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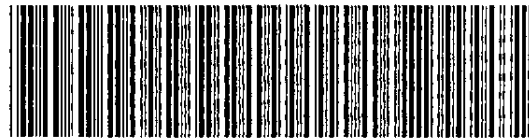
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MAY -6 AM 11:54

SECRETARY OF STATE  
FALLS CHURCH, VA

Ps 5/9/11

**ARTICLES OF INCORPORATION  
OF  
COMMUNITY ORGANIZATIONS for PEOPLE ADVOCATING CHANGE, INC.**

FILED

MAY -6 AM 11:55

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**A Nonprofit Corporation**

The undersigned, acting as incorporator of a Corporation pursuant to Chapter 617, Florida Statutes, accept the following Articles of Incorporation of such corporation.

**ARTICLE I**

**Name**

The name of this corporation shall be: **COMMUNITY ORGANIZATIONS for PEOPLE ADVOCATING CHANGE, INC.**

EFFECTIVE DATE 5-2-11

**ARTICLE II**

**Registered Office**

The principal place of business and mailing address of this corporation is:

**1749 East Main Street, Suite 137  
Pahokee, Florida 33476**

**ARTICLE III**

**Purpose**

The purposes for which this corporation is organized are:

**To build an alliance of grassroots working families in low and moderate income communities that advocate change by people coming together working as an ongoing group, striving to solve their own problems and change the conditions that negatively affect their lives.**

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**To operate primarily to further the common good and general welfare of the people by bringing about a sense of community whereby people help individual families accomplish what they cannot do by themselves, make life and the lives of those around them better. People helping people!**

**To exclusively promote a community social welfare movement design to accomplish community ends that directly benefit all residents in low and moderate income communities throughout the State of Florida.**

**To work to improve public services, build affordable housing opportunities for citizens, and further the advancement of community development in low and moderate income communities.**

**To help low and moderate income communities to affect their own community growth and development, build affordable housing, identify and remove structures that perpetuate the cycle of poverty and create positive community change.**

**To explicitly seek to build the power base of the poor so that they can affect and change the public policies and private market force that create and sustain social and economic inequality.**

**To organize as a membership driven corporation open to the general public regardless of race, nationality, religion, sexual orientation or economic status and willing to do the work that is necessary to improve the life of all residents and businesses in our communities.**

**To provide leadership and educational job training skills programs for the improvement of citizens employment capabilities.**

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**To provide youth with the knowledge, skills, self-respect and peer support to help them avoid getting involved with gang related activities and the illegal use of dangerous weapons, such as guns and knives. To also educate young people about the danger of using alcohol, tobacco and other drug-related activities, such as drunk driving and drug trafficking.**

**To establish programs that offer young people job training skills in information systems technology training and other fields to develop life careers and business opportunities.**

**To provide youths, parents, coaches and the community the excitement of youth sports leagues and recreation that emphasizes sportsmanship, competition and family involvement - all qualities that will assist young people in becoming responsible and productive adults.**

**This corporation is organized exclusively to operate as a 501 (c)(4) corporation for one or more of the purposes as specified in Section 501 (c)(4) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c)(4) of the Internal Revenue Code, or corresponding section of any future federal tax code.**

## **ARTICLE IV**

### **Election of Directors**

**The Board of Directors shall delegate authority to the nominating committee to bring before the board the nominees proposed as candidates for a chair on the board of directors of this corporation.**

**If this corporation makes no provision for members, then, at the regular meaning of the board of directors held on the Monday in the month of October, at least one (1) month**

**prior to the annual board of directors meeting held in November of each year, the nominating committee shall submit the names of the nominees to the President. These names shall be placed on the ballot for election at said annual meeting by the board of directors.**

**a. At the annual meeting held in November after the adoption of the bylaws, directors shall be elected by the board of directors.**

**Voting for the election of directors shall be by ballot of no less than (3) directors but as many as fifteen (15) may be elected.**

**Each director shall cast one vote per candidate, and may vote for as many candidates as the number of candidates to be elected to the board.**

**b. In the interest of continuity, this corporation will hold staggered election of its board of directors. Rather than replacing the entire board at each annual election, the organization will re-elect 1/3 of the board members each year to serve a three-year term.**

**c. To start the staggered system out with a fifteen (15) member board, five of the initial directors receiving the most votes would serve three (3) year terms; and the five (5) other candidates receiving the second and third most votes shall hold office for two (2) year terms; and the five (5) other candidates receiving the fourth most votes shall hold office for one (1) year.**

**At each subsequent annual meeting, an equal number of directors equal to those whose terms have expired shall be elected for the term of three (3) years. At the expiration of any term a director may be re-elected.**

**d. The installation of directors who may have been elected**

**in any particular year shall be held on the day immediately following the date of the annual meeting at which such new members of the board of directors were elected.**

## **ARTICLE V**

### **Name of Initial Registered Agent**

**The name and address of the initial registered agent of this corporation is:**

#### **Name**

**Loran G. Barnes Sr.**

#### **Address**

**1749 East Main Street, Suite 137  
Pahokee, Florida 33476**

## **ARTICLE VI**

### **Name of Incorporator**

**The name and address of the incorporator to these Articles of Incorporation are:**

#### **Name**

**Loran G. Barnes Sr.**

#### **Address**

**1749 East Main Street, Suite 137  
Pahokee, Florida 33476**

## **ARTICLE VII**

### **Duration**

**The period of duration of this corporation is: PERPETUAL**

## **ARTICLE VIII**

**Effective Date**

**The effective date of this corporation shall be: May 02, 2011**

**ARTICLE IX****Dissolution of Corporation**

**Upon dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for or more exempt purposes within the meaning of Section 501 (c)(4) Of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose.**

**No substantial part of the activities of this corporation shall consist of carrying on propaganda, otherwise attempting to influence legislature (except as otherwise provided by section 501 (h) of the Internal Revenue Code, and this corporation shall not participate in, or intervene in (including the publishing or distribution of statement), any political campaign on behalf of, or in opposition to, any candidate for public office.**

**No part of the net earnings of this corporation shall inure to the benefit of, or be distributed to, its members, directors, officers, or other private persons, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions to furtherance of the purposes set forth in these Articles.**

**Nor withstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501 (c)(4) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under**

**Section 170 (c)(2) of the Internal Revenue Code.**

**The undersigned incorporator hereby declares under penalty of perjury that the statements made in the foregoing Articles of Incorporation are true.**

*Loran J. Barnes Jr*

04-02-2011

**Signature Incorporator**

**Date**

FILED  
MAY -6 AM 11:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



In witness whereof, the undersigned have  
signed these Articles of Incorporation on  
this 2nd day of May, 2011.

FILED  
MAY -6 AM 11:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Loran G. Barnes Sr.

Loran G. Barnes Sr.

State of Florida

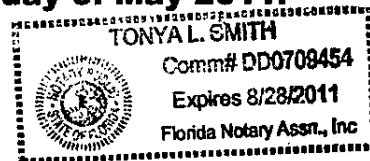
County of Palm Beach

Before me personally appeared, Loran G. Barnes Sr. to me  
well known to me to be the person described in and who  
executed the foregoing Articles of Incorporation and  
knowledge to and before me that he executed said  
instrument for the purposes therein expressed.

Witness my hand and official seal this 2nd day of May 2011.

Tonya L. Smith

Notary Public, State of Florida at Large



Having been named as registered agent and to accept service of  
process for the above stated corporation at the place  
designated, in this certificate, I hereby accept the appointment  
as registered agent and agree to act in this capacity. I further  
agree to comply with the provisions of all statutes relating to the  
proper and complete performance of my duties, and I am familiar  
with and accept the obligation of my position as registered  
agent.

Loran G. Barnes Sr.

Loran G. Barnes Sr.

04-02-2011

Date

**CERTIFICATE OF DESIGNATION**

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MAY -6 AM 11:55

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Registered Agent/Registered Office**

**Pursuant to the provision of section 607.0501, Florida Status, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.**

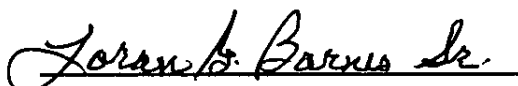
- 1. The name of the corporation is:  
Community Organizations for People Advocating  
Change, Inc.**
- 2. The name and address of the registered agent and office is:**

**Registered agents name and address**

**Loran G. Barnes Sr.  
1749 East Main Street, Suite 137  
Pahokee, Florida 33476**

**Registered Office Address  
1749 East Main Street, Suite 137  
Palm Beach County  
Pahokee, Florida 33476**

**HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATED, I HEREBY ACCEPT THE APPOINTMENT AS THE REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUS RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY POSITION AS REGISTERED AGENT.**

  
**Loran G. Barnes Sr.**

04-02-2011  
**Date**