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THE DELMAS PROJECT, INC.

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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
THE DELMAS PROJECT, INC.**

(A Florida Nonprofit Corporation)

The undersigned, desiring to form a not for profit corporation under the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes (the "Act"), does hereby adopt the following Articles of Incorporation:

**ARTICLE I
Name**

The name of the corporation shall be **THE DELMAS PROJECT, INC.** (hereinafter referred to as the "Corporation")

**ARTICLE II
Duration**

The duration of the Corporation shall be perpetual.

**ARTICLE III
Principal Office**

The principal office address and the mailing address of the Corporation shall be 173 University Circle, Ormond Beach, FL 32176.

**ARTICLE IV
Purposes**

This corporation is organized exclusively for religious, charitable, scientific, literary and/or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue code of 1986 as it exists now or as it may hereafter be amended (the "Code") and the corresponding Treasury Regulations as they now exist or may hereafter be amended (the "Regulations), including, but not limited to, the following purposes:

1. To initiate, participate in, maintain, and aid all such charitable, cultural, scientific and educational programs and works as the Board of Directors may determine advisable to raise awareness and support for the plight of, and to provide education, safe and healthy living quarters, and food for, Haitian orphans.

2. To receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious,

scientific, literary, or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under the Code and Regulations.

3. To make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code and the Regulations.

4. To promote and carry on any other religious, charitable, or educational purposes and activities for which corporations may be organized and operated under the relevant provisions of the Code and Regulations and under the Act, as each may be amended from time to time.

Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code and Regulations, or by an organization to which contributions are deductible under Section 170(c)(2) of the Code and Regulations.

ARTICLE V

Election of Directors

The number, method of election, qualifications, term of office, powers, authority, and duties of the directors of the Corporation, the time and place of their meetings, and such other provisions with respect to them as are not inconsistent with the expressed provisions of these Articles shall be as specified in the bylaws of the Corporation. In no event, shall the number of directors be fewer than three.

ARTICLE VI

Powers

All powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors. As a means of accomplishing the purposes of the Corporation set forth in these Articles, the Corporation shall have the power to exercise all rights and powers conferred by the laws of the State of Florida on nonprofit corporations, including but not limited to those set forth in the Act and the following powers:

5. To acquire, receive, take and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever kind, nature or description and wherever situated.

6. To sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of, any such property, both real and personal, as the objects or purposes of the Corporation may require, subject to such limitations as may be prescribed by law.

7. To borrow money, and from time to time, to make, accept, endorse, and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the Corporation, and to secure the payment of any such obligations by mortgage pledge, deed, indenture,

agreement, or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the Corporation, wherever situated, whether now owned or hereafter to be acquired.

8. To invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages, or in such other securities and property as the Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant, or gift provided such limitations and conditions are not in conflict with the provisions of Section 501 of the Code and Regulations.

9. To make payments for the purposes of the Corporation described herein out of either the principal or the income of the Corporation, and to accumulate income from property in its possession as such, provided that such accumulations are not unreasonable in amount, duration, use or investment, to such an extent that such accumulations result in denial to the Corporation of exemption under Section 501(c)(3) of the Code and its Regulations, or denial to the Corporation of the benefits of exemption from the payment of income taxes as provided under any applicable laws and statutes of the United States, whether now in effect or hereafter adopted.

10. Subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which now are or may hereafter be conferred by law upon a corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the Corporation, subject to the further limitation and condition that, notwithstanding any other provisions of these Articles, only such powers shall be exercised as are in furtherance of the tax-exempt purposes of the Corporation and as may be exercised by an organization exempt under Section 501(c)(3) of the Code and its Regulations and by an organization to which contributions are deductible under Section 170(c)(2) of the Code and Regulations as they now exist or as they may be hereafter amended.

11. In furtherance and not in limitation of the general powers conferred by the laws of the State of Florida and the objects and purposes set forth in these Articles, it is expressly provided that to such extent as a nonprofit corporation organized under the Act may now or in the future lawfully do, the Corporation shall have the power to do, either as principal or agent and either alone or in connection with other corporations, firms, or individuals, all and everything necessary, suitable, convenient or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects enumerated in these Articles, or designed directly or indirectly to promote the interests of the Corporation or to enhance the value of its properties, and in general to do any and all things and exercise any and all powers, rights and privileges which a corporation may now or in the future be authorized to do or to exercise under the Act or under any act amending, supplementing or substituting for the Act.

ARTICLE VII

Limitations

It is intended that the Corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation as an organization Section 501(c)(3) of the Code. These Articles shall be construed accordingly, and all powers and activities of the corporation shall be limited accordingly. The Corporation is not organized and shall not be operated for the pecuniary gain or profit, incidental or otherwise, of any private individual. No part of the net earnings of the 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 set forth herein. 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 publication 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 Code (or the corresponding provision 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 Code (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE VIII

Registered Agent and Registered Office

The initial registered agent of the Corporation is Evan Altes, and the street address of its initial registered office shall be 173 University Circle, Ormond Beach, Volusia County, Florida 32176.

ARTICLE IX

Incorporator

The name and address of the sole incorporator is Evan Altes, 173 University Circle, Ormond Beach, Florida 32176.

ARTICLE X

Dissolution

Subject to any approvals described in these Articles or the Bylaws of the Corporation, upon the dissolution and final liquidation of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the Corporation's known liabilities and obligations and returning, transferring or conveying assets held by the Corporation conditional upon their return, transfer or conveyance upon dissolution of the Corporation, distribute, transfer, convey, deliver, and pay over all of the assets of the Corporation then remaining in the hands of the Corporation, exclusively for charitable, religious, scientific, and educational purposes, in such a manner and to such organization or organizations which at that time qualify as exempt organizations under Section 501(c)(3) of the Code or corresponding sections of any prior or future law, or to the federal government, or to a state or

local government, for exclusive public purpose accrue by reason of any such dissolution to any of the incorporators, officers or directors of the Corporation. Any such assets not so disposed of in accordance with the foregoing shall be disposed of by the Court of Common Pleas of the county in which the registered office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which at the time are organized and operated exclusively for such purposes.

ARTICLE XI

Indemnification

Except as may be required by applicable law, no person who is serving or has served as a member of the Board of Directors or an officer of the Corporation shall be liable to the Corporation for monetary damages for any action taken, or any failure to take action, as a director. Any such 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 he or she is or was a director or officer of the Corporation shall be indemnified by the Corporation, to the fullest extent permitted by law, against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (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 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. Any repeal, amendment or modification of this Article XI shall be prospective only and shall not adversely affect any right, benefit or protection of a director or officer of the Corporation existing at the time of such repeal, amendment or modification.

ARTICLE XII
Amendment to Articles

The Corporation reserves the right from time to time to amend, alter or repeal each and every provision contained in these Articles of Incorporation or to add one or more additional provisions in the manner now or hereafter prescribed or permitted by the Act; provided, however, that the sole power to amend these Articles of Incorporation shall rest in the Board of Directors.

These Articles of Incorporation are hereby executed by the incorporator on this 31 day of January, 2011.


Evan Altos

ACCEPTANCE BY REGISTERED AGENT

Having been named as the Registered Agent of The Delmas Project, Inc. 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.

Dated this 31 day of January, 2011.

By: Evan Altos
Evan Altos

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AND
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**WRITTEN CONSENT OF SOLE INCORPORATOR
OF
THE DELMAS PROJECT, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

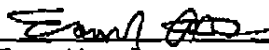
The undersigned, being the sole incorporator of The Delmas Project, Inc., a Florida nonprofit corporation (the "Corporation"), pursuant to Florida Statutes §617-0205, does hereby consent to and adopt the following resolutions as the action of the incorporator of the Corporation, and hereby directs that this written consent to such action be filed with the minutes of the proceedings of the Board of Directors of the Corporation:

NOW, THEREFORE, BE IT RESOLVED, that the following persons are hereby elected to serve as the initial members of the Board of Directors and shall continue to serve until such director's earlier death, resignation, retirement, disqualification, or removal:

Evan Altes
Kelli Bell
Richard Bell
Kellie Fischer
Brittany Kay Kiel
Jared Mauldin
Lauren Spacek
Kirby Whitehead

FURTHER RESOLVED, that such initial directors be notified of their election and their duty to complete the organization of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed this Consent as of the 31 day of January, 2011.



Evan Altes, Incorporator