My commission expires:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that Global Outreach, Inc., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at City of Sarasota, County of Sarasota, State of Florida, has named **Stanley Muessle** located at 7326 Windemere Lane, University Park, County of Sarasota, State of Florida 34201, as its agent to accept service of process within the state.

ACKNOWLEDGMENT:

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


STANLEY MUESSLE
Resident Agent

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