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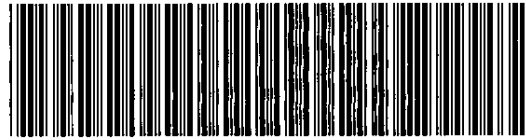
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 JUL - 1 PM 2:00

am 7/5/11

COVER LETTER

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

SUBJECT: Hepzibah House, Incorporated

(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: Mary Rebecca Dymond
Name (Printed or typed)

8531 Sun Up Trail
Address

Boynton Beach, FL 33436
City, State & Zip

561.386.0031
Daytime Telephone number

admin@hepzibahhouse.org
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

ARTICLE OF INCORPORATION
OF
HEPZIBAH HOUSE, INC.

Know all men by these presents, that the directors of Hepzibah House, a faith-based organization dedicated to helping victims of human trafficking rebuild their lives, and desirous of becoming incorporated under the laws of the State of Florida, do hereby initiate these articles of incorporation according to the provisions of the Florida non-profit corporation act.

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Article 1
NAME

§1.01 The name of the corporation shall be Hepzibah House, Inc.

Article 2
Purposes and Activities

§2.01 The purposes for which the corporation is organized are strictly within the bounds of state and federal requirements for non-profit corporations. Hepzibah House, Inc., shall function exclusively for charitable, religious, and educational purposes within the meaning of the Florida Non-Profit Corporation Act and §501(C)(3) of the Internal Revenue Code of 1986, as amended, or any superseding statutes thereto.

§2.02 Pursuant to the purposes described in §2.01 above Hepzibah House, Inc., shall conduct any and all activities deemed necessary and proper by the Board of Directors consistent with the laws of the United States of America and the State of Florida. Said activities shall include, but not be limited to:

1. Operating a residential treatment facility for working with victims of human trafficking with the goal of reintegrating them into society, with restored dignity and destiny.
2. Providing therapeutic intervention, addressing physical, mental, emotional and spiritual brokenness.
3. Educating and raising awareness in the community on human trafficking.
4. Training and organizing volunteers willing to participate in working with survivors.
5. Preparing survivors for independent living.
6. Transitioning survivors to independent living.

Article 3 Duration

- §3.01 The duration of the Corporation shall be perpetual, unless sooner dissolved in accordance with the Laws of the State of Florida pertaining to the dissolution of nonprofit corporations.
- §3.02 In the event of the dissolution of this corporation, assets of the corporation shall be distributed to a corporation organized exclusively for the charitable, religious or educational purposes similar to the purposes of this corporation enumerated in §2.01 of these Articles of Incorporation and recognized as an exempt organization under §501(C)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE 4 Powers and Responsibilities

- § 4.01 This Corporation shall reserve the right to exercise all powers accorded nonprofit corporations by state as stated in §617.0302 of the Florida Not For Profit Corporation Act, to the extent such power enables acts that are consistent with §501(c)(3) of the Internal Revenue Code.
- §4.02 No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, 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 in Article 2 of these Articles of Incorporation. Any salaries, together with fringe benefits or other forms of compensation (housing, transportation, and other allowances) paid to or provided employees, directors, or officers, will not exceed a value which is reasonable and commensurate with the duties and working hours associated with such employment and with the compensation ordinarily paid persons with similar positions and duties.
- §4.03 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 or in opposition to any candidate for public office.
- §4.04 Notwithstanding any other provision of the Articles of Incorporation 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 corresponding section of any future federal tax codes, or (b) by a corporation, contributions to which are deductible under § 170(c)(2) of the Internal Revenue Code or corresponding section of any future federal tax code.

§4.05 Revenues from the sales of materials, goods, properties, and services, if any, shall be used only for the advancement of the exempt purposes of the Corporation herein set out, and those hereafter established by the Board of Directors, and shall not inure to the benefit of any person or persons associated with the Ministry. Absolutely no part of the net earnings of the Corporation shall inure to the benefit of any member or private individual, and no member, director, or officer of the Corporation shall receive any pecuniary benefit from the Corporation, except such reasonable compensation as may be allowed for services actually rendered to the Corporation.

ARTICLE 5

Members

§5.01 This corporation shall have no members. All business of the corporation shall be conducted by the Board of Directors.

ARTICLE 6

Directors

§6.01 This corporation shall be governed by a Board of Directors, lead by the Executive committee, made up of the President and Chief Executive Officer. The Board of Directors will consist of not less than five or not more than fourteen persons, a majority of which shall be unrelated by blood or marriage who shall have demonstrated expertise and experience in matters of management, therapeutic experience, or finance. Members of the Board of Directors shall subscribe to the Statement of Faith of Hepzibah House, Inc., included in Article 1 of the Bylaws of Hepzibah House, Inc.

§6.02 The Directors shall be appointed by the Executive Committee pursuant to the Bylaws of Hepzibah House, Inc. Directors initially shall serve a probationary term of one year. Upon successful completion of the probationary term, a Director may be appointed by the President and the Chief Executive Officer to serve successive terms of two years. Directors shall be eligible to succeed themselves in consecutive terms provided they remain in active service and continue to meet the qualifications enumerated in § 6.01 of these Articles of Incorporation. The terms of the Directors shall be established in classes so that their terms expire in different years.

§6.03 John H. & Mary Rebecca Dymond, founders of Hepzibah House, and President and Chief Executive Officer shall be permanent members of the Board of Directors.

§6.04 The directors shall be managers of the corporation and its assets, both real and personal, and shall fulfill functions and duties ascribed to them by all applicable laws. In addition, they shall advise the President in matters of the operation of the ministry. Directors shall in no way be held personally liable for the actions of the corporation, and shall be entitled to indemnification according to the provisions of the Florida Non-Profit Corporation Act.

§6.05 Directors may be removed from the Board by action of the Executive Committee for engaging in activities unbecoming of a Christian believer or other reasons in keeping with the purposes and Bylaws of Hepzibah House, Inc. , or by the Director's death or resignation.

§6.06 The Board of Directors shall meet at least once annually in a location specified by the President, who shall, in the case of regular meetings, give written, oral or electronic notice of the time and location of the meeting to all Directors at least 39 days before the meeting. The location of said meetings may be any location within or outside the State of Florida. The corporation shall reserve the right to reimburse all Directors for all reasonable travel expenses incurred in attending the meetings, and shall so stipulate the decision for said reimbursements in a resolution passed at the meeting being considered for reimbursement. Said reimbursements shall be subject to the organization's official reimbursement plan in force at the time of the transaction. A simple majority shall constitute a quorum sufficient to conduct business.

6. The primary regular meeting shall be held in the month of September, October or November of each year, at which time the President shall report on the activities of Hepzibah House during the previous year, and shall relate his plans and goals for the coming year. The Board of Directors shall establish rates of compensation for all compensated employees.
7. Special meetings may be called as needed by the President, Chief Executive Officer and/or a minimum of two of the Directors. Oral, written, or electronic notice of the meeting, the time, and place shall be presented to each director at least three days before a special meeting of the Directors.
8. Emergency meetings may be called as needed by the President, Chief Executive Officer and/or a majority of the Directors. Oral notice of the meeting, the time and place shall be presented to each director in personal at least three hours before an emergency meeting of the Directors.

§6.07 The work of the Board of Directors shall be lead by two officers:

- A. The President and Chief Executive Officer, who shall preside over the Board of Directors and conduct the business of the corporation.
- B. The Secretary-Treasurer, who shall be charged with keeping and presenting the official minutes of the transactions of the Board, and presenting appropriate financial data to the Board. The Secretary shall be named by a majority of the Board of Directors upon the nomination of the President.

§6.08 The number of initial Directors shall be five (5), and are listed herewith, with their addresses, as follows:

Mary Rebecca Dymond, 8531 Sun Up Trail, Boynton Beach, Florida 33436

John Horton Dymond, Sr., 8531 Sun Up Trail, Boynton Beach, Florida 33436

Dr. Lisa Vitale Stubbs, 593 SW Romora Bay, Port St Lucie, FL 34986

Dr. John Abuso, 3033 Casa Rio Court, Palm Beach Gardens, FL 33418

Christopher Johnson, 505 36th St, West Palm Beach, FL 33407

ARTICLE 7

Incorporator, Registered Agent and Registered Office

The Incorporator of the Corporation is:

Mary Rebecca Dymond, 8531 Sun Up Trail, Boynton Beach, Florida 33436

The Registered Agent, and the location and address of the Registered and Principle Office within the State of Florida at which she is located is:

Mary Rebecca Dymond, 8531 Sun Up Trail, Boynton Beach, Florida 33436

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

Mary Rebecca Dymond July 5, 2001



Required Signature of Registered Agent

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.

Mary Rebecca Dymond July 5, 2001



Required Signature of Incorporator

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