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2008 AUG 20 PM 4:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

12/8/20

## COVER LETTER

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

**SUBJECT:** Organizational Capacity Builders, 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:** Jill Shepell, c/o Children's Services Council of Martin County  
Name (Printed or typed)

2030 SE Ocean Boulevard

Address

Stuart, FL 34996

City, State & Zip

772-229-7518

Daytime Telephone number

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

**ARTICLES OF INCORPORATION**  
In Compliance with Chapter 617, F.S., (Not for Profit)

FILED

**ARTICLE I NAME**

The name of the corporation shall be:

Organizational Capacity Builders, Inc.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE II PRINCIPAL OFFICE**

The principal street address and mailing address, if different is:

2030 SE Ocean Boulevard  
Stuart, FL 34996

**ARTICLE III PURPOSE**

The purpose for which the corporation is organized is:

See Attached

**ARTICLE IV MANNER OF ELECTION**

The manner in which the directors are elected or appointed:

See Attached

**ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS**

List name(s), address(es) and specific title(s):

Elizabeth A Whittles, President  
2030 SE Ocean Blvd.  
Stuart, FL 34996

Sean M Boyle, Vice President  
546 NW University Blvd. Ste 201  
Port St. Lucie, FL 34986

Jeffrey S. Ralicki, Treasurer  
735 Colorado Ave, Ste 6  
Stuart, FL 34994

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

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Paul J. Bredice, Esq.  
50 SE Ocean Blvd., Suite 205  
Stuart, FL 34994

**ARTICLE VII INCORPORATOR**

The name and address of the Incorporator is:

Elizabeth A Whittles  
2030 SE Ocean Blvd., Stuart, FL 34996

\*\*\*\*\*

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.

Paul J. Bredice, Registered Agent  
Signature/Registered Agent

August 13, 2008  
Date

Elizabeth A Whittles  
Signature/Incorporator

8-13-08  
Date

Organizational Capacity Builders, Inc.  
Articles of Incorporation

### ARTICLE III

The purpose of Organizational Capacity Builders is to develop and strengthen the skills, abilities and processes of businesses with major emphasis in empowering nonprofit organizations so they are accountable, sustainable and thrive in the fast changing environment. Organizational Capacity Builders will provide an impetus for systems development and change by:

- Conducting organizational capacity building (e.g., human resource development, organizational development) thru assessments, consultation and training with an emphasis in the area of Cultural Competency;
- Providing organizations with the framework to deliver to diverse populations quality services that are culturally competent and ensure full access to culturally and linguistically appropriate services;
- Providing access to repositories of information and resources regarding organizational/nonprofit capacity building.

Said corporation is organized to receive and administer funds and operates exclusively for charitable 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.

### ARTICLE IV

#### Manner of Election

The initial Directors are appointed by the incorporators. Directors shall be elected by the affirmative vote of a majority of the Board of Directors at its annual meeting. Vacancies occurring in the Board of Directors by reason of death, resignation, removal or other inability to serve shall be filled by the affirmative vote of a majority of the remaining directors. A director elected to fill a vacancy shall serve for the unexpired portion of the term. Directors shall be eligible for re-election.

### ARTICLE VIII

#### Restriction on Operations

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its directors, officers, or other private persons, except

Organizational Capacity Builders, Inc.  
Articles of Incorporation

that the corporation shall be authorized and empowered to pay reasonable compensation for service rendered and to make payments and distributions in furtherance of the purposes set forth in Article II. 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 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 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 IX

##### Dissolution and Disposition of Corporate Assets

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 such court shall determine, which are organized and operated exclusively for such purposes.