

N 11000006243

Temple of Praise COGIC  
710 Enterprise Ave.  
New Smyrna Bch, FL 32168

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

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T. Burch JUN 30 2011



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

June 17, 2011

TEMPLE OF PRAISE COGIC  
710 ENTERPRISE AVE  
NEW SMYRNA BEACH, FL 32168

SUBJECT: TOP OUTREACH CENTER, INC.  
Ref. Number: W11000032878

We have received your document for TOP OUTREACH CENTER, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Entities may file using only the entity's name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing an application and submitting the appropriate fees to this office.

The name of the entity must be identical throughout the document.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6928.

Tim Burch  
Regulatory Specialist II  
New Filing Section

Letter Number: 211A00014799

# ARTICLES OF INCORPORATION

## ARTICLES OF INCORPORATION

The undersigned citizens of the United States, desiring to form a not for profit corporation under the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, certify and acknowledge the following:

### ARTICLE I NAME

The name of the corporation shall be:

TOP Outreach Center, Inc.  
(A Florida Not for Profit Corporation)

### ARTICLE II PRINCIPAL OFF

Principal street address

710 Enterprise Avenue  
New Smyrna Beach, FL 32168

Mailing address, if different is:

Same as Principal Offices

### ARTICLE III PURPOSE

The purpose for which the corporation is organized is: To operate exclusively for charitable, religious, educational and/or scientific purposes, including but not limited to improvement of the condition of the poor, the underprivileged, and the victims of discrimination and alienation. Specifically, TOP Outreach Center, Inc. will provide job skills training and other community-based activities and services on a regular basis in its community. It is enhancing its offerings to the community to provide programs and services within the Westside community of New Smyrna Beach, Florida along with other strategies that promote the education and advancement of residents as well as improve conditions in the community.

No part of the net earnings of this organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purposes clause hereof.

No substantial part of the activities of the organization shall be the carrying on of propaganda or otherwise attempting to influence legislation. The organization shall not

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participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public offices.

Notwithstanding any other provision of this document, the organization shall not carry on any other purposes not permitted to be carried on (A) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (B) by an organization, contributions to which are deductible under section 170(c)(2) or the Internal Revenue Code, or corresponding section or any future federal tax code.

Upon the dissolution of the organization, 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 of a state or local government for a public purpose. Any such assets not so disposed shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal offices of the organization is then located, exclusively for such purposes or to such organizations, which are organized and operated exclusively for such purposes, as said Court shall determine.

To accomplish these purposes, the Board shall have the authority to exercise all the powers conferred upon corporations formed under the Florida state law in order to accomplish its charitable and educational purposes, including but not limited to the power to accept donations of money or property, whether real or personal, or any interest therein, wherever situated; provided that only such powers be exercised as are permitted to be exercised by a nonprofit corporation which qualifies as a corporation described in Section 501 (c)(3) of the Internal Revenue Code as amended; nor shall it engage directly or indirectly in any activity which would cause the loss of such qualification.

**ARTICLE IV      MANNER OF ELECTION**  
**The manner in which the directors are elected and appointed:**

The founders appoint the Board of Directors members. The President shall be elected annually by the Board, such election to be conducted at its regular annual meeting. The other officers shall be appointed annually by the President, subject to the approval of the Board.

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

Title P  
DAVIS, KELVIN E  
2703 ROYAL PALM DRIVE  
EDGEWATER FL 32141

Title VP  
CARTER, BERNARD  
2704 UMBRELLA TREE DRIVE  
EDGEWATER FL 32141

Title T  
DEVAUX, SYLVIA  
524 MARY AVENUE  
NEW SMYRNA BEACH FL 32168

Title S  
DAVIS, TANGLIA  
112 BAY STREET  
NEW SMYRNA BEACH FL 32168

Title T  
BRYANT, JARECK  
503 ROSE COURT  
NEW SMYRNA BEACH FL 32168

#### **ARTICLE VI REGISTERED AGENT**

**The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:**

Kelvin Davis  
2703 Royal Palm Drive  
Edgewater, FL 32141 US

#### **Article VII CONFLICT OF INTEREST**

##### **Article 1: Purpose:**

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

##### **Article 2: Definition:**

###### **Interested Persons**

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

### **Article 3: Procedures**

#### **Duty to Disclose:**

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

#### **Determining whether a conflict of interest exists**

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

#### **Procedures For Addressing Conflict Of Interest**

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

#### **Violations of Conflict of Interest Policy**

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### **Article 4: Records of Procedures**

**The minutes of the governing board and all committees with board delegated powers shall contain:**

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### **Article 5: Compensation**

a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

#### **Article 6: Annual Statement**

**Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:**

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

#### **Article 7: Periodic Reviews**

**To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:**

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

#### **Article 8: Use of Outside Experts**

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

**ARTICLE VIII INCORPORATOR**  
**The name and address of the Incorporator is:**

Kelvin Davis  
2703 Royal Palm Drive  
Edgewater, FL 32141 US

Having been named as registered agent 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.

**Required Signature of Registered Agent**



06/25/11

Date

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.



**Required Signature of Incorporator**

06/25/11

Date

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