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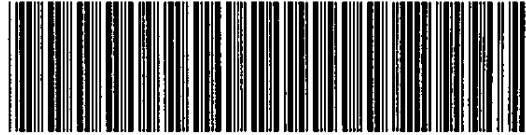
(Business Entity Name)

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15 JUL -6 PM 3.04

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ADMINISTRATIVE  
DIVISION

7/9/15

## COVER LETTER

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

SUBJECT: Pinnacle Counseling Institute, 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: Catherine Ward Gibson  
Name (Printed or typed)

P.O. Box 5029  
Address

Winter Park, FL 32793  
City, State & Zip

407-415-0055  
Daytime Telephone number

cwgibson19@aol.com  
E-mail address: (to be used for future annual report notification)

FILED  
15 JUL -6 PM 3:04  
SECRETARY OF STATE  
TALLAHASSEE, FL 32314

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

**ARTICLES OF INCORPORATION**

FILED

**OF THE  
PINNACLE COUNSELING INSTITUTE, INC.  
A NOT-FOR-PROFIT CORPORATION**

15 JUL -6 PM 3:04

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a corporation, not for profit, Pursuant to Chapter 617, Florida Statutes and under Section 501(C)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be emended do hereby certify:

**ARTICLE I  
NAME OF THE CORPORATION**

The name of the corporation shall be the PINNACLE COUNSELING INSTITUTE, INC. a corporation not-for-profit.

**ARTICLE II  
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF CORPORATION**

**Principal Place of Business:**

Pinnacle Counseling Institute, Inc.  
1964 Howell Branch Road  
Suite 100  
Winter Park, FL 32792

**Mailing Address:**

Pinnacle Counseling Institute, Inc.  
P.O. Box 5029  
Winter Park, FL 32793

**ARTICLE III  
PURPOSE**

The purpose of **PINNACLE COUNSELING INSTITUTE, INC.** is to provide comprehensive education of proven treatment methods psychologically, spiritually and relationally to counselor interns who implement high quality counseling services to ensure, strengthen, and transform individuals and families with a sense of self-worth and equip them to function independently. The Institute provides training and supervision from a variety of experienced and expert clinicians to develop highly skilled counselors who have a Christian orientation and are pursuing licensing. The counselors practice a variety of counseling techniques while providing affordable services to individuals across demographic and economic levels of the community. To address the social and economic needs of the community, the Institute provides counseling services with financial scholarships and reduced fees for individuals of all ages and of economic poverty. Counselors will focus on relational family dysfunctions (such as poor communication, low self-worth, self-harm, eating disorders, neglect and/or abuse) to promote healthy lifestyles and to restore the functionality and relationships of families to transform their lives. Mental disorders (such as depression, anxiety, obsessive compulsive disorder, panic, etc.) are treated in individuals to reduce symptoms, promote healing and enable them to experience successful lives. In addition, the Institute serves families with individuals who are chronically mentally ill in need of support on how to cope and maintain stability. Also, the Institute provides prevention groups in partnership with middle/high schools to address the changing needs of adolescence (teen years) in the community in areas of self-esteem, life transitions, and healthy decision making to address and prevent the breakdown of the family system. The groups assist teens in becoming independent, healthy, and self-sufficient adults. The Institute's services encourage individuals and families to be more productive and make a positive contribution to the community. Upon completion of their training, counselors will become licensed professionals who are equipped to establish counseling centers worldwide and continue helping those in need.

The purpose is to receive and maintain real or personal property or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and principal thereof exclusively for charitable, religious, or educational purposes either directly or by contribu-

tion to organizations that qualify as exempt organizations under Section 501(C)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended. The Corporation will engage for lawful purposes for which a not-for-profit corporation may be formed under Section 501(C)(3) of the Internal Revenue Code, and the amendments thereto.

**ARTICLE IV  
MANNER OF ELECTION OF THE BOARD OF DIRECTORS**

The membership of the BOARD OF DIRECTORS AND OFFICERS of this Corporation shall be citizens of the United States of America and duly appointed. Election and appointment of Officers and Members of the Board of Directors shall be at annual meetings and/or as set forth in the Bylaws.

**ARTICLE V  
INITIAL OFFICERS AND/OR DIRECTORS OF THE CORPORATION**

The affairs of the Corporation shall be with the oversight of the Chairman, President/CEO, Secretary, Treasurer, and the BOARD OF DIRECTORS. The names of the initial Officers to serve until election or appointment under the ARTICLES OF INCORPORATION are:

B. Joan Tiller (Chairman)  
11036 Wurdermanns Way  
Orlando, FL 32825

Catherine Ward Gibson, MA, LMHC, BCC (President/CEO)  
Pinnacle Counseling Institute, Inc.  
P.O. Box 5029  
Winter Park, FL 32793

Christine Barber (Secretary)  
2600 Newfound Harbor Drive  
Merritt Island, FL 32752

Robin Ponce (Treasurer)  
2849 Roxbury Road  
Winter Park, FL 32789

**ARTICLE VI  
REGISTERED AGENT**

The name and address of the individual below is accepting the designation as Registered Agent:

**Registered Agent:**

Brehon E. Roberts  
Certified Public Accountant  
712 Laurel Way  
Casselberry, FL 32707

By Brehon E. Roberts, CPA  
Brehon E. Roberts, Certified Public Accountant

6.30.2015  
Date

FILED  
15 JUL -6 PM 3:04  
CLERK OF DISTRICT COURT  
JUL 6 2015

## **ARTICLE VII INCORPORATOR**

The name and address of the Incorporator is:

### **Incorporator:**

#### **Principal Location of Operation:**

Catherine Ward Gibson, MA, LMHC, BCC  
1964 Howell Branch Road  
Suite 100  
Winter Park, FL 32792

#### **Mailing Address:**

Catherine Ward Gibson, MA, LMHC, BCC  
P.O. Box 5029  
Winter Park, FL 32793

## **ARTICLE VIII BYLAWS**

The BOARD OF DIRECTORS of this Corporation shall provide such BYLAWS for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time consistent with Florida Statutes, Chapter and other law applicable to not-for-profit tax exempt corporations. The BOARD OF DIRECTORS may amend, revise, add to, repeal or rescind the BYLAWS and/or adopt the new BYLAWS at any meeting of the BOARD OF DIRECTORS, provided that written notice of alteration, amendment, revision, addition, repeal or rescission of these BYLAWS or adoption of new BYLAWS shall have been published and given to the members of the BOARD OF DIRECTORS at least thirty (30) days preceding the meeting.

## **ARTICLE IX AMENDMENTS TO ARTICLES OF INCORPORATION**

Amendments to the Articles of Incorporation may be proposed by any member of the BOARD OF DIRECTORS. The BOARD OF DIRECTORS by a two-thirds vote of those present at a meeting having a quorum, may amend, revise, add to, repeal or rescind the ARTICLES OF INCORPORATION and/or adopt the new ARTICLES OF INCORPORATION at any meeting of the BOARD OF DIRECTORS, provided that written notice of alteration, amendment, revision, addition, repeal or rescission of these ARTICLES OF INCORPORATION or adoption of new ARTICLES OF INCORPORATION shall have been published and given to the BOARD OF DIRECTORS at least thirty (30) days preceding the date of the meeting of the BOARD OF DIRECTORS at which such action is to be considered.

## **ARTICLE X DURATION**

This corporation, not-for-profit, shall have perpetual existence commencing on the date of approval of Articles of Incorporation with the Department of State.

## **ARTICLE XI DEFINITIONS**

- A. **INSTITUTE** - Refers to the Pinnacle Counseling Institute, Inc.
- B. **THE BOARD OF DIRECTORS** - Refers to the Board of Directors of the Pinnacle Counseling Institute, Inc.

C. **MEMBER** - Refers to an individual member of the BOARD OF DIRECTORS.

## **ARTICLE XII DISPOSITION OF ASSETS**

Upon the dissolution of the Corporation, the BOARD OF DIRECTORS shall, after paying or making provision for the payment of all the liabilities of the Corporation, the residual assets of the organization shall be distributed to the Northland, A Church Distributed, Longwood, Florida, designated for the Oviedo Counseling Center, Oviedo, Florida, or if rejected by the BOARD OF DIRECTORS of the Northland, A Church Distributed, Longwood, Florida, designated for the Oviedo Counseling Center, Oviedo, Florida, to such organization or organizations organized and operated exclusively for religious, charitable, educational, and/or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(C)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code as the BOARD OF DIRECTORS shall determine. Such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principle 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.

## **ARTICLE XIII PRIVATE ASSETS EXEMPT**

The private assets of the members of the BOARD OF DIRECTORS of this Corporation and the officers and directors of this Corporation shall be forever exempt from corporate debts and obligations of any kind whatsoever.

## **ARTICLE XIV NONPROFIT STATUS**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its BOARD OF DIRECTORS, members, trustees, officers or any other member of the Corporation or any private individual, (except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation affecting one or more of its purposes), and no Trustee or Officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the Corporation assets on dissolution of the Corporation. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization exempt from taxation 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 XV DISTRIBUTION OF INCOME**

The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws, if applicable.

**ARTICLE XVI  
POWERS**

**Section 1.**

To the end that the foregoing purposes and any other related charitable purposes and objects may be carried out, performed and accomplished, and to obtain funds or income for said charitable purposes, this Corporation shall have power to: acquire either by gift, purchase or bequest, and to hold, own, manage, sell, grant, convey, mortgage, pledge or otherwise encumber, lease, improve and dispose of real, personal or mixed property whatsoever situated; to operate said properties, or any part thereof, or any business it may acquire in any location, in the name of the Corporation or in any other manner, and for its benefit and in its benefit and in its behalf, through such persons or agents as it may determine or select from time to time by a majority action of the BOARD OF DIRECTORS, to receive donations, gifts and endowments, and to administer the same, all such real, personal and mixed property to acquire or receive by gift, grant, purchase, bequest or donation shall be used or employed, however, for educational, charitable, social and benevolent purposes and not for pecuniary profit of the BOARD OF DIRECTORS.

**Section 2.**

And in general, to possess and exercise all the rights, privileges, immunities and prerequisites now or hereafter authorized by or under the provisions of the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on the 29 day of June, 2015.

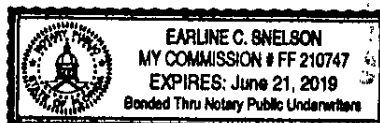
By Catherine Ward Gibson  
Catherine Ward Gibson, President/CEO

**STATE OF FLORIDA  
(COUNTY OF ORANGE)**

Before me, the undersigned authority, personally appeared Catherine Ward Gibson to me well known to be the persons above signed, acknowledged before me according to law and subscribed on this 29<sup>th</sup> day of June, 2015.

Earline C. Snellson  
Notary Public

My Commission Expires: June 21, 2019



FILED  
15 JUL -6 PM 3:04