

N/1500000 8937

DEAN Smith

(Requestor's Name)

2025 W. Central Ave.

(Address)

Orlando, FL 32805

(Address)

(City/State/Zip/Phone #)

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☒ WAIT

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Greater Orlando Social Health Center

(Business Entity Name)

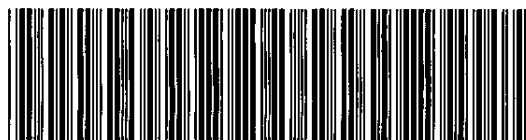
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TALLAHASSEE, FLORIDA

SEP 18 2015

S. GILBERT

ARTICLES OF INCORPORATION
For
GREATER ORLANDO SOCIAL HEALTH CENTER, INC.

*A Not For Profit Corporation organized pursuant to the Florida
Not For Profit Corporation Act, Chapter 617, Florida Statutes*

The undersigned person acting as incorporator, desiring to form a not for profit corporation in accordance with the provisions of the "Florida Not for Profit Corporation Act", Chapter 617 of the Florida Statutes, and the attendant laws of the state of Florida, hereby certify, acknowledge, and adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the Corporation shall be: Greater Orlando Social Health Center, Inc. (hereinafter referred to as "the Corporation"),

ARTICLE II - DURATION

The period of duration the corporate existence of the Corporation shall be perpetual until dissolution

ARTICLE III - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal office for the transaction of the business of the Corporation is located in Orange, County Florida. The principal place of business of this Corporation in the state of Florida is at the street address:

2025 W. Central Avenue
Orlando, Florida 32805

The mailing address of the Corporation in the state of Florida is the same as the principal address:

2025 W. Central Avenue
Orlando, Florida 32805

The Corporation's principal executive office shall be fixed and located at such place as the Board of Directors shall determine, The Board of Directors is granted full power and authority to change said principal office from one location to another, and may, from time to time, designate such other addresses and venues for the principal office and place of business for the Corporation as it deems appropriate.

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ARTICLE IV -PURPOSE

The Corporation is organized to engage in any lawful act or activity for which a corporation may be organized pursuant to the provisions of the Florida Not For Profit Corporation Act, Chapter 617 of the Florida Statutes, or corresponding provisions of any future Act and all other Acts, and the attendant laws of the state of Florida.

For such purposes, and not otherwise, the Corporation is organized exclusively for charitable purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. To this end, the Corporation is organized and at all times shall be operated exclusively for charitable, religious, literary, artistic, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

More specifically, the general nature of the business and the objects and purposes to be transacted and carried on by the Corporation is to provide local citizens equal opportunity access to vital goods and services and empower citizens for the benefits of health and individual purpose.

In furtherance and not in limitation of the objects and purposes hereinbefore stated, it is expressly provided that the Corporation shall have the power and authority to perform all acts, and to exercise all powers that are necessary or proper to accomplish its purposes. Without limiting the foregoing, the charitable program goals and customary activities of the Corporation are to:

- (a) Assist in the education of community health;
- (b) Cooperate with appropriate individuals, organizations, and authorities at the local, state and federal levels on projects and activities that will promote and sustain its services/programs;
- (c) Develop policy, and culturally-competent service delivery options that effectively address social and health disparities and other epidemics that disproportionately impact the Central Florida area.
- (d) Link individuals and families to supportive services and educational activities; support the development of projects that improve the partnerships of systems created to assist Central Florida residents with health or social disparity.

- (e) Facilitate services and programs that establish a culturally competent understanding of social awareness, health awareness and increases education surrounding types of disparity for specific populations within the Central Florida area.
- (f) Assist families and individuals by providing community resource guides, disseminate information and educational materials and deliver direct services.
- (g) Undertake any other appropriate activities in the furtherance of such charitable purposes; and,
- (h) Enter into appropriate collaborative arrangements with others to fulfill such charitable purposes.

Consistent with the general charitable purposes stated, all funds, whether public or private shall be irrevocably devoted to say charitable purposes.

Nothing in this Articles shall be construed to authorize the Corporation to carry on any activity' for the profit of its officers, directors or other persons or to distribute any gains, profits or dividends to any of its officers, directors or other persons as such.

ARTICLE V -ADMINISTRATION

The provisions for administration, operation, and organization shall be set forth in the bylaws of the Corporation,

ARTICLE VI - MEMBERS

The Corporation shall have regular members.

ARTICLE VII - MANNER OF ELECTION OF DIRECTORS

The manner and procedure by which directors are elected or appointed shall be in the manner consistent in the organizational bylaws of the Corporation, provided there shall not be less than five (5) directors in number. The directors of the Corporation and their terms and time of election shall be determined in the manner specified in the bylaws and may be amended in the manner provided therein. When possible, the Board of Directors shall be selected in a fashion to create diversity on the Board of Directors.

ARTICLE VIII – INITIAL DIRECTORS AND OFFICERS

The number of directors shall be a number fixed by the organizational bylaws of the Corporation. All affairs shall be managed consistently with the bylaws under the direction of the Board of

Directors, to be elected by those entitled to vote at such election, in the manner and for terms provided by the bylaws of the Corporation. The President shall have executive supervision over the operational activities of the Corporation within the scope provided by the bylaws and shall preside at all meetings. The number of Directors constituting the initial Board of Directors of the Corporation is five (5) members of the initial Board of Directors shall serve until the first Annual Meeting, at which their successors may be duly elected and qualified as provided in the bylaws of the Corporation. The names and addresses of the persons who are to serve as the initial members of the Board of Directors are as follows:

Name and Title	Address
Dean Wilson, President	4323 Prince Hall Blvd. Orl., FL 32811
Curtis Hunter, Vice-President	3892 Rose of Sharon Way Orl., FL 32808
Sandra Crudup, Secretary/Treasurer	5065 Foxcroft Court Orl., FL 32808
Robert Evans, Director	8631 Knottingham Way Kissimmee, FL 34747
Andre Woodruff, Director	5029 Mill Stream Rd. Orl., FL 34761

ARTICLE IX - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida Street address of the initial Registered Agent is:

Dean Wilson, Registered Agent
4323 Prince Hall Blvd.
Orlando, Florida 32811

ARTICLE X - INCORPORATOR

The name and address of the Incorporator:

Dean Wilson, Registered Agent
4323 Prince Hall Blvd.
Orlando, Florida 32811

ARTICLE XI - GENERAL STANDARDS FOR DIRECTORS

Except as otherwise required by the general provisions of the Florida Not For Profit Corporation Act, as it exists on the date hereof or as hereafter amended. The Corporation shall be governed by a self-perpetuating Board of Directors under the laws of the state. The management and business affairs of the Corporation shall be at all times vested in and under the direction of a Board of Directors, whose operations in governing the Corporation shall be defined by statute and by the bylaws of the Corporation. No director shall have any right, title, or interest in or to any property of the Corporation.

The members of the Board of Directors shall discharge their duties as directors, in good faith with the care an ordinary prudent person in a like position would exercise under similar circumstances, and in a manner reasonably believed to be in the best interest of the

Corporation. In discharging their duties, directors are entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data.

The Board of Directors may delegate the management of the activities of the Corporation to any person or persons, management company or committee however composed, provided that the activities and affairs of the Corporation be managed with reasonable efficiency, and all corporate powers shall be exercised under the ultimate direction of the Board.

ARTICLE XII - WHISTLEBLOWER PROTECTION POLICY -GENERAL STANDARDS AND RESPONSIBILITIES

The Corporation has the responsibility for the stewardship of its resources and the public and private support that enables it to pursue its mission. Therefore, the Corporation shall require officers, directors, volunteers, and employees to observe high standards of business personal ethics in the conduct of their duties and responsibilities. Employees and representatives of the Corporation must practice honesty and integrity in fulfilling their responsibilities and shall comply with all applicable laws and regulations.

Each officer, director, volunteer, and employee of the Corporation has an obligation to report in accordance with the Whistleblower Policy (a) suspected violations of state or federal laws including, but not limited to, criminal, fraudulent, or unethical behavior such as discrimination or harassment, embezzlement, falsification of contracts/reports/records, sabotage or vandalism, theft, unsafe working conditions, and violence or threats, (b) questionable or improper accounting, internal control or auditing matters, and (c) violations and suspected violations of ethical conduct.

No officer, director, volunteer, or employee, who, in good faith, reports a concern shall be subject to harassment, retaliation, or adverse employment consequences as a result of making the report.

Moreover, an officer, director, volunteer, or employee who retaliates against someone who has reported a concern in good faith is subject to discipline up to and including removal from the Board of Directors, termination of employment, or dismissal from the volunteer position.

The Corporation shall investigate any alleged improper activities and shall discipline any individual found to have engaged in such conduct, up to and including the severing of all ties to the Corporation. The Corporation reserves the right to refer such conduct for civil and criminal prosecution.

ARTICLE XIII-FEDERAL TAX EXEMPTION POLICY RESTRICTIONS

The Corporation shall operate as a publicly supported charitable organization with a broad charter to support charitable, religious, educational, and scientific activities.

The Corporation shall have all the rights and powers and customary and proper for tax-exempt not for profit Corporations, including the powers specifically enumerated in and by the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, in effect on the date of incorporation, or as expanded by amendment thereafter by the Florida State Legislature, which powers are incorporated herein by reference.

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on 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 by a Corporation to which contributions are deductible under sections 170(b)(1)(A) and 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The Corporation shall not engage in any activity which would jeopardize the federal income tax exemption pursuant to section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. To insure that all funds are utilized in accordance with the federal and state laws, the Corporation shall not:

- (a) Engage in providing "excess benefits" to any person or persons, as defined in the Internal Revenue Code, or the corresponding section of any future federal tax code, which would give rise to any liability for tax imposed by Revenue Code, or the corresponding section of any future federal tax code;
- (b) Engage in any act of "self-dealing" as defined in section 4941(d), of the Internal Revenue Code, or the corresponding section of any future federal tax code, which would give rise to any liability for tax imposed by section 4941(a) of the Internal Revenue Code, or the corresponding section of any future federal tax code;
- (c) Retain any "excess business holdings", as defined in section 4943(c), of the Internal Revenue Code, or the corresponding section of any future federal tax code, which would give rise to any violations for tax imposed by section 4943(a) of the Internal Revenue Code, or the corresponding section of any future federal tax code;
- (d) Make any investment which would jeopardize the carrying out of any of

its exempt purposes, within the meaning of section 4944, of the Internal Revenue Code, or the corresponding section of any future federal tax code; so as to give rise to any liability for tax imposed by section 4944(a) of the Internal Revenue Code, or the corresponding section of any future federal tax code; or

- (e) Make any "expensive expenditures", as defined in section 4945(d), of the Internal Revenue Code, or the corresponding section of any future federal tax code, which would give rise to any liability for tax imposed by section 4945(a) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE XIV - LIMITATIONS

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 any candidate for public office. Moreover, 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 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. Notwithstanding any other provision of these articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

ARTICLE XV-UNRELATED TRADE AND BUSINESS TRADE

The Corporation shall not substantially engage in income producing activities unrelated to its tax-exempt purposes, or be operated for the primary purpose of carrying on an unrelated trade or business as defined in section 513 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE XVI -PRIVATE INUREMENT

All corporate property is irrevocably dedicated to the charitable purposes set forth in Article IV hereof. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustee, 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 IV hereof. No director, trustee, or officer of the Corporation, or private individual, shall be entitled

to share in the distribution of any of the corporate **assets upon dissolution of the Corporation.**

ARTICLE XVII-DEBT OBLIGATIONS AND PERSONAL LIABILITY

No member, officer, director, trustee, employee, or volunteer of this Corporation shall be personally liable for the debts or obligations of this Corporation of any nature whatsoever, nor shall any of the property of the members, officers, directors, trustees, employees, or volunteer be subject to the payment of the debts or obligations of this Corporation. Consistent with the state law governing not for profit corporations the private property of the members, officers, directors, trustees, employees, and volunteers of the Corporation shall be exempt from all debts, obligations, and liabilities of the Corporation of any kind whatsoever and members, officers, directors, trustees, employees and other volunteers of this Corporation shall not be personally liable in that capacity, for a claim based upon an act or omission of the person performed in the discharge of the person's duties, except for a breach of the duty of loyalty to the Corporation, for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, or for a transaction from which the person derives an improper private increment or personal gain.

ARTICLE XVII 1 -DISSOLUTION

The Corporation may be dissolved in accordance with the provisions of the Florida Not for Profit Corporation Act, Chapter 617 of the Florida Statutes, or corresponding provisions of any future Act and all other Acts, and the attendant laws of the state of Florida.

Upon dissolution of the Corporation, the directors must, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute any assets of the Corporation to one or more organizations recognized as one organized exclusively for charitable purposes similar to those outlined in the Articles of Incorporation or a similar corporation willing to accept the assets.

Any such assets not so disposed of shall be disposed of shall be distributed for one or more of 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.

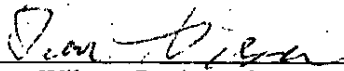
ARTICLE XIX- AMENDMENTS

The Board of Directors shall occasionally review the Corporation's Articles of Incorporation, Bylaws, Corporate policies, and mission statement, and amend them as needed to reflect organizational growth and development. This **Articles** of Incorporation, bylaws and all other organizational documents shall be amended by a three-fourths vote of the active members of the Board of Directors present and voting at a designated meeting, provided that said amendment shall not conflict with the civil and criminal law of the land.


ARTICLE XX - CORPORATE EXISTENCE

The corporate existence of this Corporation shall formally begin on the date the Certificate of Corporation is issued by the Secretary of State of the State of Florida and shall continue perpetually thereafter unless dissolved as provided by law.

Having been named as Registered Agent and Incorporator to accept services of process for the above named Corporation at the place designated in this certificate, I am familiar with and accept the appointment as Registered Agent and Incorporator and I agree to act in this capacity



Dean Wilson, Registered Agent & Incorporator



Date