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Division of Corporations
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**FLORIDA PROFIT/NON PROFIT CORPORATION
PROJECT HUMANITY, INC**

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4/26/2016 1:06:07 PM From: To: 8506176381(2/10)

COVER LETTER

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

PROJECT HUMANITY, INC

SUBJECT: _____
(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: Richard Madison

Name (Printed or typed)

184 Rod Hawk Rd

Address

Gilmer, TX 75645

City, State & Zip

305-713-4898

Daytime Telephone number

rich@projecthumanity.com

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

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

4/26/2016 1:06:07 PM From: To: 8506176381(3/10)

ARTICLES OF INCORPORATION

In compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I NAME

PROJECT HUMANITY, INC.

The name of the corporation shall be:

ARTICLE II PRINCIPAL OFFICE

Principal ~~street~~ address:
184 Red Hawk Rd

Gilmer, TX 75645

Mailing address, if different is:
Project Humanity

PO Box 5814

Key West, FL 33045-5814

ARTICLE III PURPOSE

Non-governmental organization (NGO) with a mission to promote

The purpose for which the corporation is organized is:

international volunteerism and women's empowerment in Kenya and Zambia with a focus on prenatal care, literacy, and

micro finance.

ARTICLE IV MANNER OF ELECTION

The manner in which the directors are elected and appointed:

Board vote

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

Name and Title: Darren Tipton, CEO

Address: 1014 Varela St Unit 1

Key West, FL 33040

Name and Title: Richard Madison, COO

Address: 1129 20th NW, 9th Floor

Washington DC 20036

Name and Title: Stanley Cowan, Treasurer

Address: 1309 Gallatin St NW

Washington DC 20011

Name and Title: Catherine (Katie) Evans, Secretary

Address: 2031 Long Rapids Rd

Alpena, MI 49707

Name and Title: Jeffrey R. Schilling, Board Member

Address: 6317 NW 23rd St

Bethany, OK 73008

Name and Title: Scott Danielson, Board Member

Address: 408 Old Larkspur Way

Chapel Hill, NC 27516

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Name and Title:	Courtney Bingham, Board Member	Name and Title:	Debbie Kinsley, Board Member
Address	1629 Kansas Ave	Address:	871 East Dr
	San Angelo, TX 76904		Bordentown, NJ 08505
Name and Title:		Name and Title:	
Address		Address:	

ARTICLE VI REGISTERED AGENT

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Name: C T Corporation System
Address: 1200 South Pine Island Road
Plantation, Florida 33324

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Name: Richard Madison
Address: 184 Red Hawk Rd
Gilmer, TX 75645

ARTICLE VIII EFFECTIVE DATE:

Effective date, if other than the date of filing: _____ (OPTIONAL)
(If an effective date is listed, the date must be specific and cannot be more than five business days prior or 90 business days after the filing.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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

By:

C T Corporation System

Nicole Chaurinond

4/20/2016

Required Signature of Registered Agent

Date

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Richard Madison
Required Signature of Incorporator

4/20/16
Date

**BY-LAWS OF PROJECT HUMANITY
A NONPROFIT CORPORATION
September 13, 2013**

ARTICLE 1 ORGANIZATION AND PURPOSE

Project Humanity, Inc., a nonprofit, has been organized for the purposes of promoting and performing humanitarian work in the U.S. and overseas by identifying and partnering with local communities to complete micro-projects that results in sustainable change that benefit individuals and the communities where the organization works.

Project Humanity may therefor seek, apply for, and receive donations, grants, loans, and other funding from individuals, organizations, corporations, government agencies, and others to support and conduct, in any manner, any lawful activities in furtherance of these of its mission.

Notwithstanding any other provision of these By-laws, the Corporation shall not carry on any other activities not permitted to be carried on by: (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law); (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law); or (c) a corporation under applicable State of Texas nonprofit laws.

ARTICLE 2 MEMBERSHIP

The Corporation shall have no members.

ARTICLE 3 DIRECTORS

3.1 General Powers

The management and control of the affairs of the Corporation shall be vested in its Board of Directors. A majority of the Directors shall not be employees of the Corporation, nor otherwise be compensated for their duties except for out-of-pocket expenses as determined by the Board.

3.2 Number and Qualifications

The Board shall consist of not less than five (5) and no more than nine (9) Directors, the specific number to be set by resolution of the Board. Directors must be at least eighteen (18) years of age. Directors shall be sought who experience or a working interests in humanitarian service and skills in such areas as non-profit management, finance, nursing and health care, business development, human resource management, and/or possess a specific skill necessary to chair a committee of the Corporation that contributes to the advancement of the Corporation's mission. The Corporation is committed to a policy of fair representation on the Board of Directors, which does not discriminate on the race, physical handicap, gender, ancestry, religion, or sexual orientation.

3.3 Election and Term of Office

Directors shall be elected to two-year terms. The term of office for newly elected Directors shall commence at the succeeding Board meeting. Each Director shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first. Directors may be elected to a subsequent two-year term.

ARTICLE 4 OFFICERS

4.1 Number and Qualifications

The officers shall be President, Vice-President, Secretary, Treasurer, and other such Officers as may be determined by the Board. The same person, except the offices of President and Secretary, may hold two or more offices.

4.2 Elections and Term of Office

The Board at the annual meeting shall elect Officer each year. Each Officer shall hold office until he or she resigns or is removed or is otherwise disqualified to service, or until his or her successor shall be elected and qualified, whichever occurs first.

4.3 President

The President shall be the principle executive of the Corporation responsible for carrying out the directions and resolutions of the Board. He/she shall preside at all meetings of the board and Executive Committee. Upon resolution of the Board, an otherwise, he/she may sign with the Secretary, Treasurer, or any other proper Officer authorized by the Board contracts, or other instruments (including acceptances of donations, conveyances, or contributions), except in cases where the signing and executing thereof is expressly delegated by these By-laws to some other Officer or agent of the Corporation, or is required by law to be otherwise signed and executed. The President shall in general perform all duties incident to the office of President and such other duties as may be assigned by the Board from time to time.

4.4 Vice-President

In the absence of the President, or in the event of his/her inability or refusal to act, the Vice-President shall perform the duties of the President and when so acting shall have all the powers, and be subject to, the restrictions placed on the President. The Vice-President shall in general perform all duties incident to the office of Vice-President and such other duties as may be assigned by the President or the Board from time to time.

4.5 Secretary

The secretary shall: (a) keep the minutes of the meeting of the Board; (b) see that all notices are duly given in accordance with the provisions of these By-laws or as required by law; and (c) in general

perform all duties incident to the office of Secretary and such other duties as may be assigned by the President or the Board from time to time.

4.6 Treasurer

The Treasurer shall: (a) have custody of and be responsible for all funds and securities of the Corporation; (b) receive contributions to the Corporation and receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation into such banks, credit unions, trust companies, or depositories as selected by the Board in accordance with the provisions of these By-laws; and (c) in general perform all duties incident to the office of Treasurer and such other duties as may be assigned by the President or the Board from time to time.

ARTICLE 5 COMMITTEES

5.1 Executive Committee

The Executive Committee shall consist of all Officers of the Corporation. The Committee shall have the power to act on behalf of the Corporation subject to final ratification of its acts by the Board. Any Officer may call a meeting of the Executive Committee.

5.2 Other Committees

The Board may establish and empower such standing Finance Committees and ad hoc committees, as it deems necessary, and may solicit and approve participation by members of the Corporation's staff or the general public. A Director shall chair every committee. Committee chairs shall perform all duties incident to their office as determined by the President or the Board. The Board, prior to enactment, must approve committee decisions.

ARTICLE 6 PROCEDURE

6.1 Meetings

The annual meeting of the Board shall be held at a time mutually agreed upon by members of the Board and is to occur not less than ten (10) months or greater than fourteen (14) months from the previous annual meeting. Regular meetings of the Board shall be at least quarterly and may be more frequent on a date and time established by the Board. Special meetings of the Board may be called by or at the request of the President, any two Directors, or a majority of paid staff of the Corporation. No business shall be transacted as a special meeting except that mentioned in the notice. Meetings may be held in person and/or by telephone or other electronic means.

6.2 Notice

Unless otherwise stated by these By-laws, notice of meeting shall be given to the appropriate Directors and committee members not less than three (3) calendar days prior to the date of the meeting, by or at the direction of the President, Secretary, or committee chair calling the meeting. Notice for all meetings

concerning the removal of a Director or Officer, amendments to these By-Laws, or dissolution of the Corporation, shall be given to the appropriate Directors or committee members not less than five (5) business days prior to the date of the meeting, by or at the direction of the President, Secretary, or committee chair calling the meeting. Any notice required under the provisions of these By-laws or as otherwise required by law, shall be given in person, by mail, or by electronic mail.

6.3 Quorum

A majority of members shall constitute a quorum for the purposes of conducting business by any meeting of the Board or any committee designated and approved by the Board. A quorum once attained shall continue until adjournment despite the voluntary withdrawal of enough members to leave less than quorum.

6.4 Procedure

All meetings shall be conducted according to a standard parliamentary procedure. The Board shall seek to make decisions through consensus. If consensus cannot be reached in a reasonable period of time, the President may table the decision until the next meeting or ask that a decision be made by the affirmative vote of not less than seventy-five percent (75%) of those present and eligible to vote. Each board or committee member shall be entitled to one vote. Members not present may vote by written proxy submitted before or at the meeting. Unless otherwise provided by these By-laws, the act of those present in person or by proxy at a meeting at which a quorum has been attained shall be the act of the body so meeting. Executive sessions may exclude anyone not designated in the motion for executive session.

6.5 Resignation

Any Director, Officer, or committee members may resign at any time by delivering written notice to the President, Secretary, or appropriate committee chair or by giving oral or written notice at any meeting. Such resignations shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof.

6.6. Removal

The Board may remove any Director, Officer, or committee member if they have knowingly violated the rules and policies of the Corporation or carried out activities without Board authorization that have legal or financial consequences for the Corporation. Such termination may take place at any Board meeting. If removal of a Director is proposed, all Directors shall be notified of the meeting and the cause for the proposed termination.

6.7 Vacancies

A vacancy on the Board or any committee, or in any office, may be filled by approval of the Board for the duration of the unexpired term. If the number of Board of Directors in office is less than the minimum

required by these By-laws, a vacancy may be filled by a member of the staff member of the Corporation or by approval of a majority of the Directors then in office or by a sole remaining Director.

ARTICLE 7 ADMINISTRATION

7.1 Fiscal Years

The fiscal year shall run from October 1 through September 30 or such other period as determined by the Board.

7.2. Books and Records

The Corporation shall keep correct and complete books and record of accounts, minutes of the meetings of the Board and Committees having any authority of the Board. To ensure accessibility, books and record may be maintained in electronic format in a central repository, with proper back-up processes established.

7.3 Contracts

The Board may authorize any Officer or agent of the Corporation to enter into any contract or to execute and delivery any instruments on behalf of the Corporation.

7.4. Loans

No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless so determined by the Board. No loan shall be made to any Director.

7.5. Checks and Draft

All checks, drafts, or other orders for the payment of money or other evidence of indebtedness issued on behalf of the Corporation shall be signed by such Officer or agent of the Corporation in such a manner as determined by the board.

7.6 Deposits

All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as determined by the Board.

ARTICLE 8 MISCELLANEOUS

8.1 Offices

The principle office of the Corporation shall be located in the State of Texas. The Corporation, the Board, or its committees may also have also have offices and/or conduct business and activities in any location as necessary to fulfill the mission of the Corporation.

8.2 Indemnification

The Corporation may indemnify to the fullest extent permitted by law any person who was or is a party to or who is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that the person is or was a director, officer, employee, or agent of the Corporation against expenses (including attorney's fees), judgments, fines, penalties, damages, and any amounts paid in settlement actually or reasonably incurred by him/her in connection with the action, suit, or proceeding. In addition, the Corporation may pay for or reimburse the reasonable expenses of a Director, Officer, employee, or agent of the Corporation who is party to a proceeding to the extent and under circumstances permitted by Texas law.

8.3 Amendment

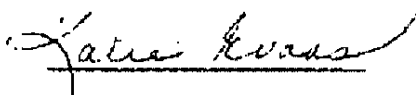
These By-laws may be amended by a two-thirds vote of the Directors at any meeting of the Board provide all Directors have been notified of this purpose, and that as amended, the By-laws shall not contain any provision that permits the Corporation to carry out any activities not permitted by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future federal tax code, or by a corporation incorporated under Texas nonprofit laws.

8.4 Dissolution

The Corporation may voluntarily dissolve and cease to operate upon the affirmative vote of not less than seventy-five percent (75%) of the Directors any meeting of the Board, provided all Directors have been notified of this purpose. Upon dissolution, any net assets of the Corporation shall be distributed in accordance with the provisions of the Articles of Incorporation.

ADOPTION OF BY-LAWS

Project Humanity Board of Directors on Oct 23/2015 adopted the forgoing By-laws.


Secretary