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05 APR 11 PM 2:53

4/14/05

## **TRANSMITTAL LETTER**

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

**SUBJECT:** HUMBLE HELPING HANDS OF HEALING MINISTRIES, INC.

The enclosed Articles of Incorporation and fee(s) are submitted for filing.  
Please return all correspondence concerning this matter to the following:

Humble Helping Hands  
of Healing Ministries, Inc.  
ATTN: Judson Gambles  
Post Office Box 561072  
Orlando, Florida 32856-1072

For further information concerning this matter, please call:

Judson Gambles at (321) 251-6735

Enclosed is a cashier's check for the following amount:

\$78.75 Filing Fee, &  
Certificate of Status

## **ARTICLES OF INCORPORATION**

In compliance with Chapter 617, Florida Statutes, (Not for Profit)

FOR

### **HUMBLE HELPING HANDS OF HEALING MINISTRIES, INC.**

FILED  
05 APR 11 PM 2:38  
CLERK OF DISTRICT COURT  
JACKSONVILLE, FLORIDA

#### **ARTICLE I - Name**

The name of the corporation shall be Humble Helping Hands of Healing Ministries, Incorporated.

#### **ARTICLE II -- Address**

**Section 1.** The mailing address and the street address of the principal office of the limited liability organization is as follows:

**Principle Office Address:**

7644 Dundas Drive  
Orlando, Florida 32818

**Mailing Address:**

Post Office Box 561072  
Orlando, Florida 32856-1072

**Section 2.** The organization may also have offices at such other places as the Directors may from time to time appoint or the business of the organization may require.

#### **ARTICLE III - PURPOSE**

The purposes for which the corporation "Humble Helping Hands of Healing Ministries, Inc." is organized (hereinafter referred to as "Four-H Ministries and/or 4-H Ministries") shall be to reach out to socially challenged individuals and families within the geographic and demographic areas of program service in order to develop, conduct, and/or implement community outreach programs, spiritual leadership and counseling, spiritual service, and various seminars or workshops that promote and/or enhance the knowledge as well as the understanding of spiritual truths. Its further purposes shall also be:

- a) To engage in and conduct any legal business activity, service, promotion or production consistent with this organization's goals of spiritual growth, community development, and social enhancement.

- b) To encourage, and provide outlets for, the creative skills and energies of the individuals and family units within the community service areas; to conduct awareness classes, various study groups and workshops in the study, understanding, and application of spiritual truth; to establish awards and scholarships for creative writing; to offer public facilities to amateur instrumentalists, choral groups, orchestral groups and musical students; and to promote and aid other creative activities which will enrich the standards of art and entertainment in the community.
- c) To promote the full distribution of public information; to obtain access to sources of news not commonly brought together in the same medium; and to employ such varied sources in the presentation to the public of accurate, objective, comprehensive news on all matters vitally affecting the community.
- d) To engage in any activity that shall contribute to a lasting understanding between nations and between the individuals of all nations, races, creeds and colors; to gather and disseminate information on the causes of conflict between any and all of such groups; and through any and all means available to this society, to promote the study of political and economic problems, and the causes of religious, philosophical and racial antagonisms.
- e) To establish and maintain radio, school, newspaper, printing, publishing, and bookstore facilities, and any other activities that may be deemed necessary or appropriate to the carrying out of any of the purposes of this corporation.
- f) To do such things and engage in and such activity as shall serve the spiritual, educational, recreational and cultural welfare of its members and the general public."

g) To provide its members, administrators and/or employees with various social and personal benefits that may include but shall not be limited to the following:

- I. Cooperative group benefits/discounts.
- II. Cooperative group (health and life) insurance coverage.
- III. Personal development programs and activities.
- IV. Long-term retirement benefits via investment of cumulative membership dues, offerings, and/or tithes.

#### **ARTICLE IV - MANNER OF ELECTION**

**Section 1. Offices:** The members on a biannual basis shall choose the Directors of the organization. The members shall come together at a regular meeting and nominate members in good standing for each specific office. The offices shall consist of a Chairman, Chief Operations Director, Secretary, Jurisprudence Director, and Chief Financial Director. The Board of Directors may also choose a one or more Assist Directors and such other Directors, as it shall deem necessary. The same person may hold any number of offices.

**Section 2. Salaries:** Salaries of all Directors and agents of the organization shall be fixed by the Board of Directors. Periodical Director salary increases shall be considered and evaluated based upon each Directors department experience, annual productivity, and/or other merits.

**Section 3. Term of Office:** The Directors of the organization shall hold office for at least three years or until their successors are chosen and have qualified. The Board of Directors may remove any Director or agent elected or appointed by the Board whenever in its judgment the best interest of the organization will be served thereby.

**Section 4. Chairman:** The Chairman shall preside at all meetings of the members and Directors; he shall see that all orders and resolutions of the Board are carried into effect, subject, however, to the right of the Directors to delegate any specific powers, except such as may be by statute exclusively conferred on the Chairman, to any other Director or Directors of the organization. He shall execute

notes, bonds, mortgages and other contracts requiring a seal, under the seal of the organization.

**Section 5. Chief Operations Director:** The Chief Operations Director shall attend all sessions of the Board. The Chief Operations Director shall be the chief executive Director of the organization; he shall have general and active management of the business of the organization, subject, however, to the right of the Directors to delegate any specific powers, except such as may be by statute exclusively conferred on the Chief Operations Director, to any other Director or Directors of the organization. He shall have the general power and duties of supervision and management usually vested in the office of Chief Operations Director of the organization.

**Section 6. Secretary:** The Secretary shall attend all sessions of the Board and all meetings at the members and act as clerk thereof, and record all the votes of the organization and the minutes of all its transactions in a book to be kept for that purpose, and shall perform like duties for all committees of the Board of Directors when required. She shall give, or cause to be given, notice of all meetings of the members and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or Chief Operations Director, and under whose supervision she shall be. She shall keep in safe custody the organization seal of the organization, and when authorized by the Board, affix the same to any instrument requiring it.

**Section 7. Jurisprudence Director:** The Jurisprudence Director shall attend all sessions of the Board of Directors as well as all meetings of the members and act as legal counsel for the organization. She shall review all in-coming and out-going business correspondence of the organization. Furthermore, she shall be actively involved in the drafting of all notes, bonds, mortgages, and/or contracts. In matters regarding due diligence for organization acquisitions, she shall be responsible for conducting said due diligence and/or establishing a due diligence committee in order to perform the same. She shall

perform the legal counsel duties for the organization, and, to delegate any specific powers, except such as may be by statute exclusively conferred on the Jurisprudence Director, to a committee or committees formed to perform specific duties of the organization. She shall have the general power and duties of supervising said committee(s) on behalf of the organization.

**Section 8. Chief Financial Director:** The Chief Financial Director shall have custody of the organization funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the organization, and shall keep the moneys of the organization in separate account to the credit of the organization. She shall disburse the funds of the organization as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the Chief Operations Director and Directors, at the regular meetings of the Board, or whenever they may require it, an account of all his transactions as Chief Financial Director and of the financial condition of the organization.

**Section 9. Chief Facilities Director:** The Chief Facilities Director shall attend all sessions of the Board. The Chief Facilities Director shall be responsible for all real property of the organization; he shall have general and active property of the organization, subject, however, to the right of the Directors to delegate any specific powers, except such as may be by statute exclusively conferred on the Chief Facilities Director, to any other Director or Directors of the organization. He shall have the general power and duties of supervision and management of maintenance committees, equipment storage, warehouses and its personnel as well as all other duties usually vested in the office of Chief Facilities Director of an organization.

**Section 10. Audio/Video Director:** The Audio/Video Director shall attend all sessions of the Board. The Audio/Video Director shall be responsible for all audio and video media as well as the production, promotion, and distribution of such on behalf of the organization; he shall have the right to delegate any specific powers, except such as

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may be by statute exclusively conferred on the Audio/Video Director, to any other Director or Committees of the organization.

#### **ARTICLE V - INITIAL DIRECTORS**

**Chairman - Judson Gambles**  
7644 Dundas Drive  
Orlando, FL 32818

**Secretary - Courtney Lewis**  
7644 Dundas Drive  
Orlando, FL 32818

**Jurisprudence Director- Merrile Glover-Gambles**  
7644 Dundas Drive  
Orlando, FL 32818

#### **ARTICLE VI - REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the corporation's registered agent:

  
Registered Agent's Signature

**Merrile Glover-Gambles**  
7644 Dundas Drive  
Orlando, Florida 32818

#### **ARTICLE VII - DIRECTORS**

**Section 1.** The business and affairs of this organization shall be managed by its Board of Directors, 7 in number. The Directors need not be residents of this state however they shall be members in the organization. They shall be elected by the members at the annual meeting of members of the organization, and each director shall be elected for the term of one year, and until his successor shall be elected and shall qualify or until his earlier resignation or removal.

**Section 2. Regular Meetings:** Regular meetings of the Board shall be held without notice, at least quarterly, at the registered office of the organization, or at such other time and place as shall be determined by the Board.



**Section 3. Special Meetings:** Special Meetings of the Board may be called by the Chairman on 2 days notice to each director, either personally or by mail, fax or by telegram; special meetings shall be called by the Chief Operations Director or Secretary in like manner and on like notice on the written request of a majority of the Directors in office.

**Section 4. Quorum:** A majority of the total number of Directors shall constitute a quorum for the transaction of business.

**Section 5. Consent in Lieu of Meeting:** Any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting if all members of the Board of committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board or committee. The Board of Directors may hold its meetings, and have an office or offices, outside of this state.

**Section 6. Conference Telephone:** One or more Directors may participate in a meeting of the Board, or a committee of the Board or of the members, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other; participation in this manner shall constitute presence in person at such meeting.

**Section 7. Compensation:** Directors shall not receive any stated salary for their services, but by resolution of the Board, a fixed sum and expenses of attendance at each regular or special meeting of the Board PROVIDED, that nothing herein contained shall be construed to preclude any director from serving the organization in any other capacity and receiving compensation therefor.

**Section 8. Removal:** Any Director or the entire Board of Directors may be removed, with or without cause, by the holders of a majority of the shares then entitled to vote at an election of Directors, except that when cumulative voting is permitted, if less than the entire Board is to be removed, no director may be removed without cause if

the votes cast against his removal would be sufficient to elect him if then cumulatively voted at an election of the entire Board of Directors, or, if there be classes of Directors, at an election of the class of Directors of which he is a part.

#### **ARTICLE VIII -- VACANCIES**

**Section 1.** Any vacancy occurring in any office of the organization by death, resignation, removal or otherwise, shall be filled by the Board of Directors. Vacancies and newly created Directorships resulting from any increase in the authorized number of Directors may be filled by a majority of the Directors then in office, although not less than a quorum, or by a sole remaining director. If at any time, by reason of death or resignation or other cause, the organization should have no Directors in office, then any Director or any member or an executor, administrator, director or guardian of a member, or other fiduciary entrusted with like responsibility for the person or estate of a member, may call a special meeting of Members in accordance with the provisions of these Articles of Incorporation.

**Section 2. Resignations Effective at Future Date:** When one or more Directors shall resign from the Board, effective at a future date, a majority of the Directors then in office, including those who have so resigned, shall have power to fill such vacancy or vacancies, the vote thereon to take effect when such resignation or resignations shall become effective.

#### **ARTICLE IX -- MISCELLANEOUS PROVISIONS**

**Section 1. Checks:** All checks or demands for money and notes of the organization shall require the signature of two Directors. The Board of Directors shall review, evaluate, from time to time designate.

**Section 2. Fiscal Year:** The fiscal year shall begin on the first day of January.

**Section 3. Notice:** Whenever written notice is required to be given to any person, it may be given to such person, either personally or by sending a copy thereof through the mail, by fax, or by telegram, charges prepaid, to his address appearing on the books of the

organization, or supplied by him to the organization for the purpose of notice. If the notice is sent by mail, fax or by telegraph, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail, faxed or with a telegraph office for transmission to such person. Such notice shall specify the place, day and hour of the meeting and, in the case of a special meeting of Members', the general nature of the business to be transacted.

**Section 4. Waiver of Notice:** Whenever any written notice is required by statute, or by the Certificate or the Articles of Incorporation of this organization a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Except in the case of a special meeting of Members', neither the business to be transacted at nor the purpose of the meeting need be specified in the waiver of notice of such meeting. Attendance of a person either in person or by proxy, at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

**Section 5. Disallowed Compensation:** Any payments made to an Director or employee of the organization such as a salary, commission, bonus, interest, rent, travel or entertainment expense incurred by him, which shall be disallowed in whole or in part as a deductible expense by the Internal Revenue Service, shall be reimbursed by such Director or employee to the organization to the full extent of such disallowance. It shall be the duty of the Directors, as a Board, to enforce payment of each such amount disallowed. In lieu of payment by the Director or employee, subject to the determination of the Directors, proportionate amounts may be withheld from his future compensation payments until the amount owed to the organization has been recovered.

**Section 6. Resignations:** Any director or other Director may resign at anytime, such resignation to be in writing, and to take effect from the time of its receipt by the organization, unless some time be fixed

in the resignation and then from that date. The acceptance of a resignation shall not be required to make it effective.

#### ARTICLE X -- ANNUAL STATEMENT

**Section 1.** The Chief Operations Director and Board of Directors shall present at each annual meeting a full and complete statement of the business and affairs of the organization for the preceding year. Such statement shall be prepared and presented in whatever manner the Board of Directors shall deem advisable and shall be verified by a certified public accountant.

#### ARTICLE XI -- AMENDMENTS

**Section 1.** These Articles of Incorporation may be amended or repealed by the vote of Members' entitled to cast at least a majority of the votes which all Members' are entitled to cast thereon, at any regular or special meeting of the Members', duly convened after notice to the Members' of that purpose.

#### ARTICLE XII - INCORPORATOR

**Section 1.** The name and address of the Incorporator is:

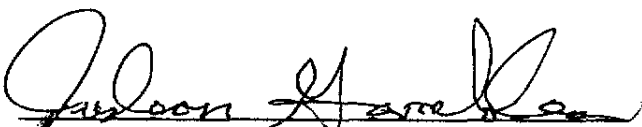
Judson Gambles  
7644 Dundas Drive  
Orlando, FL 32818

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05 APR 11 PM 2:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

  
MERRILE GLOVER GAMBLES, Registered Agent

04/06/05  
Date

  
JUDSON GAMBLES, Incorporator

4-6-05  
Date