

NO 80000001333

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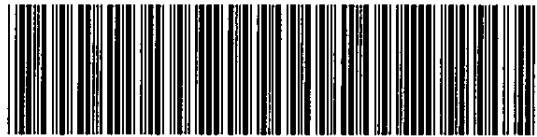
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

80-11-2

**COVER LETTER**

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

**SUBJECT:** OPERATION OPEN ARMS, 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:** DOUGLAS J. SUTER, ESQ.  
Name (Printed or typed)

250 E. BROAD STREET, SUITE 900  
Address

COLUMBUS, OH 43215  
City, State & Zip

614/221-2121  
Daytime Telephone number

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

**FLORIDA DEPARTMENT OF STATE**  
**DIVISION OF CORPORATIONS**

**ARTICLES OF INCORPORATION**  
**NOT FOR PROFIT**

**(Pursuant to Chapter 617, Florida Statutes)**

**FILED**  
2008 FEB -8 P 1:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a corporation, NOT For Profit, under Chapter 617 Florida Statutes, *et seq.*, do hereby state the following:

**ARTICLE I -- NAME**

The name of said Not For Profit corporation shall be: OPERATION OPEN ARMS, INC.

**ARTICLE II -- PRINCIPAL OFFICE**

The place in Florida where its principal place of business and mailing address of this Not For Profit corporation is: 3624 BAYVIEW AVENUE, ST. JAMES CITY, FL 33956.

**ARTICLE III -- PURPOSE**

The purpose for which this Florida Not For Profit corporation is organized:

Operation Open Arms, Inc. is organized exclusively to provide charitable services and benefits to men and women actively serving in any branch of the United States Armed Forces and their immediate families with said services and benefits being provided primarily in the State of Florida, within the guidelines set forth in Florida Statute 617.0301 and Section 501(c)(3) of the Internal Revenue Code, or any corresponding section of any future Federal tax code.

No part of the net earnings of Operation Open Arms shall inure to the benefit of, or be distributable to, any Director or Officer of the Corporation, or any member 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 Trustee 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.

Operation Open Arms is organized exclusively for charitable 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 any corresponding section of any future Federal tax code.

Upon the dissolution of the Corporation, the assets of Operation Open Arms shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed to the Lee County Florida Commissioners, to be used for a public purpose. Any such

assets not disposed of shall be disposed of by the Circuit Court in Lee County, Florida, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Consistent with Florida Statute Section 617.0835:

The Corporation (Operation Open Arms, Inc.) shall distribute its income for each taxable year at such time and such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent Federal tax laws.

The Corporation (Operation Open Arms, Inc.) shall not engage in any act of self-dealings as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

The Corporation (Operation Open Arms, Inc.) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

The Corporation (Operation Open Arms, Inc.) shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent Federal tax laws.

The Corporation (Operation Open Arms, Inc.) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation (Operation Open Arms, Inc.) 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 of 1986 and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions of which are deductible under Section 170(c)(2).

#### **ARTICLE IV – MANNER OF ELECTION**

The manner in which the Directors are appointed or elected will be as set forth in the Corporate By-Laws.

#### **ARTICLE V – INITIAL DIRECTORS**

A. Pursuant to Florida Statute Section 617.0801, Operation Open Arms, Inc. shall be managed by a Board of Directors and the affairs of Operation Open Arms, Inc. shall be managed by this Board of Directors. The following persons, not less than three, shall serve said Not For Profit Corporation as Directors until the first annual meeting or other meeting called to elect Directors, as set forth in the By-Laws:

1. John Bunch  
3624 Bayview Avenue  
St. James City, FL 33956
2. Douglas J. Suter, Esq.  
Isaac Brant Ledman & Teetor, LLP  
250 E. Broad St., Suite 900  
Columbus, OH 43215
3. ~~Cari~~ Lynn Eggspuehler-Guittard  
1529 Grand Avenue  
Pacifica, CA 94044
4. Ralph J. Maher  
3299 Washington Street  
San Francisco, CA 94115

#### **ARTICLE VI – INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the Registered Agent is:

John Bunch  
3624 Bayview Avenue  
St. James City, FL 33956

#### **ARTICLE VII – INCORPORATOR**

The name and address of the Incorporator is:

Douglas James Suter, Esq.  
Isaac Brant Ledman & Teetor, LLP  
250 E. Broad Street, Suite 900  
Columbus, OH 43215

#### **ACCEPTANCE OF APPOINTMENT**

Having been named as a Registered Agent to accept service of process for the above stated Florida Not For Profit 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.

  
JOHN BUNCH, REGISTERED AGENT

  
DATE

  
DOUGLAS JAMES SUTER, INCORPORATOR

  
DATE