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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12 JAN 13 PM 4: 20

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1/17/12

COVER LETTER
ARTICLES OF INCORPORATION
FOR
NOT FOR PROFIT CORPORATION

Department Of State
Division Of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

SUBJECT: Overcoming Adversity, Inc.

Enclosed is an original and one (1) copy of the Articles Of Incorporation and a check for:

\$71.00 as follows:

- \$35.00 Filing Fee
- \$35.00 Designation of Registered Agent
- \$1.00 for every page over eight or for 1 extra page
- \$71.00 Total enclosed

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12 JAN 13 PM 4: 20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOR: Overcoming Adversity, Inc.
(Name)

110 East Granada Boulevard, Suite 215
(Address)

Ormond Beach, Florida 32176
(City, State & Zip)

1-386-405-4995
(Daytime Telephone Number)

(E-Mail Address: to be used for future annual report notification)

WE HAVE ENCLOSED THE ORIGINAL AND ONE COPY OF THE ARTICLES OF INCORPORATION.

NOTE: Sent via Federal Express to:
Department Of State
Divisions Of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301
(850)-245-6052

EFFECTIVE DATE 01/09/12

**ARTICLES OF INCORPORATION
OF
Overcoming Adversity, Inc.**

A Florida Non-Profit Corporation

Article of Incorporation of the undersigned, all whom are being of all legal age and citizens of the United States, and acting as incorporators and desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law and in compliance with Chapter 617 of Florida State Law do hereby certify:

**ARTICLE I
NAME OF CORPORATION**

The name of the Corporation shall be:

Overcoming Adversity, Inc.

(hereinafter called the Corporation)

**ARTICLE II
PRINCIPAL OFFICE AND
MAILING ADDRESS OF CORPORATION**

The principal place of business of the Corporation is:

110 East Granada Boulevard
Suite 215
Ormond Beach, Florida 32176

The principal mailing address of the Corporation is

110 East Granada Boulevard
Suite 215
Ormond Beach, Florida 32176

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TALLAHASSEE, FLORIDA

**ARTICLE III
PRINCIPAL OFFICE AND MAILING
ADDRESS OF REGISTERED AGENT**

The name of the initial registered agent and the street address of the initial registered office in the State of Florida where process may be served upon the corporation is Ronnie Lewis and The Corporation's current address.

The principal place of business of the Corporation is:

110 East Granada Boulevard
Suite 215
Ormond Beach, Florida 32176

The principal mailing address of the Corporation is

110 East Granada Boulevard
Suite 215
Ormond Beach, Florida 32176

The Corporation may, from time to time, in the manner provided by law, change the resident agent and the registered office within the State of Florida. The corporation may also maintain an office or offices for the conduct of its business, either within or without the State of Florida.

ARTICLE IV PURPOSE

The Corporation is organized as a Christian Church under the teachings of Jesus Christ.

The Corporation is organized exclusively for charitable, scientific, religious and educational purposes within the meaning of § 501(c)(3) of the Internal Revenue Code, as may be amended, its regulations, or the corresponding provisions of any applicable future United States Internal Revenue law or regulations (hereafter collectively referred to as the "Code") and such purposes shall, include, but not be limited to, the following

The Corporation is also organized under the meaning of Section 508(c)(1)(A) of the Internal Revenue Code, as may be amended, its regulations, or the corresponding provisions of any applicable future United States Internal Revenue law or regulations.

The Corporation shall promote, encourage, foster and engage in the dissemination of religious and moral teaching and instructions for the support of public and worldwide worship in accordance with the teachings of Jesus Christ as found in the Bible through all legitimate means, by serving as a local congregation in an association of Churches.

The corporation (hereinafter sometimes referred to as "The Church"), is to serve as a local congregation of the members and guests of the Church. Generally stated, the purpose of The Church shall be to promote the Christian faiths, to educate people locally and globally in such faith, to conduct such faith worship, to care for and meet the needs of people within and outside the congregation, and to extend the message and mission of the church across the world.

The Church believes all religions are good and similar, and that all individuals and groups of people be allowed to practice their beliefs among others freely and openly.

The Church shall promote, encourage, foster and engage in the dissemination of all religious and moral teaching and instruction for the support of public and worldwide worship in accordance with the teaching of God as found in the Christian Bibles, for worldwide peace and the end of hatred between the various religions to realize that we are one people believing in the same thing, through all legitimate means, by serving as a local congregation in an Association of Churches comprised of local church congregations belonging to the worldwide Movement know as the

Overcoming Adversity, Inc.

ARTICLE V POWERS

The powers of the Corporation shall be provided in the bylaws of the Corporation in accordance with Chapter 617, Florida Statutes with the following limitations within the meaning of §501(c)(3) of the Internal Revenue Code, as may amended:

- a. To provide intentional, holistic programs that seek to meet the spiritual, physical, social, emotional, and educational needs of our urban neighborhood by establishing services, programs, education, training, recreational activities and other benevolent undertakings.
- b. To act as Trustee, to administer trusts, to receive and administer funds for religious, charitable, and

educational purposes, and to that end to take title to and hold, by contract, bequest, devise, gift, purchase or lease, either absolutely or in trust, any property, real, personal and mixed, without limitations as to amounts or value, except as to such limitations, if any, as may be imposed by law;

- c. To receive, administer and participate in charitable remainder trusts, unitrusts and other like trusts, to the extent this Corporation is lawfully permitted to do so: to sell, convey and dispose of any such property and to invest and reinvest the principal and income thereof, and to deal with and expend the principal and income of this Corporation for any of the aforementioned objects and purposes, without limitation, except as to such limitations, if any, as may be contained in the instrument under which such property is received or other limitations imposed bylaw;
- d. To receive deposits from local persons, churches and other organizations as may be permitted or authorized by applicable law; to pay interest on such deposits;
- e. To receive any property, real, personal or mixed in trust, under the terms of any will, trust or other instrument for the foregoing purposes or any of them, and in administering same to carry out the directions and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal, as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporations or corporation, domestic or foreign, only for the foregoing powers, or any of them;
- f. To acquire, receive and accept, by way of grant, gift, devise, bequest, purchase, lease or otherwise, money and real and personal property of every kind, nature and description, without limitation as to amount or value, including securities (which term, for all purposes hereof, includes without limiting the generality thereof, shares of stock, bonds debentures, notes, mortgages or other obligations, and any certificates, receipt or other instruments, representing any rights or interest therein or with respect thereto), created or issued by any person, firm, association, corporation or government or subdivision thereof; to exercise as owner or holder of any such property any and all rights, powers and privileges in respect thereof, to hold, administer, sell, convey, dispose of, invest and reinvest such property and the income and proceeds thereof; to use, apply or disburse any of its property or the income or the proceeds thereof, exclusively for or toward any one or more of its purposes as enumerated in this Article IV;
- g. To solicit the donation or investment of funds from boards, agencies, institutions, or individuals; to receive, hold, invest, reinvest, and administer such funds and other property which may be given, transferred, conveyed or entrusted to it in an investment fund or mortgage pool; to issue receipts to such donors and holders of participation certificates, notes or debentures for their gifts, or as the case may be, their interest in or their loans to such investment fund or mortgage pool; and to the extent determined by the Board of Directors, to invest in stocks, bonds, or other securities, without being limited to so-called legal investments for fiduciaries; to collect the interest or income therefore; to pay to investors such interest upon their investments as may be determined by the certificates of participation, notes or debentures or contracts with the Corporation; to purchase, sell, exchange or otherwise dispose of, pledge, mortgage, or hypothecate, all kinds of securities, and to exercise any and all of said powers, either on its own account, or as agent or trustee for other persons, firms, corporations, or other organizations;
- h. To exercise any, all and every power under which a non-profit corporation organized under the provisions of the Florida Not-For-Profit Corporation Act, as from time to time may be amended, for religious, charitable or educational purposes, can be authorized to exercise

FURTHER:

- 1. 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 interests. However, the Corporation shall be authorized and empowered to pay a reasonable flat salary for services rendered by its employees and to make payments and other distributions in furtherance of the purposes set forth in Article IV.

2. Only an insubstantial amount of the activities of the Corporation shall be in furtherance of a purpose not set forth in Article IV.
3. Only an insubstantial amount of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, within the meaning of §501(c)(3) of the Internal Revenue Code, as may be amended, unless the Corporation elects the provisions of § 501(h) of the Internal Revenue Code, as may amended.
- 4 In no event shall the Corporation have the power to participate in, or intervene in, including the publishing or distributing of statements, any political campaign on behalf of, or in opposition to, any candidate for public office, all within the meaning of § 501(c)(3) of the Internal Revenue Code, as may be amended.
5. In the event the Corporation chooses to litigate, using its own staff attorneys on behalf of its members or other clients, the Corporation shall comply with the guidelines provided within Revenue Procedure 92-59, 1992-2 C.B. 411-12, as may be amended, superseded or modified. The bylaws of the Corporation shall adopt these provisions accordingly.
6. In the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt of organizations described in Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future 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 the Circuit Court of the county 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.

In particular, but without limitation of the generality of the foregoing paragraph, during such time as the Corporation may be considered a private foundation as defined in Section 509(a) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws) it shall not:

- (i) fail to distribute its income for each taxable 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 of 1986 (or corresponding provisions of any subsequent Revenue Laws);
- (ii) 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 Revenue Laws);
- (iii) retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws);
- (iv) make any investment in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws); or
- (v) make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws).

(vi) absolutely refrain from participating in the political campaigns of candidates for local, state, or federal office.

(vii) not further non-exempt purposes more than insubstantially.

(viii) not operate for the primary purpose of conducting a trade or business that is not related to it exempt purposes.

(ix) not engage in activities that are illegal or violate fundamental public policy.

ARTICLE VI NONDISCRIMINATORY POLICY

This corporation, including all of its assistance programs and sponsored activities admits participants of any race, color and national or ethnic origin, to all the rights, privileges, programs and activities generally accorded or made available to other participants in any of its educational or sponsored programs. It does not discriminate on the basis of race, color, national or ethnic origin in administration of its educational policies, admissions policies, scholarships and loan programs, athletic and other educational or sponsored programs.

ARTICLE VII TERM OF EXISTENCE

The date when corporate existence shall commence shall be the date of January 09, 2012 or the date of filing these Articles of Incorporation in the office of the Secretary of State of the State Of Florida and the Corporation shall have perpetual existence thereafter.

ARTICLE VIII ELECTION OF CORPORATE DIRECTORS

The directors of the Corporation shall be elected in accordance with methods and qualifications specified in the bylaws of the Corporation. In no event, shall the number of directors be fewer than three.

ARTICLE IX MEETINGS

- 1.) After incorporation, the appropriate members of the Corporation shall hold an organizational meeting in accordance with Chapter 617, Florida Statutes, as amended.
- 2.) The board of directors of the Corporation may participate in a regular or special meeting by, or conduct the meeting through, the use of any means of communication which allows all directors participating to simultaneously hear one another. A director participating in such a meeting is deemed present at the meeting. In the alternative, the board of directors may take actions through signed e-mail communications provided all board members agree.

ARTICLE X INCORPORATOR

The name and address of the incorporator of these Articles Of Incorporation is as follows:

Ronnie Lewis

Mailing Address:

Physical Address:

110 East Granada Boulevard
Suite 215
Ormond Beach, Florida 32176

110 East Granada Boulevard
Suite 215
Ormond Beach, Florida 32176

ARTICLE XI OFFICERS

The officers of the Corporation shall be a President, Secretary, and Treasury and such other officers as may be provided by the Bylaws. Officers shall be elected Annually by the Board of Directors at its annual meeting. The names and address of the persons, who are to serve as officers of the Corporation until the first meeting of the Board Of Directors are:

President
Ronnie Lewis

Mailing Address:

110 East Granada Boulevard
Suite 215
Ormond Beach, Florida 32176

Physical Address:

110 East Granada Boulevard
Suite 215
Ormond Beach, Florida 32176

Treasurer
Lee Fitzgerald

Mailing Address:

110 East Granada Boulevard
Suite 215
Ormond Beach, Florida 32176

Physical Address:

110 East Granada Boulevard
Suite 215
Ormond Beach, Florida 32176

Secretary
Bernard Long

Mailing Address:

110 East Granada Boulevard
Suite 215
Ormond Beach, Florida 32176

Physical Address:

110 East Granada Boulevard
Suite 215
Ormond Beach, Florida 32176

ARTICLE XII MEMBERSHIP

The Corporation shall have members and the members of the Corporation will be required to meet the qualifications set forth in the Corporation's Constitution and Bylaws; provided, however, neither the incorporators nor the members of the Corporation shall have any vested right, interest or privilege of, in or to the assets of the Corporation, or any right, interest or privilege which may be inheritable or which shall continue once his membership ceases in the Corporation

ARTICLE XIII AMENDMENT OF ARTICLES

The Corporation by resolution adopted by a unanimous vote of those entitled to vote attending an annual meeting or a special meeting called for such purpose, reserves the right to amend, alter, change or repeal any provision contained in these Articles in the manner now or hereafter prescribed by law. No amendment, addition, alternation, change or repeal of these Articles shall be made unless it is first approved by the Board of Directors pursuant to a resolution adopted by the affirmative vote of a unanimous approval of the Directors, then in office and thereafter is approved.

ARTICLE X I V
AMENDMENT OF BYLAWS OF THE CORPORATION

The Corporation, by resolution adopted by a unanimous vote of those entitled to vote attending an annual meeting or a special meeting called for such purpose, reserves the right to amend, alter, change or repeal any provision contained in the Bylaws in the manner now or hereafter prescribed by law. No amendment, addition, alternation, change or repeal of these Bylaws shall be made unless it is first approved by the Board of Directors pursuant to a resolution adopted by the affirmative vote of a unanimous approval of the Directors, then in office and thereafter is approved.

ARTICLE X V
SEVERABILITY

Whenever possible, each provision of these Articles will be interpreted in such manner as to be effective and valid under applicable law, but if any provision of these Articles is held to be invalid, illegal or unenforceable in any respect under any applicable law or rule in any jurisdiction, such invalidity, illegality or unenforceability will not affect any other provision or any other jurisdiction, but these Articles will be reformed, constructed and enforced in such jurisdiction as if such invalid, illegal or unenforceable provision had never been contained herein.

ARTICLE X V I
COUNTERPARTS

These Articles may be executed in separate counterparts each of which will be an original and all of which taken together will constitute one and the same Articles

ARTICLE X V I I
TERMINATION

These Articles will terminate upon the earliest to occur of

- (a) the completion of any voluntary or involuntary liquidation or dissolution of the Corporation and
- (b) the completion of a Disposition Event.

ARTICLE X V I I I
GOVERNING LAW

ALL QUESTIONS CONCERNING THE CONSTRUCTION, VALIDITY AND INTERPRETATION OF THESE ARTICLES WILL BE GOVERNED BY THE LAWS OF THE STATE OF FLORIDA, WITHOUT REGARD TO PRINCIPLES OF CONFLICTS OF LAW.

ARTICLE X I X
DESCRIPTIVE HEADINGS

The descriptive headings of this Articles are inserted for convenience only and do not constitute a part of this Articles.

ARTICLE X X
CONSTRUCTION

The language used in These Articles will be deemed to be the language chosen by the parties to express their mutual intent, and no rule of strict construction will be applied against any party.

**ARTICLE XXI
NON-STOCK CORPORATION**

The Corporation is organized on a non stock basis.

**ARTICLE XXII
EFFECTIVE DATE OF CORPORATION**

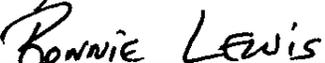
The effective date of this Corporation shall be January 09, 2012, the first day of operations.

I THE UNDERSIGNED, for the purpose of forming a Corporation under the laws of the State of Florida, do make, file and record these Articles of Incorporation, hereby declaring and certifying that this is my act and deed and that the facts herein stated are true and accordingly have hereunto set my hand and acknowledged and filed in the Office of the Department of State, Division of Corporations, State of Florida the foregoing Articles of Incorporation, under Chapter 617 of the laws of the State of Florida.

By:



Ronnie Lewis



NAME:

(Printed Name)



Date

DESIGNATION OF AND ACCEPTANCE BY REGISTERED AGENT

The following is submitted in compliance with the laws of the State of Florida, Chapter 617 of the Florida Statutes.

Overcoming Adversity, Inc., a Florida Non-Profit Corporation, organizing under the laws of the State of Florida has named:

Ronnie Lewis
Mailing Address: 110 East Granada Boulevard
Suite 215
Ormond Beach, Florida 32176
Physical Address: 110 East Granada Boulevard
Suite 215
Ormond Beach, Florida 32176
Telephone Number: 386-405-4995
as its Agent to accept service of process within this State.

ACCEPTANCE:

I, Ronnie Lewis, agree to act as the Registered Agent Of

Overcoming Adversity, Inc.
A Florida Non-Profit Corporation

and

I agree to accept service of process, to keep the office open during prescribed hours, to post my name (and any other officers of said corporation authorized to accept service of process of the above designated address) in some conspicuous place in the office as required by law. I am, familiar with, and accept the obligations of the position of Registered Agent of Overcoming Adversity, Inc., a Florida Non-Profit Corporation.

By:



Ronnie Lewis

RONNIE LEWIS

NAME:

(Printed Name)

1-9-2012

Date

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12 JAN 13 PM 4: 20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA