

N10000004955

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



200180905122

05/17/10--01062--007 \*\*87.50

FILED

2010 MAY 17 PM 4:42

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

18 MAY 18 2010

## COVER LETTER

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

SUBJECT: GRATIA INTERNATIONAL US, 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: SUE HVIDSTEN  
Name (Printed or typed)

8601 N SCOTTSDALE RD SUITE 300  
Address

SCOTTSDALE AZ 85253  
City, State & Zip

480-429-4875  
Daytime Telephone number

sue.hvidsten@kutakrock.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  
OF  
GRATIA INTERNATIONAL US, INC.  
a Florida nonprofit corporation**

Pursuant to the provisions of Title 36, Chapter 617 of the Florida Statutes, the undersigned Corporation hereby adopts the following Articles of Incorporation:

**ARTICLE I  
NAME AND ADDRESS**

The name of this Corporation is GRATIA INTERNATIONAL US, INC. and its principal place of business shall be 64 Green Street, Warner Robins, Georgia 31093. Its Board of Directors may meet for the transaction of business at such other places within or without the State of Florida as the Directors may designate from time to time.

**ARTICLE II  
DURATION**

The duration of the Corporation shall be perpetual.

**ARTICLE III  
PURPOSE & POWERS**

The Corporation is a special purpose entity formed and organized and shall always be operated as a non-member non-profit corporation, solely and exclusively for the charitable purpose of relief of the poor and distressed or underprivileged, to address the issues of poverty and injustice in all their forms – economic, social, and spiritual. The Corporation's mission, open to all regardless of race, religion, or ability, is to help transform the lives of the poor through the restoration of hope and dignity with a particular focus on supporting social entrepreneurs and their initiatives in education, leadership, and enterprise, the relief of poverty and advancement of education in particular, but not exclusively, through the provision of support for community poverty relief projects, schools, colleges and universities; and the promotion of human rights (as set out in the universal declaration of human rights and subsequent United Nations conventions and declarations) through obtaining redress for the victims of human rights abuse, relieving need among the victims of human rights abuse and promoting respect for human rights among individuals and organizations throughout the world, but with particular focus on Africa, and to lessen the burdens of government as provided in Income Tax Regulation Section 1.501(c)(3)-1(d)(2) of the United States Treasury Department. The Corporation shall engage only in activities consistent with its tax-exempt status and permitted to be conducted (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law).

FILED  
2010 MAY 17 PM 4:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

A. The Corporation's powers as aforesaid shall include, but not be limited to the several powers and purposes set forth in Florida Revised Statutes, Chapter 36, Chapter 617, as amended from time to time, which are hereby incorporated herein by this reference, to the extent such powers are not inconsistent with the charitable purposes of the Corporation.

B. The Corporation's powers are limited by the following:

(1) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques, and other instruments, and to operate bank accounts in the name of the Corporation;

(2) To raise funds and to invite and receive contributions: provided that in raising funds the Corporation shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;

(3) To acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property;

(4) Subject to Article X below to employ such staff, who shall not be directors of the Corporation (hereinafter referred to as Directors), as are necessary for the proper pursuit of the objectives;

(5) To establish or support any charitable trusts, associations or institutions formed for all or any of the objectives;

(6) To cooperate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objectives or similar charitable purposes and to exchange information and advice with them;

(7) To pay out of the funds of the Corporation the costs, charges and expenses of and incidental to the formation and registration of the Corporation; and

(8) To do all such other lawful things as are necessary for the achievement of the objectives.

(9) The Corporation is prohibited from engaging in any voluntary dissolution, liquidation, consolidation, merger or sale of all or substantially all of its assets or the issuance of any membership interests, as long as the Corporation has outstanding payment obligations under any loans or loan documents.

(10) The Corporation is prohibited from amending the Articles of Incorporation as herein amended, in any way which would affect the purpose of the Corporation, the provisions regarding Directors under Article VII, the Corporation's ability to incur debt, the limitations on the Corporation's powers pursuant to this Article III or the indemnification of Directors so long as the Corporation has outstanding payment obligations on loans issued under any loan documents.

C. Separateness Covenants. The Corporation shall follow the following general corporate policies while the Corporation has outstanding payment obligations under any loans issued under any loan documents:

- (1) maintain books and records separate from any other person or entity;
- (2) maintain its accounts separate from any other person or entity;
- (3) not commingle assets with those of any other entity;
- (4) conduct its own business in its own name;
- (5) maintain separate financial statements;
- (6) pay its own liabilities out of its own funds;
- (7) observe all corporate formalities;
- (8) maintain an arm's length relationship with its affiliates;
- (9) pay the salaries of its own employees and maintain a sufficient number of employees in light of its contemplated business operations;
- (10) not guarantee or become obligated for the debts of any other entity or hold out its credit as being available to satisfy the obligations of others;
- (11) allocate fairly and reasonably any overhead for any shared office space;
- (12) use separate stationery, invoices, and checks; and
- (13) not pledge its assets for the benefit of any other entity or make any loans or advances to any entity.

#### **ARTICLE IV INITIAL BUSINESS**

A. The activities and operations of the Corporation are expressly limited to help transform the lives of the poor through the restoration of hope and dignity with a particular focus on supporting social entrepreneurs and their initiatives in education, leadership, and enterprise, throughout the world. The Corporation shall not engage in any activity unrelated to the foregoing.

B. The character of affairs of the Corporation will be to work in partnership with Voice of the Poor Foundation in the near term to care for orphans and physically handicapped persons, provide shelter and basic amenities for the poor, provide education to young people, and create employment and microfinance opportunities in Nigeria.

#### **ARTICLE V INCORPORATOR**

The name and address of the incorporator are:

Patrick A. Ray, Esq.  
8601 N. Scottsdale Road, Suite 300  
Scottsdale, AZ 85253

All powers, duties and responsibilities of the incorporators shall cease at the time of delivery of these Articles of Incorporation to the Florida Department of State.

**ARTICLE VI  
BOARD OF DIRECTORS AND OFFICERS**

A. The affairs of the Corporation shall be conducted by a Board of Directors composed of three (3) Directors. The Directors shall fill any vacancies occurring in the Board of Directors pursuant to the Bylaws of the Corporation.

B. All Directors shall be elected at the Annual Meeting of the Board of Directors; and they shall be elected and they shall hold office for a term as set forth in the Bylaws.

C. The Annual Meeting of the Directors shall be held on the last Wednesday in the month of April or such time as agreed by the Board, commencing with the year 2011, at such time and place as the Directors shall determine.

D. The officers of the Corporation shall be a Chair, a President, any number of Vice Presidents, a Secretary and a Treasurer and such other officers as the Board of Directors may elect or appoint, any of whom may be elected as members of the Board of Directors. Any two or more offices may be held by the same person except the offices of President and Secretary. The above-specified officers shall be elected at the Annual Meeting of the Board of Directors.

E. Upon formation of the Corporation, the names and addresses of the individuals initially identified as the Directors are:

Dan Hill  
53 Avista Circle  
Augustine, Florida 32080

Rory Knight  
The Old Rectory  
Rowleigh Lane  
Oxford, Oxon, United Kingdom  
OX13 5QA

James W. Hill  
64 Green Street  
Warner Robbins, GA. 31093

**ARTICLE VII  
STATUTORY AGENT**

The name and address of the Corporation's statutory agent is C T Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324.

**ARTICLE VIII  
PRIVATE PROPERTY**

The private property of the Directors and officers of the Corporation shall be forever exempt from the debts, obligations and liabilities of the Corporation.

**ARTICLE IX**  
**MEMBERSHIP; CAPITAL STOCK AND PERSONAL BENEFIT**

The Corporation shall have no capital stock of any kind. Pecuniary profit is not the object of the Corporation. The Corporation shall have no members. All rights, powers and responsibilities of the Corporation shall be vested solely in the Board of Directors.

No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its Directors, 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 of this Corporation. 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 any candidate for public office.

**ARTICLE X**  
**INDEMNIFICATION**

The Corporation shall indemnify any person against expenses, including, without limitation, attorneys' fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by reason of the fact that he or she is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, in all circumstances in which, and to the extent that, such indemnification is permitted and provided for by the laws of the State of Florida as then in effect and subject to the limitation that such indemnification is not inconsistent with the status of the Corporation as a Section 501(c)(3) organization and subject to the further limitation that the Corporation's obligation to indemnify its Directors, officers, employees and agents shall be subordinate to the payment obligations under any bond documents and shall not constitute a claim against the Corporation in the event that the cash flow of the Corporation in excess of amounts necessary to pay the holders of the bonds issued under any bond documents.

**ARTICLE XI**  
**LIMITATION ON DIRECTOR LIABILITY**

No Director of the Corporation shall be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a Director, provided, however, that this Article XI shall not eliminate or limit the liability of a Director to the extent provided by applicable law for (i) any breach of the Director's duty of loyalty to the Corporation, if any (ii) acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law, (iii) a violation of the Florida Statutes or any successor statutes thereof; or (iv) any transaction from which the Director derived an improper personal benefit. The limitation of liability provided herein shall continue after a Director has ceased to occupy such position as to acts or omissions occurring during such Director's term or terms of office, and no amendment or repeal of this Article XI shall apply to or have any effect on the liability or alleged liability of any Director of

the Corporation for or with respect to any acts or omissions of such Director occurring prior to such amendment or repeal.

Any person who serves as a Director or who serves on a board or council in an advisory capacity to the Corporation shall be immune from civil liability and shall not be subject to suit directly or by way of contribution for any act or omission resulting in damage or injury if such person was acting in good faith and within the scope of his or her official capacity, unless such damage or injury was caused by willful and wanton or grossly negligent conduct of such person. Nothing to this paragraph shall limit or modify in any manner the duties or liabilities of a Director or person serving in an advisory capacity to the Corporation. "Official capacity" as used in this paragraph is any decision, act or event undertaken by the Corporation in furtherance of the purposes of which the Corporation is organized.

## **ARTICLE XII DISCRIMINATION NOT PERMITTED**

In rendering its functions and in fulfilling its purposes, the Corporation shall not practice as permit unlawful discrimination on the basis of sex, age, race, national origin, religion, or physical handicap or disability.

## **ARTICLE XIII LIQUIDATION**

This Corporation is organized and all of its Properties, whether now owned or hereafter acquired, shall be operated and used for the charitable purposes set forth above and not for pecuniary profit and no part of the net earnings of this Corporation shall inure to the benefit of any member. Upon the winding up and dissolution of this Corporation, after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation designated by the Board of Directors that is organized and operated exclusively for charitable, educational, religious and or scientific purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

## **ARTICLE XIV BANKRUPTCY OR REORGANIZATION OF THE CORPORATION**

A. At all times that the Corporation has any outstanding payment obligations with respect of any bonds issued under any bond documents, the unanimous consent of all of the members of the Board of Directors shall be required to file, or to consent to the filing of, a bankruptcy or insolvency petition, or to otherwise institute any bankruptcy or insolvency proceeding, or to acquiesce to an involuntary bankruptcy or insolvency petition. The Directors shall consider the interest of the creditors of the Corporation in connection with all corporate activities, the Director shall require the Corporation to observe the specific separateness covenants as set forth herein.

B. The Corporation is prohibited from effectuating a plan of corporate reorganization without the affirmative vote of all the members of the Board of Directors.

**ARTICLE XVII  
AMENDMENTS**

These Articles of Incorporation may be amended and the Corporation may be voluntarily dissolved only with the affirmative vote of all of the members of the Board of Directors of the Corporation; provided, however, Article III and Article IV may be amended only to the extent that changes in the applicable provisions of the federal tax codes make such changes necessary or desirable or in order for this Corporation to initially qualify or to preserve its status as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding provisions of any further United States Internal Revenue Law.

**ARTICLE XVI  
COUNTERPARTS**

These Articles of Incorporation may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

EXECUTED this \_\_\_\_ day of May, 2010.

  
\_\_\_\_\_  
Patrick A. Ray  
Incorporator

**[REGISTERED AGENT ACCEPTANCE ON NEXT PAGE]**

### REGISTERED AGENT CONSENT

C T Corporation System, having been named as registered agent to accept service of process for the Gratia International US, Inc., at the place designated in these Articles of Incorporation, is familiar with and accepts the appointment as registered agent and agrees to act in this capacity.

C T Corporation System

By: [Signature]  
Name: Mark Holloway  
Title: Asst. Secretary  
Date: 5/13/2010

FILED  
2010 MAY 17 PM 4:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA