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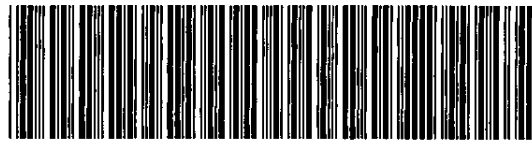
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J. Shimons MAY 14 2007

ARTICLES OF INCORPORATION OF
GAINESVILLE OPPORTUNITY CENTER, INC.
Compliance with Chapter 617, F.S., (Not for Profit)

The undersigned, as Incorporators and on behalf of a not-for-profit, non-stock corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation is GAINESVILLE OPPORTUNITY CENTER, INC., (hereinafter referred to as "Corporation").

ARTICLE II: DURATION

The Corporation shall have perpetual existence unless dissolved pursuant to law.

ARTICLE III: NON-STOCK CORPORATION

The Corporation shall be organized on a non-stock basis under the Florida Not for Profit Corporation Act. and may issue Certificates of Membership.

ARTICLE IV: PURPOSE

Section 4.1. The purposes for which the Corporation is organized for transacting any and all business for which corporations may be incorporated under the Florida Not for Profit Corporation Act and to distribute the whole or any part of the income there from and the principal thereof exclusively for educational, scientific, literary or charitable purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto, as they now exist or as they may hereafter be amended.

Section 4.2. The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which a Corporation is

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organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any of such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501 (c)(3) of the Internal Revenue Code of 1956 and the regulations there under as the same now exist or as they may be hereinafter amended from time to time.

Section 4.3. No part of the net earnings of the Corporation shall inure to the benefit of, and be distributable to, any Director or Officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes); and no Director or Officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

Section 4.4. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 4.5. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

Section 4.6. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for educational, scientific, or charitable 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 the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the court having proper jurisdiction in the county where 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 V: MEMBERS

This Corporation may have a membership as defined by the Board of Directors of the Corporation at some time in the future.

ARTICLE VI: DIRECTORS

Section 6.1 The affairs of the Corporation shall be governed by a Board of Directors (hereinafter referred to as the "Board"), subject to any restriction that may be specifically set forth in the Bylaws. The exercise of any power or action of the Board shall require the approval of a majority vote of the Board present at a meeting at which a quorum of no less than four (4) Directors are present, including, but not limited to the following:

- A. Approval of charitable gifts, transfers, distributions and grants by the Corporation to other entities;
- B. Adoption of an amendment to the Articles of Incorporation or the Bylaws;
- C. Organization of a subsidiary or affiliate by the Corporation; and,
- D. Approval of any merger, consolidation or sale or other transfer of all or a substantial part of the assets of the Corporation.

Section 6.2. The initial Board of Directors shall consist of the following members:

<u>NAME</u>	<u>ADDRESS</u>
1.) Bruce Stevens (President)	6225 NW 54 Way, Gainesville FL 32653
2.) Debra Osborne (Vice President)	708-B SW 67 th Terr Gainesville FL 32607
3.) Eric (Treasurer)	
4.) Jeff Speiller (Secretary)	1049 NW 90 th Drive Gainesville, FL 32606

Section 6.3. The term of office of an elected Director shall be three (3) years and shall expire, regardless of whether or not a successor shall have

been duly elected and qualified. The terms of elected Directors shall be staggered so that no more than one third of the Board's Directors expire in any one year.

ARTICLE VII: ADDRESS

The street address of the principal office of this Corporation in the State of Florida is:

Gainesville Opportunity Center
7257 NW 4th Blvd #318
Gainesville, FL 32607

The Board may, from time to time, move its principal office within the State of Florida.

ARTICLE VIII: REGISTERED AGENT AND REGISTERED OFFICE

The registered agent and registered office of the Corporation shall be:

<u>NAME</u>	<u>ADDRESS</u>
Michael J. Demers	Gainesville Opportunity Center 7257 NW 4 th Blvd #318 Gainesville, FL 32607

ARTICLE IX: AMENDMENT

These Articles of Incorporation may be amended in the manner and with the vote provided by law.

ARTICLE X: BYLAWS

The Board of Directors of this Corporation shall adopt Bylaws for the government of this Corporation, which shall be subordinate only to the Articles of Incorporation and the laws of the United States and the State of Florida. The Bylaws may be amended from time to time by the Board of Directors.

ARTICLE XI: INCORPORATORS

The name and address of the incorporators of this Corporation are as follows:

NAME

ADDRESS

- 1.) Bruce Stevens (President) 6225 NW 54 WAY, GAINESVILLE, FL 32653
2.) Debra Osborne (Vice President) 708-B SW 67th Terr Gainesville, FL 32607
3.) ~~Debra~~ (Treasurer)
4.) Jeff Speiller (Secretary) 1049 NW 90th Drive Gainesville, FL 32606

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 25 day of APRIL, 2007

Bruce Stevens
Bruce Stevens

Debra Osborne
Debra Osborne

~~Debra~~
Jeff Speiller
Jeff Speiller

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SECRETARY OF STATE
TALLAHASSEE, FL 32399

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

The GAINESVILLE OPPORTUNITY CENTER, Inc. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Certificate of Incorporation, at the City of Gainesville, County of Alachua, State of Florida, has named Michael J. Demers, Gainesville Opportunity Center, 7257 NW 4th Blvd #318 in the City of Gainesville, County of Alachua, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

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

Michael J. Demers
Michael J. Demers

April 25, 2007
Date