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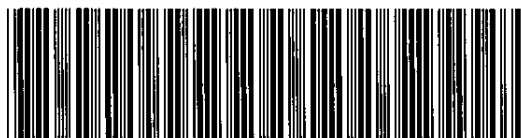
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CAPITAL CONNECTION, INC.

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360 WILLIE HORTON & GREATER

LAKELAND/CENTRAL FLORIDA

COMMUNITY PARTNERSHIP, INC.

Signature _____

Requested by: _____

Name _____

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ARTICLES OF INCORPORATION

OF

360 WILLIE HORTON & GREATER LAKELAND/CENTRAL
FLORIDA COMMUNITY PARTNERSHIP, INC.

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The undersigned hereby forms a corporation not for profit under Chapter 617 of the Florida Statutes, and, for these purposes, does hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be 360 WILLIE HORTON & GREATER LAKELAND/CENTRAL FLORIDA COMMUNITY PARTNERSHIP, INC., a Florida not for profit corporation.

ARTICLE II - PURPOSES

The purposes for which this corporation is organized shall be limited to those which are strictly charitable. The assets of the corporation shall be used exclusively for charitable, religious, educational purposes or for the prevention of cruelty to children, to accomplish the following (herein "Charitable Purposes"):

- (i) to serve as a beacon in communities that develop partnerships and unites churches, senior citizen agencies, school systems and social service organizations that will transform lives;
- (ii) to provide educational field trips;
- (iii) to provide mentorship programs;
- (iv) to develop internship programs for under-served youths;
- (v) to develop youth clinics;
- (vi) to unite communities;
- (vii) to expose children to the core values that are essential to succeed in life;
- (viii) to develop and endorse programs for senior citizens that support social engagement, health and wellness and volunteerism; and

(ix) to help under-served families achieve self-reliance.

In no event shall this corporation engage in any activity which would be contrary to the purposes and activities: (1) permitted to be engaged in by any organization the activities of which are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986; or (2) of a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

The corporation shall not engage, nor shall any of its funds, property, or income be used, in carrying on propaganda or otherwise attempting to influence legislation, nor shall the corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, nor shall the corporation engage in subversive activities.

The corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

No compensation shall be paid to any officer, director, trustee, creator or organizer of the corporation or substantial contributor to it except as a reasonable allowance for services actually rendered to or for the corporation.

The corporation shall not conduct its business or affairs in such a manner as to discriminate against any person on the basis of race, color, religion, sex or age.

The corporation is organized to serve public interests. Accordingly, it shall not be operated for the benefit of private interests.

ARTICLE III - POWERS

The corporation shall have all the powers granted to not for profit corporations under the laws of the State of Florida which are necessary or convenient to effect any and all purposes for which the corporation is organized. Subject to any applicable

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limitations, the corporation shall have the power to receive, accept, use, hold, manage, and dispose of all types of real and personal property given, transferred, devised, or bequeathed to it, in trust or otherwise, for the purposes described above and for any purposes incidental thereto. In no event, however, shall the corporation have or exercise any power which would cause it not to qualify as a tax-exempt organization under Section 501(c)(3) or Section 170 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder; nor shall the corporation engage directly or indirectly in any activity which would cause the loss of such qualification. No part of the assets or the net earnings, current or accumulated, of the corporation shall inure to the benefit of any private individual.

ARTICLE IV - MEMBERS

This Corporation shall have no Members.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence, commencing on the filing of these Articles with the Florida Department of State.

ARTICLE VI - DIRECTORS AND OFFICERS

The affairs of the corporation shall be managed by the Board of Directors consisting of not less than three (3) persons and not more than thirteen (13) persons. The number of directors and the manner of their election shall be set forth in the Bylaws of this corporation.

The officers of the corporation shall consist of a Chief Executive Officer, Chief Operating Officer, President, First Vice-President, Second Vice-President, Third Vice-President, Secretary and Treasurer and such other officers as provided in the Bylaws. Each officer shall serve for a term of one (1) year beginning the 1st day of the month immediately following his election by a majority of the Board of Directors at the annual meeting of the Board of Directors. Officers may be re-elected to serve subsequent terms. In the event of a vacancy on the Board of Directors or in any office for any reason, the Board of Directors

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shall fill such vacancy for the unexpired term.

ARTICLE VII - FIRST BOARD OF DIRECTORS

The number of persons constituting the first Board of Directors shall be four (4) and the names of the persons who are to serve as directors until the first election under these Articles of Incorporation are as follows:

Willie Horton
Gloria Horton
Jacob "Jake" Wood
Mark S. Dehem

The number of directors shall be fixed in the Bylaws of this corporation. Directors shall be elected as provided in the Bylaws of this corporation.

ARTICLE VIII - NAMES OF OFFICERS

The names of the initial officers who are to serve until the first election under the Articles of Incorporation are as follows:

<u>Name</u>	<u>Title</u>
LeRoy Dempsey	Chief Executive Officer
Derrick Woodard, Sr.	Chief Operating Officer
Charlie Taylor	President
James DeLaune	First Vice-President
John Small	Second Vice-President
Ron Myers	Third Vice-President
Daniela Hernandez	Secretary
Steve Powell	Treasurer

ARTICLE IX - BYLAWS

The Bylaws of the corporation shall be adopted, altered, amended and rescinded by a majority vote of the Board of Directors at a meeting of the Directors duly called and held in accordance with the Bylaws.

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ARTICLE X - AMENDMENTS TO THE ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by the Board of Directors, by majority vote, at a meeting of the Directors duly called and held in accordance with the Bylaws.

ARTICLE XI - DISSOLUTION

Upon the liquidation or dissolution of the corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the corporation, shall be distributed for one or more exempt purposes to, and only to, (i) any one or more organizations having purposes similar to the Charitable Purposes of the corporation and qualified as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as hereafter amended, or (ii) the federal government or to a state or local government for public purposes. Any such assets not so disposed of shall be dispersed by the Circuit Court of the county in which the principal office of the corporation is located, exclusively for the purposes described herein, to such organization or organizations as said Court shall determine. No part of the assets or the net earnings, current or accumulated, of the corporation shall inure to the benefit of a private individual.

ARTICLE XII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be:

3635 Duff Road
Lakeland, FL 33810

The name of the initial registered agent of this corporation shall be:

LeRoy Dempsey

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ARTICLE XIII - CORPORATION'S PRINCIPAL OFFICE
AND/OR MAILING ADDRESS

The principal office and mailing address of this corporation shall be:

3635 Duff Road
Lakeland, Florida 33810

ARTICLE XIV - INCORPORATOR

The following is the name and street address of the incorporator signing these Articles:

Willie Horton
5655 Woodland Pass
Bloomfield Hills, Michigan 48301

Gloria Horton
5655 Woodland Pass
Bloomfield Hills, Michigan 48301

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IN WITNESS WHEREOF, we, have set our hand and seal, this 9th day of Sept, 2015.

Willie Horton
WILLIE HORTON-Incorporator

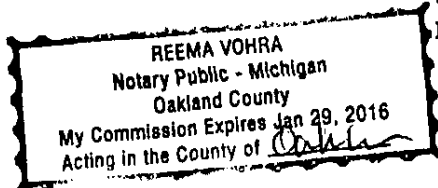
Gloria Horton
GLORIA HORTON-Incorporator

STATE OF MICHIGAN
COUNTY OF Oakland

The foregoing Articles of Incorporation were acknowledged before me this 9th day of Sept, 2015, by WILLIE HORTON and GLORIA HORTON, who are personally known to me or who have produced M. America as identification.

Reema Vohra
Notary Public

My Commission Expires:



6 Reema Vohra

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

The undersigned, LEROY DEMPSEY, having been named as Registered Agent and to accept service of process for the above stated corporation, at the place designated in the foregoing Articles of Incorporation, hereby accepts this appointment as such Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties. The undersigned further certifies that the undersigned is familiar with and accepts the obligations of such position as Registered Agent.

Signature: _____

LEROY DEMPSEY

Date: _____

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