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2009 DEC 14 A 8:01

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

12-16-09  
209

## COVER LETTER

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

SUBJECT: HEAVENLY MANNA OUTREACH MINISTRIES INCORPORATION  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are 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 of  
Status

**ADDITIONAL COPY REQUIRED**

FROM: WILBURN L. HARPE JR.  
Name (Printed or typed)

171 S. SHERIDAN AVE.  
Address

DELAND, FL 32720  
City, State & Zip

386-215-9005  
Daytime Telephone number

www.wilburnharpe@aol.com  
E-mail address: (to be used for future annual report notification)

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

## **ARTICLES OF INCORPORATION**

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### **ARTICLE I                      NAME**

The name of the corporation shall be: Heavenly Manna Outreach Ministries, Incorporated

### **ARTICLE II                      PRINCIPAL OFFICE**

The principal street and mailing address, if different is: 151 B East Ohio Avenue, Lake Helen, Florida 32744

### **ARTICLE III                      PURPOSE**

The purpose for which the corporation is organized is:

The purpose for which this corporation is organized are exclusively religious, charitable, scientific literary and or educational within the meaning of section 501 (C) (3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) any a corporation exempt from Federal Income Tax under section 501 (C) (3 ) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law.

Upon the dissolution of this 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 corresponding section of any future federal tax code), or shall be distributed to the federal government, or to a state or local government for public purpose. Any such assets not so disposed of shall by the Court of common Pleas of the county the of the county in which the principal office of the corporation is then located, exclusively for such organizations, a said court shall determine, which are organized and operated exclusively for such purposes.

Heavenly Manna Outreach Ministries provides to the community, educational presentation work shops, and seminars as part of the help aide. Other needs such as:

- Faith based classes, referrals, food, a clothes closet, and household furniture.
- Counseling to single parents, drugs, substance, alcohol rehabilitation services.
- HIV/AIDS, prison ministry, nursing home and street ministry to benefit the community as whole.
- Free counseling, literature, pamphlets, brochures, handouts, publication, and guide to other resources of needs.
- We provide contacts and referrals sources with other industrial, technical, educational, professional and governmental bodies on matters of mutual interests and concerns.
- To our partners and others in writing for tax purpose, they are given which inform them of our non-profit corporation statute.
- Also, provided is a good faith estimate of the value of the goods or services.

#### **ARTICLE IV        SHARES**

The number of shares of stock is: none

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

List name (s), address (es) and specific titles(s)

Wilburn L. Harpe, Jr., 171 S. Sheridan Avenue, Deland, FL 32720, President

Felecia A. Harpe, 171 S. Sheradan Avenue, Deland, FL 32720, Vice President

Sherese Harpe, 5515 118<sup>th</sup> Street, Lot 340, Jacksonville, FL 362244, Secretary

Jackie Davis, 2347 Dobson Street, Orlando, FL 32805, Treasurer

Edgar Harpe, 5515 118<sup>th</sup> Street, Lot 340, Jacksonville, FL 362244,

Faye Maddox, 204 East Gardenia Drive, Orange City, FL 32763,

Denise Cody, 835 South Helen Avenue, Deland, FL 32720,

The manner in which directors are elected or appointed:

The directors are elected by nomination and vote of the board or appointed by president. The management and affairs of the corporation shall be at all times under the direction of a Board or Director, whose operations in governing the corporation shall be defined by statute and by the corporation's by-laws.

By-Laws  
of  
Heavenly Manna Outreach Ministries, Incorporation

#### **ARTICLE I** **Membership**

The membership of Heavenly Manna Outreach Ministries, Incorporation, shall consist of the members of the Board of Director during their respective terms in office and such other persons who express an interest in the purpose of this corporation.

#### **ARTICLE II** **Board of Directors**

##### **Section 1.       Powers and Duties**

The Board of Directors shall have charge of applicable governmental regulations, and these By-Laws the general management and control of the business and affair of the corporation and shall exercise all the powers that may be exercised or performed by the corporation under Florida Law, its Articles of Incorporation, applicable governmental regulations, and thee By-Law.

The purpose for which this corporation is organized are exclusively religious, charitable, scientific literary and or educational within the meaning of section 501 (C) (3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) any a corporation exempt from Federal Income

Tax under section 501 (C) (3 ) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law.

**Section 2.     Number, Terms and Election**

The number, terms and election of the Board of Directors is outlined in the Articles of Incorporation and herein.

**Section 3.     Meetings**

Regular meetings of the Board of Directors shall be held once monthly. The times and dates to be determined by the president and Board of Directors. Special meetings of the Board of Directors may be called by the President of the Board. The recording secretary or designee shall be responsible for keeping and distributing minutes reflecting all votes and motions of each Board meeting and the corporation shall make the minutes available to the public upon request.

**Section 4.     Notice of Meetings**

Notice of all meetings of the Board of Directors shall be received through regular mail by each Board member at least five (5) days before the date therein designated for such meeting. The notice shall specify the time and place of each meeting, and shall include the minutes from the last Board meeting, if available.

**Section 5.     Quorum and Voting**

Quorum and voting requirements are set forth in the Articles of Incorporation.

**Section 7.     Removal of Members**

Any Board member or officer may be removed from the Board or office by the affirmative vote of two-thirds (2/3) of the Board of Directors, present in person, at any regular or special meeting called for that purpose, whenever in the Board's judgment the best interest for the corporation would be served thereby. Any such member or officer proposed to be removed shall be entitled to at least ten (10) days' notice in writing, by mail, of the meeting at which such removal is to be voted and shall be entitled to appear before and be heard at such meeting, at which time he may present such witnesses and make such defend as he/she shall deem advisable. Failure to attend four (4) meetings without valid reason shall constitute cause for removal of a Board member or officer.

**ARTICLE III**  
**Officers**

The officers of the Board of Directors shall be the officers of the corporation. They shall consist of the president, vice-president, recording secretary, financial secretary and treasurer, as required in the Articles of Incorporation, and shall be elected every two by the Board of Directors.

**Section 2.     President**

The president shall preside at all meeting of the Board of Directors. He shall have and exercise general charge of the corporation and shall do and perform such other duties as may be assigned by the Board of Directors.

**Section 3. Vice-President**

At the request of the president, or in his/her absence or disability, the vice-president shall perform the duties and possess and exercise the power of the president, and to the extent authorized by law, the vice-president shall have such powers as the Board of Directors may determine, and shall perform such duties as may be assigned by the Board of Director.

**Section 4. Recording Secretary**

The recording secretary shall keep a complete written record of all meetings of the Board and shall have general charge of the corporation records and shall maintain membership records. The recording secretary shall serve all notices required by law and by these By-Laws and Articles of Incorporation. The recording secretary shall, in general, perform all the duties incident to the office subject to the control of the Board of Directors. The Board may delegate any duty of the recording secretary to another member of the Board.

**Section 5. Financial Secretary**

The financial secretary shall maintain all records of financial pledges by donors or members and shall be responsible for all financial correspondence as needed by the Board or treasurer.

**Section 6. Treasurer**

The treasurer shall be responsible for all deposits, disbursements, and other financial transactions of the corporation. He/she shall chair the finance committee and be informed of all fund-raising activities of the corporation, and perform such other duties as may be required by the Board of Directors.

**ARTICLE IV**

**Committees**

The standing committees (executive, membership, finance, program and legal) shall be appointed by the president of the board with the and or approval of a majority of the board members.

**Section 1. Executive Committee**

The executive committee on which the president may appoint members must have officers of the Board of Directors (3) to serve. It shall have the authority to conduct the routine and ordinary business of this corporation between regular meetings of the Board of Directors. A quorum of 50% of the Executive committee members must be present to conduct business for the corporation. Decisions of the executive committee shall be reported to the Board.

**Section 2. Membership Committee**

The membership committee is responsible for maintaining an adequate number of Board of Directors, recruiting active general members of the corporation, or implementing the replacement and election procedures for Board memberships.

**Section 3. Finance Committee**

The finance committee is responsible for fund-raising and fiscal recordkeeping. The committee chairperson will be required to bring quarterly financial reports to be the Board Directors.

**Section 4.     Program Committee**

The program committee will develop and monitor program and activities of the corporation. The chairperson of this committee will make quarterly reports to the Board of Director as to the success or failures of any programs being conducted or planned.

**Section 5.     Legal Committee**

The legal committee is responsible for identifying legal needs of Heavenly Manna Outreach Ministries, Incorporation. The chairperson will make quarterly reports on the progress of all legal activities being conducted.

**Section 6.     Other Committees**

Other committees may be created by the president as deemed necessary to carry out the work or responsibilities of the corporation. Any special committee thus formed will be dissolved automatically when its work is completed and its report submitted to the Board.

**ARTICLE V**

**Contributing to the success of the organization**

Each active member will be asked to active in contributing in the overall success of the corporation to pursue its purposes, programs and activities.

**ARTICLE VI**

**Rules of Order**

"Robert's Rules of Order" shall be the parliamentary authority of all meetings and matters of procedure not specifically covered by these By-Laws.

**ARTICLE VII**

**Amendments to By-Laws**

The Board of Directors may make, amend, revise, alter or rescind these By-Laws from time to time, in whole or in parts by majority vote of the president and members of the Board of Directors duly called and convened at which a quorum is present, provided to such meeting.

We, the undersigned, do hereby certify that the foregoing By-Laws were duly adopted by the corporation (Heavenly Manna Outreach Ministries, Incorporation) at a meeting held and called on November 26, 2009.

**ARTICLE VI     REGISTERED AGENT**

The name and Florida Street address (P.O. Box **NOT** acceptable) of the register agent is: -  
Wilburn L. Harpe, Jr., 171 South. Sheridan Avenue, Deland, FL 32720

**ARTICLE VII     INCORPORATION**

The **name and address** of the Incorporation Is: Heavenly Manna Outreach Ministries  
151 B East Ohio Avenue, Lake Helen, FL 32744

Section 4. Program Committee

The program committee will develop and monitor program and activities of the corporation. The chairperson of this committee will make quarterly reports to the Board of Director as to the success or failures of any programs being conducted or planned.

Section 5. Legal Committee

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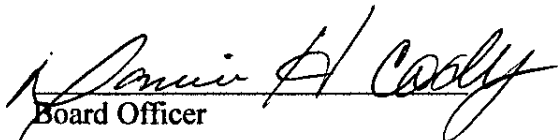
**ARTICLE VII**

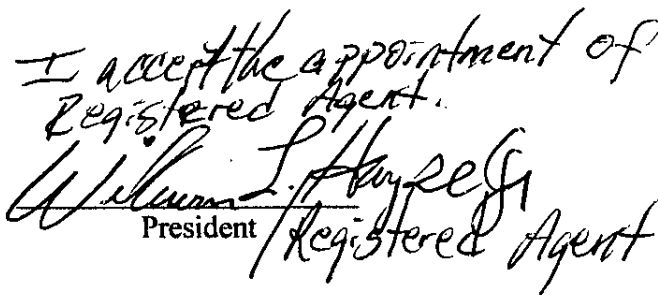
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We, the undersigned, do hereby certify that the foregoing By-Laws were duly adopted by the corporation (Heavenly Manna Outreach Ministries, Incorporation) at a meeting held and called on November 26, 2009.

  
Board Officer

  
Board Officer

  
President  
Registered Agent