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DIVISION OF CORPORATIONS
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Wob-30727

07/10/06--01039--002 **78.75

B. McKnight JUL 20 2006

Progress Community Outreach, Inc.

**3700 S. Hwy 27
Clermont, Florida 34711**

July 3 , 2006

Secretary of State
Division of Corporations
P O Box 6327
Tallahassee, Florida 32314

To Whom It May Concern :

Please note that I have enclosed the corporate articles for Progress Community Outreach , Inc.. Please note that I have also enclosed \$78.75 for the corporate fee and certification verification.

Please return the certified articles to the above address. Thank you for your help in this matter.

Sincerely,

A handwritten signature in black ink, appearing to read "William R. Hakes", with a stylized flourish at the end.

William R. Hakes
President



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 12, 2006

WILLIAM R HAKES
3700 S HWY 27
CLERMONT, FL 34711

SUBJECT: PROGRESS COMMUNITY OUTREACH, INC.
Ref. Number: W06000030727

We have received your document for PROGRESS COMMUNITY OUTREACH, 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):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with an affidavit or letter stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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) 245-6931.

Becky McKnight
Document Specialist
New Filing Section

Letter Number: 106A00044771

Progress Community Outreach, Inc.

**3700 S. Hwy 27
Clermont, Florida 34711**

July 18 , 2006

Secretary of State
Division of Corporations
P O Box 6327
Tallahassee, Florida 32314

To Whom It May Concern :

We have no intent to reinstate the administratively dissolved corporation.
We release the name of this corporation.

Thank you for your help in this matter.

Sincerely,

A handwritten signature in black ink, appearing to read "William R. Hakes", with a stylized flourish at the end.

William R. Hakes
President

**ARTICLES OF INCORPORATION
OF
PROGRESS COMMUNITY OUTREACH, INC.
(A FLORIDA NOT FOR PROFIT CORPORATION)**

Pursuant to the provisions of Sections 617.1006 and 617.1007, Florida Statutes, the following Articles of Incorporation , are adopted by the undersigned corporation:

ARTICLE I - Name and Location of Principal Office

The name of the corporation is Progress Community Outreach, Inc., a Florida not for profit corporation. Its principal office is located at 3700 South US Highway 27, Clermont, Florida, 34711.

ARTICLE II - Term

The corporation shall exist perpetually until dissolved by due process of law.

ARTICLE III - General Purposes

The General Purposes for which said corporation is organized are exclusively for charitable, religious, literary, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV - Specific Purposes

The specific purposes for which the corporation is organized is to establish a way to promote the welfare, knowledge, character and integrity of the beneficiaries of the individuals. This will be accomplished through programs, gifts, food, clothing, seminars, individual sharing and consultation, and educational opportunities. The focus of our attention and work will be to benefit children, youth and adults who would be from the community and thereby benefit from positive role modeling, mentoring, goal setting and the accomplishment of goals.

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ARTICLE V - Corporate Powers

The Corporation shall have all of the powers conferred by the Florida Not for Profit Corporation Act, Chapter 617, Florida Statutes, which are necessary, incidental, or convenient to the purposes of the corporation as herein stated.

ARTICLE VI - Activities Not Permitted

No part of the net earning shall inure to the benefit or be distributable to its members, trustees, officers, or other persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the corporation shall be carrying on or propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any Candidate for public office. Notwithstanding any other provision of these activities permitted to be carried on:

- a) by a corporation exempt from federal tax under section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code, or
- b) 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 VII - Dedication of Assets - Dissolution and Distribution of Assets

Section 1: The assets of the corporation are irrevocably dedicated to the purposes set forth herein.

Section 2: In the event of dissolution of this corporation, or in the event this corporation shall cease to exist, the assets of the corporation shall revert to one or more Florida non-profit organizations described in Section 501

(c)(3) of the Internal Revenue Code 1986 or the corresponding sections of any prior or future Internal Revenue Code, Further, that the proceeds/assets from the disposition must go directly into real property purchases or improvements.

ARTICLE VIII - Management of Corporate Affairs

(a) Board of Directors. The powers of the corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The corporation has three (3) Director(s). The number of Directors of the corporation may be increased or diminished from time to time by the Bylaws but shall never be less than three (3). The method of selection of Directors is stated in the Bylaws of this corporation.

The Directors named herein are the present Board of Directors who shall hold office until the first meeting of Members at which time an election of Directors shall be held.

Directors elected at the next annual meeting and at all times thereafter, shall serve for a term of one year or until the next annual meeting of Members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at the principal office of the corporation, or at such other places or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting if all Members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board and any action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which related to action so taken shall state that the action was taken by unanimous written

consent of the Board of Directors without a meeting and that the Articles of Incorporation and Bylaws of the corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of the present Members of the Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
William R. Hakes , President	14548 Pointe East Trail, Clermon, FL 34711
Ann Marie Balanciere , VP/ Sec	4051 Greystone Drive, Clermont , FL 34711
Waymon W. Thomas, Jr., Treasurer	1677 Turnstone Way, Clermont, FL 34711

(b) Corporate Officers. The Board of Directors shall elect the following Officers; President, Vice President, Treasurer, and Secretary and such other Officers as the Bylaws of the corporation may authorize, from time to time, the Directors to elect.

ARTICLE IX - Indemnification

Every person who now is or hereafter shall be a Director or Officer of the corporation shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he is or shall be made a party by reason of his being or having been a Director or Officer of the corporation (whether or not he is Director or Officer of the corporation at the time he is made a party to action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him) except in relation to matters as to which he shall be finally adjusted in such action, suit or proceeding to have been derelict in the performance of his duties as such Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled to as a matter of law.

ARTICLE X - Membership

The membership of the corporation shall consist of all persons herein named as

Directors and all other persons as, from time to time hereafter, as may be received into membership in accordance with the bylaws of this corporation.

ARTICLE XI - Bylaws

The Board of Directors of the corporation may provide such Bylaws for the conduct of the business of the corporation and the carrying out of its purposes as such Directors may deem necessary from time to time. Upon notice properly given, the Bylaws may be amended, altered or rescinded by majority vote of the Directors present at any regular or special meeting called for that purpose, subject to any limitations set forth in the Florida Not for Profit Corporation Act concerning corporate action that must be authorized or approved by Members of the corporation.

ARTICLE XII - Amendments to Articles of Incorporation

An amendment to these Articles of Incorporation may be proposed by any Member of the corporation, but such amendment may be adopted only after receiving an affirmative vote of the majority of the Board of Directors, and an affirmative vote of a majority of the members of the Corporation.

ARTICLE XIII - Incorporator, Registered Office and Registered Agent

The name and addresses of the Registered Office and the person appointed to act as incorporator and Registered Agent of the corporation are: Registered Office: 3700 S. US Hwy 27, Clermont, FL 34711, Registered Agent: William R. Hakes

IN WITNESS WHEREOF, the undersigned has signed, subscribed and acknowledged these Amended and Restated Articles of Incorporation of this 30th day of JUNE, 2006.

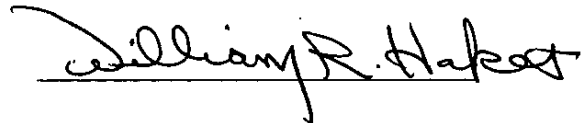
Progress Community Outreach, Inc

By: William R. Hakes

William R. Hakes

CERTIFICATE

The undersigned hereby certifies that the Articles of Incorporation of Progress Community Outreach, Inc., a Florida not for profit corporation, does not provide for members and that Article VII of the Articles of Incorporation sets forth the requirements to amend these Articles. The Articles of Incorporation were adopted on by a unanimous vote of the Members after proper notice and being present at a regular business meeting called for the purpose of adopting these Articles of Incorporation as submitted in writing to the Membership for their consideration prior to their adoption, as required by Article VII of the Articles of Incorporation; and a unanimous vote of the members of the Board of Directors; and the number of votes cast by the membership and the Board of Directors were sufficient for approval.



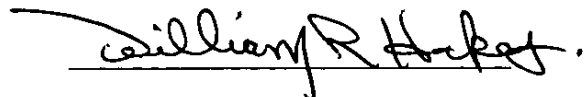
William R. Hakes

CERTIFICATE DESIGNATING REGISTERED AGENT

AND REGISTERED OFFICE

In compliance with Florida Statute Section 617.0501, the following is submitted:

Progress Community Outreach, Inc., has designated 3700 S. US Hwy 27, Clermont, FL 34711 as its Registered Office and has named William R. Hakes, located at said address as its Registered Agent. DATED THIS 30th DAY OF JUNE, 2006

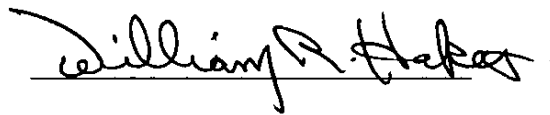


William R. Hakes

Having been named Registered Agent for the above-stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of all statutes relative to keeping open said office.

The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.

DATED THIS 30th DAY OF JUNE, 2006



William R. Hakes

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