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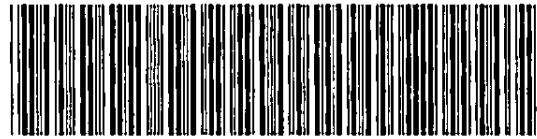
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K. Brumbley

**ARTICLES OF INCORPORATION
OF
Golden Star International Hillsborough Institute for Change, Inc.
(A CORPORATION NOT FOR PROFIT)**

We, the undersigned natural persons of age twenty-one (21) years or more, acting as incorporators of corporations not for profit, adopt the following Articles of Incorporation for such Corporation pursuant to Chapter 617 of Title 34 of the Statutes of the State of Florida.

FIRST: The name of the corporation is Golden Star International Hillsborough Institute for Change, Inc.

SECOND: The term of the Corporation shall be perpetual.

THIRD: The address of the Corporation's initial **Registered and Principal Office** is:
5700 Memorial Hwy., Ste. 202K
Tampa, FL 33615

And the name of its initial **registered agent**: Wynie Anderson

Mailing address is: 5700 Memorial Hwy., Ste. 202K
Tampa, FL 33615

FOURTH: The purpose for which the corporation is organized is exclusively for Educational, Charitable, Religious and Scientific purposes under 501 © 3 of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of this organization, assets distributed for one or more exempt purposes within the meaning of section 501 © 3 the Internal Revenue Code, or 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.

A. To promote economic development in the area of Senior Services and Humanitarian Aid in the State of Florida some of which neighborhoods are in Enterprise zones. ("Enterprise Zones").

- a. To provide educational instruction and materials and technical assistance located in the State of Florida, and in particular Enterprise Zones.
- b. To research the conditions that inhabits economic development and employment in undeveloped neighborhoods.
- c. To access non-profit corporations operating primarily in areas of commercial and industrial economic development to further their goals.
- d. To provide educational opportunities (and through that education, employment opportunities) to economically disadvantaged business

persons, also acting as a clearinghouse of information pertaining to the availability of employment opportunities and business opportunities to business owners.

- e. To assist the governments of the State of Florida in studying and solving local problems pertaining to opportunities, and by so doing combat community deterioration and provide relief of the poor, distressed and underprivileged.
 - f. To participate, as far as circumstances may permit in any Charitable and Educational activity designed and carried on to promote the educational and employment opportunities of persons in the State of Florida who are poor, distressed or underprivileged.
 - g. To develop scholarships for individuals going into the field of Senior Services and Humanitarian Aid, etc.
 - h. To perform notary services on documents that require such service on all contracts in which any person, firm, corporation or association may lawfully engage.
 - i. To carry on any other lawful business whatsoever in connection with the foregoing or which calculated directly or indirectly to promote the interest of the corporation or to enhance the value of the properties of the Corporation.
 - j. The foregoing enumeration of specific powers shall not be deemed to limit or restrict in any manner the general powers of the corporation, and the enjoyment and exercise thereof, as conferred by the law of the State of Florida provisions of the law.
- B. In furtherance, but not in limitation of the forgoing purposes, the corporation shall have the power and authority to:
- a. To receive assistance, money (s grants or otherwise), real or personal property and any donation approve and meeting IRA guide lines.
 - b. Other form of contributions, gifts bequest or devise from any person, firm or corporation, to be utilized in the furtherance of the objects and purposes of the Corporation.
 - c. To enter into agreements or contracts for contributions to the corporation for its objects and purposes, provide however, that gifts shall be subject to acceptance by the board of directors.
 - d. To establish an office and employ such assistance and clerical force as may be necessary and proper in the judgment of the board of directors, and pay reasonable compensation for the service of such persons.
 - e. To distribute, in the proper form and method and by the means determined by the board of directors of this Corporation, any and all forms of contributions received by it in carrying out the programs of the Corporation in the furtherance of its stated purposes. Money and real or personal property contributed to the Corporation in the furtherance of these object and purposes are and shall continue to be impressed with a trust for such purposes.

- f. To invest and reinvest surplus funds in such securities and properties as the board of directors may form, from time to time determine.
- g. To purchase, acquire, own, hold, guarantee, sell, assign, transfer, mortgage, pledge, loan or otherwise dispose of and deal in any bonds, securities, evidence of indebtedness or other personal property, as well as to purchase, acquire, own, hold, sell, transfer, mortgage or otherwise dispose of and deal in real estate; and, as the owner of any such real or personal property, to exercise all the rights, powers and privileges of ownership.
- h. To contract and be contracted with other for-profit and non-profit companies.
- i. To adopt and use a corporation seal containing the words "corporation not for profit", if desired and deemed necessary, but this shall be compulsory unless required by law.
- j. To do all acts and things requisite, necessary, proper and desirable to carry out and further the objects for which this Corporation is formed; and in general, to have all the rights, privileges and immunities, and enjoy all the benefits of the laws of the State of Florida applicable to Corporations of this character, including but not limited to the powers described in Section 617.0302 of the Florida Statutes.
- k. All of the above and foregoing are to be construed both as objects and powers, and it is expressly provided that the specific objects and powers enumerated herein shall not be held to limit or restrict in any manner the general powers of the Corporation.
- l. Each and all of the objects, purposes and powers of the Corporation, however, shall be exercised, construed and limited in their application to accomplish the purposes for which this Corporation is formed.
- m. The Corporation shall not carry on propaganda or otherwise attempt in any way to influence legislation or participate or intervene (including the publishing or distribution of statement), any political campaign on behalf of candidate for public office.
- n. Notwithstanding any provision of these Articles of Incorporation to contrary, the Corporation: (a) shall not, 1) carry on any activities not permitted to be carried on (1) BY A CORPORATION EXEMPT FROM Federal Income Tax under Section 501 (c)3, or (ii) by a corporation, contributions to which are deductible under Section 170 (c) (2), (2) engage in any act of self-dealing (as defined in Section 4941 (c), (4) make any investments in such manner as subject the Corporation to tax under Section 4944, or (5) make any taxable expenditures (as defined in Section 4945 (d); and (b) shall distribute its income for each taxable year at such time and in such manner as to subject the Corporation to tax Section 4942.

C. Citizens Assistance Program

- 1) Benefit education programs
- 2) Mortgage education programs
- 3) Debt Management programs
- 4) Educational programs

- 2) Mortgage education programs
- 3) Debt Management programs
- 4) Educational programs
- 5) Health Care Assessment
- 6) Vocational Assessment and Training
- 7) Job Service, referrals and placement
- 8) Life Skills
- 9) Housing Assistance upon completing programs

Additional Purposes of This Corporation

The general nature of the business and the object and purpose of the business proposed to be transacted and carried on are to do any and all of the things herein noted, as fully and the same extent as natural person might or could do, to wit:

- I. To engage in the business of hiring and training employees to work and gain occupational knowledge and to be certified in various areas that this corporation will be performing.
- II. To enter into and perform any and all contracts in which any person, firm, corporation or association may lawfully engage in the area of Marketing Goods and Services.
- III. To enter into and perform any and all contracts in which any person, firm, corporation or association may lawfully engage in the area of Economic Development and Training.
- IV. To enter into and perform any and all contracts in which any person, firm, corporation or association may lawfully engage in the area of Retail Sales and Services.
- V. To enter into and perform any and all contracts in which any person, firm, corporation or association may lawfully engage in the area of Business Ventures.
- VI. To enter into and perform any and all contracts in which any person, firm, corporation or association may lawfully engage in the area of Ceramic Creation and Design.
- VII. To enter into and perform any and all contracts in which any person, firm, corporation or association may lawfully engage in the area of Fashion Design and Creations.
- VIII. To enter into and perform any and all contracts in which any person, firm, corporation or association may lawfully engage in the area of Home & Office Interior Design and Creations.
- IX. To enter into and perform any and all contracts in which any person, firm, corporation or association may lawfully engage in the area of Auto Repair Services.

- 5) Health Care Assessment
- 6) Vocational Assessment and Training
- 7) Job Service, referrals and placement
- 8) Life Skills
- 9) Housing Assistance upon completing programs

D. Veterans and Disable Veterans Assistance programs

- 1) Benefit education programs

- X. To carry on any other lawful business whatsoever in connection with the foregoing or which calculated directly or indirectly to promote the interest of the corporation or to enhance the value of the properties of the Corporation.
- XI. To do each and everything necessary, suitable or proper for the accomplishment of any of the purposes of attainment of any one or more of the object herein or which shall at any time appear conducive to or expedient for the protection and benefit of this Corporation.
- XII. The foregoing enumeration of specific powers shall not be deemed to limit or restrict in any manner the general powers of the corporation, and the enjoyment and exercise thereof, as conferred by the laws of the State of Florida provisions of the law.

FIFTH: The Corporation can have members

SIXTH: All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of the Board of Directors. The conditions of elections to the Board of Directors and the number of directors (which number shall not be less than 3).

SEVENTH: The regulation of internal affairs of the Corporation shall insure to the benefit of 501 © 3, the distribution of assets on dissolution shall be provided for in the bylaws and shall include that:

- (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 authorized and empowered to pay compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.
- (2) Upon dissolution of the Corporation or winding up of its affairs, the assets of the Corporation shall be applied and distributed as follows:
 - a) All liabilities and obligations of the Corporation shall be paid, satisfied and Discharged or adequate provision shall be made therefore;
 - b) Assets held by the Corporation upon condition requiring, return, transfer or conveyance, which condition occurs by reason of the dissolution or winding up, shall be returned, transferred or conveyed in accordance with such requirements.
 - c) All remaining assets not disposed of under either of the preceding paragraphs (a) or (b) shall be transferred or conveyed to one or more Charitable, Education, religious or scientific organizations (I), which are described in Sections 509 (a) (1), (2) or (3), and (ii) to which deductible contributions can be made under Sections 170 (c) (2), 2522 (a) (2), as the Board of Directors shall select or any non-profit appointed by the board.

All statutory reference herein is to the Internal Revenue Code of 1986 (or the Corresponding provisions of any future United States Internal Revenue Law).

- EIGHTH:** The Corporation shall not be authorized to issue capital stock.
- NINTH:** The fiscal year of the Corporation shall begin January 1 and ends December 31 each calendar year.
- TENTH:** The names of the officers who are to serve until the first election under the Articles of Incorporation is:

President

Freddie Mitchell
5700 Memorial Hwy., Ste. 202K
Tampa, FL 33615

Vice President

Wynie Anderson
1230 Vinetree Drive
Brandon, FL 33510

2nd Vice President

Patricia Evans
5700 Memorial Hwy., Ste. 202K
Tampa, FL 33615

3rd Vice President

Dr. Lester Henderson
5700 Memorial Hwy., Ste. 202K
Tampa, FL 33615

Chief Financial Officer (CFO)

Patricia Evans
5700 Memorial Hwy., Ste. 202K
Tampa, FL 33615

Assistant Chief Financial Officer

Wynie Anderson
1230 Vinetree Drive
Brandon, FL 33510

Secretary

Wynie Anderson
1230 Vinetree Drive
Brandon, FL 33510

Assistant Secretary

Patricia Evans
5700 Memorial Hwy., Ste. 202K
Tampa, FL 33615

Treasurer

Dr. Lester Henderson
5700 Memorial Hwy., Ste. 202K
Tampa, FL 33615

ELEVENTH: ADVISORY BOARD OF DIRECTORS

This board will consist of approved individuals that have been selected to advise in the various areas of life. These individuals must come with a high standard of excellence and they will be selected initially at our first meeting and they will hold office a minimum of one (1) year and will be subject to change out after that first year of service. Members of this board can be voted out or ask to be dismissed by the board of directors, with a unanimous vote.

There shall always be a minimum of three (3) on the Advisory Board.

President

Freddie Mitchell
5700 Memorial Hwy., Ste. 202K
Tampa, FL 33615

Vice President

Wynie Anderson
1230 Vinetree Drive
Brandon, FL 33510

2nd Vice President

Patricia Evans
5700 Memorial Hwy., Ste. 202K
Tampa, FL 33615

3rd Vice President

Dr. Lester Henderson
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Chief Financial Officer (CFO)

Patricia Evans
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Assistant Chief Financial Officer

Wynie Anderson
1230 Vinetree Drive
Brandon, FL 33510

Secretary

Wynie Anderson
1230 Vinetree Drive
Brandon, FL 33510

Assistant Secretary

Patricia Evans
5700 Memorial Hwy., Ste. 202K
Tampa, FL 33615

Treasurer

Dr. Lester Henderson
5700 Memorial Hwy., Ste. 202K
Tampa, FL 33615

TWELFTH:

- A. COMPENSATION: A director of the Corporation shall receive compensation, directly or indirectly for services as a director. As officer of the Corporation shall receive compensation, directly or indirectly for services as an officer (i) a member of the administrative staff of the Corporation or (ii) for compensable services rendered in other capacities. These prohibitions shall not preclude reimbursement of a director, officer, or duly appointed committee member for expenses or advances made for the corporation that are reasonable in character and amount or for compensated services rendered in other capacities and approved for payment in the manner provided by the board.

INTEREST OF DIRECTORS AND OFFICERS IN CONTRACTS: Any contract, whether for compensation or otherwise, or other transactions between the Corporation and one or more of its directors or officers, or between the Corporation and any firm of which one or more of its directors or officers, or between the Corporation and that firm of which one or more of its directors or officers are shareholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director, officer or officers, at the meeting of the

Board of Directors of the Corporation which acts upon or in reference to such a contract or transaction and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known in writing to the board of directors and the board of directors shall, nevertheless, authorize, approve and ratify such contract or transaction by vote of majority of the directors present, such interested director or directors, officer or officers to be counted in calculating the majority of such quorum necessary to carry such vote. This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

- B. INDEMNIFICATION: Every director and officer of the Corporation shall be indemnified by the Corporation reasonably incurred by or imposed in connection with any proceeding or any settlement of any proceeding (including any appeal thereof) to which a director or officer may be a part or may become involved by reason of being or having been a director or officer of the Corporation, whether or not a director or officer at the time such expenses are incurred, except when the director or officer is adjudicated guilty, or liable for willful misfeasance or willful malfeasance in the performance of duties; provided that in the event of a settlement before entry of judgment, the indemnification shall apply only when the board of directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be addition to and not exclusive of all other rights to which such director or officer may be entitled by law. Appropriate liability insurance may be provided for every officer, director and agent of the Corporation in amounts determined from time to time by the board.

THIRTEENTH: The By-laws may be made, altered or rescinded by a majority vote of the Directors at any meeting at which time a quorum are present. The Articles of Incorporation may be made, altered or rescinded by a two-thirds vote of the Directors at any meeting at which time a quorum is present.

FOURTH: The territory in which the operations of the Corporation are principally to be conducted in the State of Florida.

FIFTEENTH: The name and residence of the subscriber of these Articles are:

Freddie Mitchell
5700 Memorial Hwy., Ste. 202K
Tampa, FL 33615

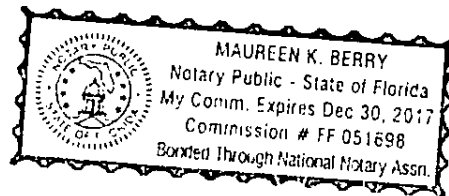
SIXEENTH: The Registered address and Agent of this Corporation is:

Wynie Anderson
1230 Vinetree Drive
Brandon, FL 33510

IN WITNESS THEREOF the undersigned authority, personally appeared, Wynie Anderson, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to these Articles of Incorporation of this 4 date of August, 2017.

Signature: Wynie Anderson
Wynie Anderson, Initial Registered Agent
Golden Star International Hillsborough Institute for Change, Inc.

Maureen K. Berry



STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Following the provision of Sections 607.0501 or 617.0501, Florida Statutes the Undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation Golden Star International Hillsborough Institute for Change, Inc.
2. The name of the registered agent Wynie Anderson
3. Registered office is: Golden Star International Hillsborough Institute for Change, Inc., 5700 Memorial Hwy., Ste. 202K, Tampa, FL 33615
4. Mailing address is: 5700 Memorial Hwy., Ste. 202K, Tampa, FL 33615

HAVING BEEN NAMED AS REGISTEED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE CORPORATION AT THE PLACE DESIGNATED IN THE CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELAAATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES. AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature: _____

