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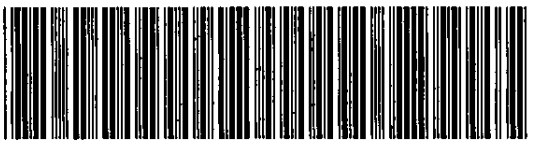

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TALLAHASSEE, FLORIDA

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COVER LETTER

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

SUBJECT: Without Limits Outreach, 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: Jay Fleisher, Esq.
Name (Printed or typed)

11380 Prosperity Farms Rd., Ste. 204
Address

Palm Beach Gardens, FL 33410
City, State & Zip

561-627-7004
Daytime Telephone number

gregory1186@icloud.com
E-mail address: (to be used for future annual report notification)

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

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Articles of Incorporation
of
WITHOUT LIMITS OUTREACH, INC.

Article I: Name

The name of the corporation Not for Profit shall be WITHOUT LIMITS OUTREACH, INC. (hereinafter referred to as the "Corporation").

Article II: Duration

The Corporation shall have perpetual existence.

Article III: Purposes and Powers

3.1 A. Nonprofit Corporation. The Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock.

B. Purposes. The Corporation is organized and shall be operated exclusively for charitable, religious, educational, scientific, testing for public safety, fostering national or international amateur sports competition, and preventing cruelty to children or animals, including, but not limited to, for such purposes the making of distributions to organizations that qualify under section 501(c)(3) of the Internal Revenue Code (the "Code") or the corresponding section of any future federal tax code.

C. To carry on such other activities that are in furtherance of and in support of the foregoing purposes as are lawful and proper for corporations formed under the Florida Not for Profit Corporation Act and Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code

3.2 Subject only to such limitations as now or hereafter are prescribed by law or in the Corporation's Articles of Incorporation, the powers of the Corporation shall be as provided in the bylaws of the Corporation in accordance with Chapter 617, Florida Statutes. The Corporation shall have all powers which now or hereafter are conferred by law upon a corporation organized for the purposes previously stated in this Article III or are necessary or incidental to the powers so conferred.

Article IV: Limitations

4.1 No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, 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 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 of incorporation, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from the federal income tax under section 501(c)(3) of the 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 Code.

4.2 Upon the dissolution of the corporation, its assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the 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 V: Members

5.1 The Corporation shall have no members.

Article VI: Directors

6.1 The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but shall never be less than three (3).

6.2 The directors of the Corporation shall be elected in accordance with the methods and qualifications specified in the bylaws of the Corporation. The initial Board of Directors shall consist of: Gregory Blake Kirshy Sr., Reily Anne Elliott and Vicky L Kirshy, all of 8040 Crystal Brook Circle, Brooksville, FL 34601-5662.

6.3 The powers, duties, qualifications, terms of office, manner of election, and time and criteria for removal of directors shall be as set forth in the Bylaws of the Corporation.

6.4 Directors of this Corporation, and any Officers elected by the Directors of this Corporation, shall serve in their capacity as such without compensation except for reimbursement for actual expenses. Notwithstanding the foregoing, if an individual elected as a board member or officer is also a salaried employee of the Corporation, the individual may receive reasonable compensation as a salaried employee (and not as a director) in accordance with procedures adopted by the Board and in accordance the Florida Not for Profit Corporation Act and the Code, or the corresponding section of any future federal tax code, which procedures shall be administered by an independent Compensation Committee appointed by the Board in accordance with procedures set out in the Bylaws.

Article VII: Director Liability Limitations

7.1 If the Florida Not For Profit Corporations Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors or officers, then the liability of directors and officers of this Corporation shall be eliminated or limited to the full

extent permitted by the Florida Not for Profit Corporation Act, as so amended, without need for further amendment of these Articles of Incorporation or any other action by the Board of Directors. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification for or with respect to an act or omission of such director occurring prior to such repeal or modification.

Article VIII: Indemnification and Insurance

8.1 Right to Indemnification. The Corporation shall have the power and authority to provide indemnification in accordance with the law and the bylaws of the Corporation.

8.2 Insurance. The Corporation may maintain insurance at its expense in accordance with the bylaws of the Corporation.

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Article IX: Bylaws

The Board of Directors shall adopt the Bylaws of the Corporation. The authority to make, alter, amend or repeal the Bylaws of the Corporation is vested in the Board of Directors.

Article X: Incorporator

The name and address of the incorporator of the Corporation is as follows: Gregory Blake Kirshy Sr., 8040 Crystal Brook Circle, Brooksville, FL 34601-5662.

Article XI: Registered Office and Agent

The address of the initial registered office of the Corporation shall be 8040 Crystal Brook Circle, Brooksville, FL 34601-5662. The name of the initial registered agent of the Corporation at such address shall be Gregory Blake Kirshy Sr.

Acceptance of Appointment

Gregory Blake Kirshy Sr. hereby accepts the appointment of Registered Agent in the State of Florida for WITHOUT LIMITS OUTREACH, INC. (the "Corporation"). I understand that as agent for the Corporation, it will be my responsibility to receive service of process in the name of the Corporation; to forward all mail to the Corporation; and to immediately notify the Office of the Secretary of State in the event of my resignation, or of any changes in the registered office of the Corporation for which I am agent. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Gregory Blake Kirshy Sr.
Registered Agent

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Article XII: Initial Principal Place of Business of Corporation

The address of the initial principal place of business of the Corporation shall be 8040 Crystal Brook Circle, Brooksville, FL 34601-5662.

Article XIII: Amendments

These Articles of Incorporation may be amended at any regular meeting of the Board of Directors or any special meeting of the Board of Directors called for that purpose, in either case upon receiving the vote of a majority of the directors then in office.

Date: February 26th, 2016.

Gregory Blake Kirshy Sr., Incorporator