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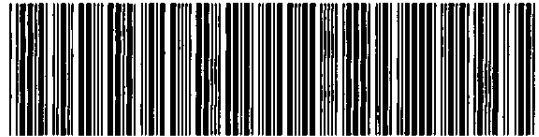
(Business Entity Name)

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AND  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

VH

## COVER LETTER

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

**SUBJECT:** Oasis, The GLBT Center of Northeast Florida, 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:** Adrienne W. Lerner; Hyder Law Group, PA  
Name (Printed or typed)

1148 Walnut St.  
Address

Jacksonville, FL 32206  
City, State & Zip

m: (904) 982-2632 ; o: (904) 524-8076  
Daytime Telephone number

**Shawn M. McGuire: shawnsoldit@gmail.com**  
E-mail address: (to be used for future annual report notification)

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

APPROVED  
AND  
FILED

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ARTICLES OF INCORPORATION

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Oasis, The GLBT Center of Northeast Florida, Inc.**  
A Florida Not-for-Profit (Nonprofit) Corporation

The undersigned, acting as incorporator of a nonprofit corporation under and pursuant to Chapter 617 of the Florida Statutes, adopts the following Articles of Incorporation:

**Article I. NAME OF CORPORATION:** The name of the corporation is Oasis, The GLBT Center of Northeast Florida, Inc.

**Article II. PRINCIPAL OFFICE:** The principal office of the Corporation is located at: 1610 N. Main St., Jacksonville, FL 32206.

**Article III. MAILING ADDRESS:** The mailing address of the Corporation is 1610 N. Main St., Jacksonville, FL 32206.

**Article IV. REGISTERED AGENT:** A Certificate of Acceptance and Appointment of Registered Agent is on file with the Office of the Florida Secretary of State. The designated registered agent of the Corporation is the following individual:

Shawn Matthew McGuire  
1602 Walnut St., Jacksonville, FL 32206.

**Article V. DURATION:** The period of duration of the Corporation is perpetual until such time as it is dissolved under the terms of these Articles of Incorporation [see, "Dissolution," Article X(E), infra.], Corporation bylaws, laws of the State of Florida, and, pursuant to all applicable Internal Revenue Service Codes.

**Article VI. MEMBERSHIP:** The qualification for any Members, the manner of their admission, and the classifications of membership shall be regulated by the bylaws.

**Article VII. OFFICERS AND DIRECTORS:**

**A. DIRECTORS:** The method of selection of the Board of Directors and number and tenure of directors shall be stated in the bylaws.

1. The number of Directors constituting the provisional and initial governing Board the Corporation is three:

a.) Shawn M. McGuire  
1602 Walnut St., Jacksonville, FL 32206

*(Address above is an independent place of business.)*

b.) Jeffrey A. Wright  
1602 Walnut St., Jacksonville, FL 32206

*(Address above is an independent place of business.)*

c.) Brock E. Fazzini  
204 Crossroad Lakes Dr., Ponte Vedra Beach, FL 32082

*(Address above is a home residence.)*

2. The above named provisional and initial governing Board shall cease to exist after the first meeting, vote, and approval of the Board of Directors after approval of incorporation, in accordance with the Corporation bylaws. Directors on the provisional and initial Board are permitted to serve as Directors and Officers after incorporation.

**B. OFFICERS:** The bylaws govern the duties, responsibilities, number, delegation, designation, appointment, and limitations of any and all Officers.

**Article VIII. INCORPORATOR:** The name and address of the incorporator is:

Shawn M. McGuire  
1602 Walnut St., Jacksonville, FL 32206

**Article IX. CORPORATE PURPOSES:** The stated mission of Oasis, The GLBT Center of Northeast Florida, Inc. is to serve as a charitable and education-based community outreach center for gays, lesbians, bisexuals, transgendered, and other sexual minorities, and their families, friends, and the community-at-large.

The purposes for which this Corporation is formed are exclusively charitable, educational, or scientific, consisting of the following:

- A. This Corporation is formed exclusively for one or more of the purposes (including charitable and educational purposes) specified in section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding provision of any future applicable United States Internal Revenue Code.
- B. To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, funds, and foundations organized and operated exclusively for charitable or educational purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.
- C. To do any and all lawful activities which may be necessary, useful, or desirable for the furthering, accomplishing, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments, or agencies.
- D. All of the foregoing purposes shall be exercised exclusively for charitable and educational purposes in such a manner that the Corporation will qualify as an exempt organization under section 501 (c)(3) of the Internal Revenue Code or corresponding provisions of any future United States Internal Revenue Code.

#### **Article X. 501(c)(3) LIMITATIONS**

- A. **CORPORATE PURPOSES:** Notwithstanding any other provision of these articles, this Corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state income tax under section 501 (c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law.
- B. **EXCLUSIVITY:** Pursuant to and limited by section 501 (c)(3) of the Internal Revenue Code the Corporation is organized exclusively for charitable, educational, or scientific purposes.
- C. **NO PRIVATE INUREMENT:** The Corporation is not organized, nor shall it be operated, for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits, or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable or educational purposes. The property, assets, profits,

and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

**D. LOBBYING AND POLITICAL CAMPAIGNS:** No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, intervene in, or endorse any political campaign on behalf of any candidate for public office.

**E. DISSOLUTION:** Upon the winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit and/or County Courts of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

**F. "PRIVATE FOUNDATION" PROVISIONS:** In the event this Corporation be considered a "Private Foundation" by the U.S. Internal Revenue Service under provisions of the United States Code, the following provisions apply:

1. The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
2. The Corporation will not engage in unauthorized acts of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
3. The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
4. The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
5. The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**Article XI. INDEMNIFICATION:** Any person (and the heirs, executors, and administrators of such person) made or threatened to be made a party to any action, suit, or proceeding by reason of the fact that his/her is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney fees and disbursements, incurred by him/her (or by his heirs, executors, or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit, or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his/her duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors, or administrators) may be entitled apart from this Article.

**Article XII. EXCULPATION:** Any act or omission of the Directors or Officers, the result of which may cause or result in loss or damage to the Corporation or its Members, if done in good faith to promote the best interests of the Corporation shall not subject the Directors or Officers to any liability.

**Article XIII. RECORDS AND BOOKKEEPING:** All records and books of account of the Corporation shall be kept in accordance with the Corporation bylaws and any and all applicable laws and regulations of the State of Florida and the United States.

#### EXECUTION

These Articles of Incorporation are hereby executed by the incorporator on this

2ND day of Sept, 2009

  
Shawn M. McGuire

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**REGISTERED AGENT  
CERTIFICATE OF ACCEPTANCE OF APPOINTMENT**

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I, Shawn M. McGuire, hereby accept my appointment as Registered Agent for Oasis, The GLBT Center of Northeast Florida, Inc., a Florida not for profit corporation, and agree to act in this capacity.

I affirm that I am over the age of 18 years old, with full legal and mental capacity.

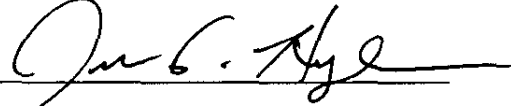
I further understand the duties, rights, and responsibilities of a Registered Agent as provided for in Chapter 608, F.S.

  
Shawn M. McGuire  
1602 Walnut St., Jacksonville, FL 32206  
Registered Agent

Date: 9.2.09

Witnessed:







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**RELEASE OF INFORMATION AND RECORDS RELATING TO  
INCORPORATION TO ATTORNEY**

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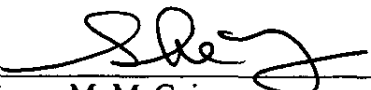
I, Shawn M. McGuire, Incorporator of the intended not-for-profit entity Oasis, The GLBT Center of Northeast Florida, Inc. (Corporation) hereby permit representatives of the Corporations Divisions of the Florida Department of State to contact; release any and all documents, information, correspondence, and other materials; correspond with; and address inquiries relating to the incorporation of Corporation, to Adrienne W. Lerner of the Hyder Law Group, PA, an attorney licensed to practice in the State of Florida, who has been retained in this matter.

Adrienne W. Lerner has the power to act as attorney on behalf of the Incorporator and intended not-for-profit Corporation in this incorporation matter.

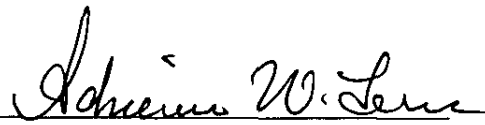
Please direct inquiries and correspondence, if necessary, to:

Adrienne W. Lerner  
Hyder Law Group, PA  
1148 Walnut St.  
Jacksonville, FL 32206

(904) 524-8076

  
Shawn M. McGuire  
1602 Walnut St., Jacksonville, FL 32206  
Registered Agent

Date: 9.2.09

  
Adrienne W. Lerner [FBN: 63971]  
Hyder Law Group, PA  
1148 Walnut St.  
Jacksonville, FL 32206

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AND  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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NOTICE AND CERTIFICATE OF PRE-INCORPORATION ACTION

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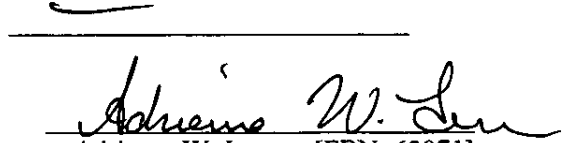
I, Shawn McGuire, do hereby certify that:

1. I am the Incorporator/prospective Executive Director of Oasis, The GLBT Center of Northeast Florida, Inc. (Corporation), and
2. That I have the legal capacity and authority to approve for filing the attached Articles of Incorporation and other documents, if any; also,
3. I have read and approved the Articles of Incorporation and other attached documents, if any, and
4. That the following are true and correct copies of the Articles of Incorporation and other attached documents, if any.

AFFIRMED AND SIGNED, THIS 2<sup>ND</sup> DAY OF SEPT, 2009

  
Shawn McGuire

WITNESSED:

  
Adrienne W. Lerner, [FBN: 63971]  
Hyder Law Group, P.A.  
221 N. Hogan St, No. 334  
Jacksonville, Florida 32202  
(904) 524 - 8076