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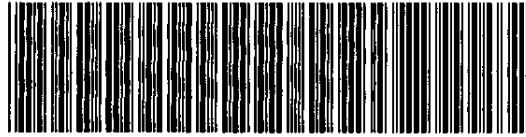
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

11 APR -1, PM 12:11

APPROVED  
AND  
FILED

13928 River Road  
Unit 801  
Pensacola, FL 32507

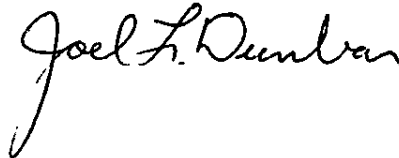
March 31, 2011

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

SUBJECT: NOTHING LOST OUTREACH, INC.

Enclosed are an original and one copy of the Articles of Incorporation and a check for \$70.00 filing fees.

From: Joel F. Dunbar  
13928 River Road, Unit 801  
Pensacola, FL 32507  
618/560-9097 Daytime Phone

A handwritten signature in cursive script that reads "Joel F. Dunbar". The signature is written in black ink and is positioned below the typed name and contact information.

APPROVED  
AND  
FILED

**ARTICLES OF INCORPORATION**  
**OF**  
**NOTHING LOST OUTREACH, INC.**  
**A Not-For-Profit Corporation**

11 APR -4 PM 12: 11

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporators, each a natural person competent to contract, hereby associate themselves together to form a corporation not for profit under Chapter 617, Florida Statutes, and do adopt the following Articles of Incorporation for such corporation:

**ARTICLE I.**

**NAME AND MAILING ADDRESS OF THE CORPORATION**

The name of the corporation is Nothing Lost Outreach, Inc., and the mailing address for the corporation is 50 W. Johnson Avenue, Pensacola, FL 32534.

**ARTICLE II.**

**DURATION**

This corporation shall exist perpetually, commencing upon the filing of these Articles of Incorporation by the Department of State.

**ARTICLE III.**

**PRINCIPAL PLACE OF OPERATION**

The principal geographic location of the corporate business or activities shall be 50 W. Johnson Avenue, Pensacola, FL 32534.

## **ARTICLE IV.**

### **PURPOSE**

The purposes of this corporation are:

- a. To provide food, clothing, personal hygiene, and medical assistance, if needed, to those individuals who are homeless or economically disadvantaged.
- b. To provide for the spiritual needs of those who have been assisted in meeting their physical needs as stated in (a) above.
- c. To accomplish such other religious, scientific or educational purposes, consistent with the above purposes, as are approved by the board of directors, including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of the United States of America, as it may be amended from time to time.
- d. To exercise all of the powers enumerated in Chapter 617, Florida Statutes, as they may be amended from time to time, and to do and perform such acts and to have such powers as shall be desirable and necessary in furtherance of any of the powers enumerated which are not in derogation of the laws of the State of Florida of the United States of America; provided, however, that the corporation, in exercising any one or more powers, shall do so in furtherance of the exempt purposes for which it has been organized as described in Section 501(c)(3) of the Internal Revenue Code of the United States of America, as it may be amended from time to time.

## **ARTICLE V.**

### **ACTS AFFECTING NON-TAXABLE STATUS PROHIBITED**

This corporation is organized exclusively for religious, educational, scientific and charitable purposes as a not-for-profit corporation within the meaning of Section 501(c)(3) of the Internal Revenue Code of the United States of America, and its activities shall be conducted for such purposes and in such a manner that no part of its net earnings shall inure to the benefit of any member, director, officer or individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes). No substantial part of the activities of the corporation shall be 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 any candidate for public office.

1. The Corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or corresponding section of any future federal tax code.
2. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax code.

3. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax code.
4. The corporation shall not make any investment in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax code.
5. The corporation shall not make any investment in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax code.

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 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

## **ARTICLE VI.**

### **DISSOLUTION OF CORPORATION**

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) and 170(c)(2) 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 a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction over the value of the assets in

which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes.

#### **ARTICLE VII.**

#### **NON-STOCK CORPORATION**

This corporation is organized on a non-stock basis.

#### **ARTICLE VIII.**

#### **MEMBERSHIP, INITIAL MEMBERS**

The authorized number and qualifications of the members of the corporation, the manner of their admission, procedures for replacing members, the voting and other rights and privileges of members shall be set forth in the Bylaws.

The initial members of the corporation shall be the following three persons:

Paul W. Astles, Jeffrey Scott Henry, and Joel F. Dunbar.

#### **ARTICLE IX**

#### **PERSONAL LIABILITY**

No member, officer, or director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers, or directors be subject to the payment of the debts or obligations of this corporation.

#### **ARTICLE X**

#### **BOARD OF DIRECTORS**

The corporation shall be directed by a board of directors, which shall have all of the powers granted to a board of directors under Chapters 607 and 617,

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Florida Statutes, as they may be amended from time to time, to the extent that such powers are not in conflict with the Articles of Incorporation. Each member of the corporation shall be a member of the board of directors by virtue of being a member of the corporation. In no event shall the board of directors consist of fewer than three directors. The directors shall be elected as provided for in the Bylaws.

#### **ARTICLE XI.**

#### **INITIAL BOARD OF DIRECTORS**

The initial board of directors shall consist of three directors, listed below. The number of directors may be increased by the members. The names and addresses of the initial board of directors are:

Paul W. Astles  
5526 Navaho Drive  
Pensacola, FL 32507

Jeffrey Scott Henry  
1172 New Haven Drive  
Cantonment, FL 32533

Joel F. Dunbar  
13928 River Road, #801  
Pensacola, FL 32507

#### **ARTICLE XII.**

#### **INCORPORATOR**

The name and address of the incorporator of the corporation is:

Joel F. Dunbar  
13928 River Road, #801  
Pensacola, FL 32507



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**ARTICLE XIII.**

**OFFICERS**

The affairs of the corporation shall be managed, subject to direction by the board of directors, by a President, Vice President, and Secretary/Treasurer, elected annually by the board of directors.

**ARTICLE XIV.**

**BYLAWS**

The bylaws of the corporation shall be made, amended or rescinded by the board of directors. Bylaws may be amended or rescinded by a majority vote of the board of directors, provided that a quorum of the board is present, as a quorum is defined in the bylaws of the corporation.

**ARTICLE XV.**

**INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The initial registered office of the corporation is 50 W. Johnson Avenue, Pensacola, FL 32534. The initial registered agent of the corporation at such address is Paul W. Astles.

**ARTICLE XVI.**

**NO DISTRIBUTION TO MEMBERS**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 in Article IV above.

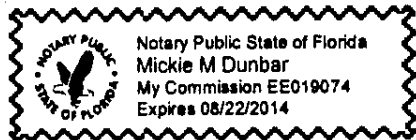
IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals on the dates written below:

Joel F. Dunbar  
INCORPORATOR

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

Before me, the undersigned authority in and for said State and County, personally appeared Joel F. Dunbar to me well known to be the person described in and who freely and voluntarily subscribed the foregoing Articles of Incorporation for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County aforesaid this 30<sup>th</sup> day of March, 2011.



Mickie M Dunbar  
NOTARY PUBLIC, State of Florida  
My Commission Expires: 8/22/2014

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
11 APR - 4, PM 12: 11

APPROVED  
AND  
FILED

**ACCEPANCE OF REGISTERED AGENT**

HAVING BEEN NAMED to accept service of process for Nothing Lost Outreach, Inc. at the place designated in the Articles of Incorporation, Paul W. Astles agreed to act in this capacity and agrees to comply with the provisions of Section 48.091 relative to keeping such office open.

DATED: March 30, 2011.

Paul W. Astles  
Registered Agent