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14 AUG 19 PM 4:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA

COVER LETTER

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

SUBJECT: Batey Rehab Project Inc.

(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:

Katie Godkin

Name (Printed or typed)

301 East Harwood Street

Address

Orlando, Florida, 32801

City, State & Zip

407-489-9879

Daytime Telephone number

thebateyrehabproject@gmail.com

E-mail address: (to be used for future annual report notification)

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

IN THE CIRCUIT COURT OF THE
NINTH JUDICIAL CIRCUIT, IN AND
FOR ORANGE COUNTY, FLORIDA

CASE NO. 2014 CA-008359-0

Batay Rehab Project Inc & Batay Rehab Project LLC
Petitioner Plaintiff,

Defendant.

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CLERK OF THE COURT
TALLAHASSEE, FLORIDA

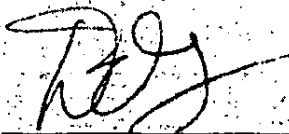
ORDER

Petitioner
THIS CAUSE came before the Court on Plaintiff's Request to Confer
Non-Profit
tax exempt status of both Petitioners as reflected in BRP, LLC's 2013 702th
as well as subsequent transactions, all from January 16 forward, just as if BRP, LLC had
advised in the premises, it is therefore been set up as a Corporation.

ORDERED and ADJUDGED that Petition is hereby Granted and the
two Petitioners are to be considered as one entity, all merged
into BRP, Inc.

DONE AND ORDERED at Orlando, Orange County, Florida this 13th day of

August, 2014.



PRESIDING JUDGE

Honorable Donald E. Grincevicius

Copies to:

MINUTES OF INITIAL DIRECTORS MEETING
OF
BATEY REHAB PROJECT, INC.

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14 AUG 19 PM 4:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE INITIAL MEETING of all the Directors of BATEY REHAB PROJECT, INC. (the "Company"), was held at 307 E. Harwood Street, Orlando, FL 32801 and was called to order by the Founder and Director, Katie May Godkin.

Those present included Katie May Godkin and John Brinson, Marisol Constanza and Jonathan Median were present via phone. Ms. Godkin called the meeting to order and announced the first order of business was to appoint corporate officers.

Upon motion being made and duly seconded, it was unanimously voted that the following individuals were voted to their respective office:

Katie May Godkin was elected President Chairman of the Board of Directors and Resident Agent
Marisol Constanza was elected Vice President
John Brinson was elected Secretary
Jonathan Morales Medina was elected Treasurer

The officers are to each serve one year terms or until the next regularly scheduled annual meeting, whichever occurs first.

A draft of proposed ByLaws for the Company was presented, reviewed and, upon Motion made and duly seconded, those Bylaws were approved by unanimous vote of all those present and on the phone. As set out in those Bylaws, the purpose of the Company is identical to that of the predecessor LLC with the same name and same individuals involved as Members. At all times the Company shall act in accordance with the laws of the State of Florida, specifically Florida Statute §617 governing Corporations Not For Profit.

A brief discussion was had regarding those purposes and, after Motion made and seconded, it was agreed by unanimous vote to petition the Orange County Circuit Court to establish the Company's Not-for-profit status retroactively to the time the Company's predecessor, Batey Rehab Project, LLC was established, January 16, 2013, as set out in Fl. Stat. §617.1806.

The Directors reviewed the Form 990-EZ Federal Tax Return filed for the Batey Rehab Project, LLC and expect the Company to be fully responsible for and ratify said return just as fully as if it were filed by the Company. AFTER THE REQUISITE NOTICE WAS RECEIVED by each Member, a Special Meeting was called on July 11, 2014 to discuss the change in the structure of the LLC and convert to a corporation as the IRS has now determined we must be a corporation to be a Not-for-profit.

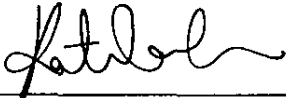
The undersigned Members of BATEY REHAB PROJECT, INC., acting by unanimous written consent and pursuant to the existing Articles of Incorporation, do hereby consent to and adopt the following resolutions as a result of the discussion at this Meeting:

BE IT RESOLVED: that the Company understands and acknowledges that it is in the best interest of the Company and that the Company was formed solely to convert to a Not-for-profit corporation as the successor to Batey Rehab Project, LLC, and has been operating since its inception as a Not-for-profit company, and therefore,

BE IT RESOLVED: that the Company acknowledges and agrees to take all necessary steps to convert to a Not-for-Profit corporation and file the requisite forms with the Florida Division of Corporations office and with the IRS, and

BE IT RESOLVED: that the Company does hereby appoint Katie May Godkin to execute and deliver on behalf of the Company, all documents necessary to effect the change in entity type from an for-profit to a Not-for-Profit corporation in order for the IRS to finally grant it 501(c) (3) tax status.

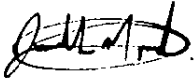
DATED this 15th day of July, 2014.



Katie May Godkin, Pres., Director



Marisol Constanza, VP, Director



Jonathan Morales Medina, Treas., Director



John Brinson, Sect., Director

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TALLAHASSEE FL 90504

Articles of Incorporation of Batey Rehab Project Inc.

EIN 46-1797772

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TALLAHASSEE FLORIDA

ARTICLE I Name

The name of the Corporation shall be: BATEY REHAB PROJECT INC. The Corporation shall be operated as a Not-For-Profit Corporation in accordance with the laws and rules of the State of Florida and the Internal Revenue Service.

ARTICLE II Principal Office

The principal street address is: 307 East Harwood Street, Orlando, Florida, 32801

The principal mailing address is: PO Box 533446, Orlando, Florida, 32853

The principal office of the Batey Rehab Project shall be located within or without the state of Florida, at such place, as the Board of Directors shall from time to time designate. The Batey Rehab Project shall continuously maintain within the state of Florida a registered office at such place as may be designated by the Board of Directors.

ARTICLE III Purpose

The Corporation, Batey Rehab Project Inc. is organized exclusively for charitable and educational purposes, including, for such purposes. These purposes include:

Our purpose is to rebuild and rehabilitate the Batey communities sustainably with new methods of design, implementing and promoting sustainable living. Community development is enabled with educational projects and programs and partnership with the families of the villages in which we work, all within the southern region of the Dominican Republic. In addition, we provide opportunities for college students and industry professionals to participate in short term missions.

ARTICLE IV Manner of Election

The manner in which the directors are elected or appointed is provided in the bylaws of the Corporation.

ARTICLE V Initial Directors and/or Officers

Name: Katie May Godkin

Title: President & Founder

Address: 307 East Harwood Street, Orlando, Florida, 32801, United States

Articles of Incorporation of Batey Rehab Project Inc.

EIN 46-1797772

Name: Marisol Constanza
Title: Vice President
Address: 3516 N. Osceola Ave., Chicago, Illinois, 60634, United States

Name: John Brinson
Title: Secretary
Address: 839 Kenilworth Terrace, Orlando, FL 32803

Name: Jonathan Leonardo Morales Medina
Title: Treasurer
Address: Calle Albert Thomas #413, Santo Domingo, Dominican Republic

ARTICLE VI Limitations

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 the Article III hereof.

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.

Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VII Dissolution

Upon the dissolution, termination, or winding up of the corporation assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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 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.

Articles of Incorporation of Batey Rehab Project Inc.

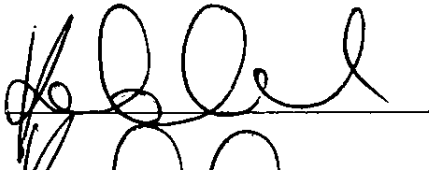
EIN 46-1797772

ARTICLE IX Incorporator

The name and address of the Incorporator is: KATIE MAY GODKIN.

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.

Signature of Registered Agent:



Date: 08/17/14

Signature of Incorporator:



Date: 08/17/14

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TALLAHASSEE FLORIDA

A conflict of interest is defined as an actual or perceived interest by a staff or Board member in an action that results in, or has the appearance of resulting in, personal, organizational, or professional gain. Officers and Board members are obligated to always act in the best interest of the organization. This obligation requires that any officer or member, in the performance of organization duties, seek only the furtherance of the organization mission. At all times, officers and board members are prohibited from using their job title or the organizations name or property, for private profit or benefit.

- A. The officers and members of the organization should neither solicit nor accept gratuities, favors, or anything of monetary value from contractors/vendors. This is not intended to preclude bona-fide organization fund raising activities.
- B. No officer, or member of the organization shall participate in the selection, award, or administration of a purchase of contract with a vendor where, to his knowledge, any of the following has a financial interest in that purchase or contract:
 - 1. The officer or member;
 - 2. Any member of their immediate family;
 - 3. Their partner;
 - 4. An organization in which any of the above is an officer, director or employee;
 - 5. A person or organization with whom any of the above individuals is negotiation or has an arrangement concerning prospective employment.
- C. **Disclosure.** The person or persons concerned shall disclose any possible conflict of interest.
- D. **Board Action.** When a conflict of interest is relevant to a matter requiring action by the Board, the interested person(s) shall call it to the attention of the Board and said person(s) shall not vote on the matter. In addition, the person(s) shall not participate in the final decision or related deliberation regarding the matter under consideration. When there is a doubt as to whether a conflict exists, the matter shall be resolved by vote of the Board of Trustees, excluding the person(s) concerning whose situation the doubt has arisen.
- E. **Record of Conflict.** The official minutes of the Board shall reflect that the conflict of interest was disclosed and the interested person(s) did not participate in the final discussion or vote and did not vote on the matter.

Batey Rehab Project

Katie May Godkin
Name of Authorized Representative

President & Founder
Title of Authorized Representative


Signature

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14 AUG 19 PM 4: 06
SECRETARY OF STATE
TALLAHASSEE FLORIDA

MINUTES OF SPECIAL MEETING OF MEMBERS
OF
BATEY REHAB PROJECT, LLC

AFTER THE REQUISITE NOTICE WAS RECEIVED by each Member, a Special Meeting was called on July 11, 2014 to discuss the change in the structure of the LLC and convert to a corporation as the IRS has now determined we must be a corporation to be a Not-for-profit.

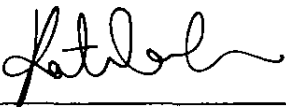
The undersigned Members of BATEY REHAB PROJECT, LLC, acting by unanimous written consent and pursuant to the existing Articles of Organization and the Operating Agreement, do hereby consent to and adopt the following resolutions as a result of the discussion at this Special Meeting:

BE IT RESOLVED: that the Company understands and acknowledges that it is in the best interest of the Company and that the Company has been operating since its inception as a Not-for-profit company, and, in point of fact, has filed its tax return for its first year of business, 2013, as a nonprofit on Form 990-EZ; and therefore,

BE IT RESOLVED: that the Company acknowledges and agrees to take all necessary steps to convert to a for-profit corporation and file the requisite forms with the Florida Division of Corporations office and with the IRS with the sole intent to then convert that new corporation to a not-for-profit with the same address, purpose and function as the Company, and

BE IT RESOLVED: that the Company does hereby appoint Katie May Godkin, as its sole and Managing Member, to execute and deliver on behalf of the Company, all documents necessary to effect the change in entity type from an LLC to a corporation in order for the IRS to finally grant it 501(c).(3). tax status.

DATED this 11th day of July, 2014.



Katie May Godkin, Sole and Managing Member

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