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08 JUN 30 AM 11:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
EFFECTIVE DATE 7/1/08

MRS
7/1

June 28, 2008

**Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, Fl. 32314**

Re: THE OPEN DOOR OF BROWARD INC

Dear Sir or Madam:

Enclosed are two copies of Articles of Incorporation for the above.

Also enclosed is a check payable to Secretary of State in the amount of \$78.75 for the following:

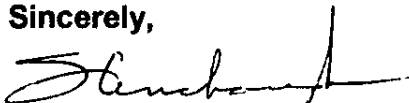
Filing Fee	35.00
Certified Copy	8.75
Registered Agent Designation	35.00

Please mail the completed Corporation Papers to:

**S. Cencebaugh
4431 Davie Road, Ste. 109
Davie, Florida 33314**

Thank you very much.

Sincerely,



S. Cencebaugh, ABA, EA

Enc

cc: file

Not For Profit Articles of Incorporation

for

The Open Door of Broward, Inc.

Articles of Incorporation of the undersigned, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of the State of Florida, do hereby certify:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Article I:

The name of the corporation shall be The Open Door of Broward, Inc.

Article II:

The principal place of business and mailing address of the corporation shall be in Broward County at:

**4431 Davie Road, Ste. 109
Davie, Florida 33314**

Article III:

Said corporation is organized exclusively for charitable, religious, and educational 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.

This corporation is organized for charitable, religious and educational purposes as follows:

- **To promote and support the worship of God;**
- **To teach, preach, study and apply the Christian gospel to and in the community and the world**
- **To promote the advancement of God's Kingdom by conducting missionary, benevolent, charitable and educational activities;**
- **To promote and provide Christian nurture, counseling and educational programs and activities, for all ages;**
- **To promote and facilitate the celebration of Christian sacraments and ceremonies, including, but not limited to, marriage, communion and baptism;**
- **To encourage, support and facilitate the development of new church congregations and ethnic ministries;**
- **To cooperate with, and provide support for, other religious, charitable or non-profit organizations which share our religious mission and purposes. This includes, but is not limited to, providing meeting space to such organizations;**
- **To encourage, support and provide for those individuals who are poor, powerless, maladjusted, unwanted or in need, including but not limited to providing facilities for educational and counseling services directed to such individuals;**

- To support, facilitate and encourage peace and justice in our community as well as in the world at large.

Article IV:

The Initial Board of Directors shall be elected at an Organizational Meeting to be held upon receipt of the approved Articles of Incorporation from the State of Florida, to be held within 30 days of that receipt.

The initial Board of Directors shall consist of at least three (3) directors, and no more than 10 (ten) directors, to serve for one year. At the end of that period, elections will be held, and said elections will occur on an annual basis.

Article V:

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, 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 provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal 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 VI:

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which 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 VII:**Conflict of Interest Policy****Purpose**

The purpose of the conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization, or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Definitions

Interested person:

Any director, principal, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

Financial interest:

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement.
2. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. Note: A financial interest is not necessarily a conflict of interest. Under the following section "Procedures: Determining whether a conflict of interest exists", a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Procedures

Duty to disclose:

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

Determining whether a conflict of interest exists:

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

Procedures for addressing the conflict of interest:

1. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
2. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
3. After exercising due diligence, the governing board or committee shall determine whether the organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the

organization's best interests, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

Violations of the Conflicts of Interest Policy:

1. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
2. If, after hearing the member's responses and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Records of proceedings:

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Compensation:

1. A voting member of the governing board who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.
3. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization, either individually or or collectively, is prohibited from providing information to any committee regarding compensation.

Annual statements:

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

1. Has received a copy of the conflicts of interest policy,
2. Has read and understands the policy,
3. Has agreed to comply with the policy, and
4. Understands the organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Periodic Reviews:

To ensure the organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

1. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
2. Whether partnerships, joint ventures, and arrangements with management organizations conform to the organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Use of Outside Experts:

When conducting the periodic reviews as provided for in previous section titled "Periodic Reviews", the organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Article VIII:

The name and address of the initial Registered Agent is:

Sandra Cencebaugh
4431 Davie Road, Suite 109
Davie, Florida 33314

Article IX:

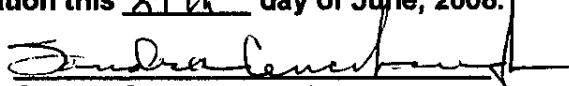
The name and address of the Incorporator is as follows:

Sandra Cencebaugh
4431 Davie Road, Suite 109
Davie, Florida 33314

Article X:

The effective date of these Articles shall be July 1, 2008.

The undersigned incorporator, for the purposes of forming The Open Door of Broward, Inc., a Not for Profit corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 27th day of June, 2008.


Sandra Cencebaugh, Incorporator

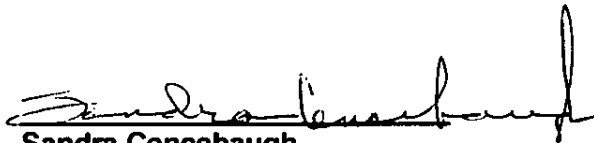
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That THE OPEN DOOR OF BROWARD INC, desiring to organize under the laws of the State of Florida, in compliance with Chapter 617, F.S. (Not for Profit), with its initial registered office, as designated in the Articles of Incorporation, at 4431 Davie Road, Suite 109, Davie, Florida 33314, has named Sandra Cencebaugh as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, Sandra Cencebaugh agrees to act in that capacity and to comply with the applicable provisions of the Florida Business Corporation Act. Sandra Cencebaugh is familiar with, and accepts, the obligations of that position.



**Sandra Cencebaugh
Registered Agent**

6/27/08
Date signed

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08 JUN 30 AM 11:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA