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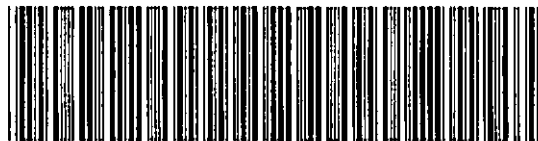
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COVER LETTER

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

SUBJECT: TEBOW OKOA PHILIPPI PROJECT, 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: Blaire Matthews

Name (Printed or typed)

2220 County Road 210 W, Suite 108, PMB 317

Address

Jacksonville, FL 32259

City, State & Zip

(904) 380-8499

Daytime Telephone number

blaire@timtebowfoundation.org

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
TEBOW OKOA PHILIPPI PROJECT, INC.
A FLORIDA NONPROFIT CORPORATION**

The undersigned, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of the State of Florida, do hereby certify:

ARTICLE I. NAME.

The name of the Corporation shall be **TEBOW OKOA PHILIPPI PROJECT, INC.** (the "Corporation").

ARTICLE II. AUTHORITY.

The Corporation is organized pursuant to the provisions of the State of Florida Nonprofit Corporation Code (the "Florida Code").

ARTICLE III. PRINCIPAL OFFICE AND REGISTERED AGENT.

Section 1. Principal Office. The place in this state where the principal office of the Corporation is to be located in the City of Jacksonville, Duval County. The principal office address shall be 7700 Square Lake Blvd, Jacksonville, FL 32256. The mailing address shall be 2220 County Road 210 W, Suite 108, PMB 317, Jacksonville, FL 32259.

Section 2. Initial Registered Agent and Office. The initial registered office of the Corporation shall be 7700 Square Lake Blvd, Jacksonville, FL 32256 and the initial registered agent at the address of the initial registered office shall be Blaire K. Matthews.

ARTICLE IV. PURPOSES.

Said corporation is organized exclusively for religious, charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue Laws (the "Code"), including but not limited to conducting outreach to trafficked and battered women in Africa, beginning in Masaka, Uganda, and providing them with safe housing, counseling, education, vocational training, and spiritual care as they start their journey toward freedom and independence. Subject to the foregoing, the Corporation has all powers authorized for nonprofit corporations, and not prohibited to nonprofit corporations, under the Florida Nonprofit Corporation Code.

ARTICLE V. RESTRICTIONS.

Section 1. No Private Inurement. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, 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.

Section 2. No Substantial Lobbying. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation.

Section 3. No Political Campaigning. The Corporation shall not participate 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.

Section 4. Other Restrictions. Notwithstanding any other provision of these articles, 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.

ARTICLE VI. DIRECTORS.

Section 1. Initial Directors. The names and addresses of the persons who are the initial directors of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Demi-Leigh Tebow	2220 County Road 210 W Ste 108, PMB 317 Jacksonville, FL 32259
Tyler Jonathan Workman	2220 County Road 210 W Ste 108, PMB 317 Jacksonville, FL 32259
Richard Graham	2220 County Road 210 W Ste 108, PMB 317 Jacksonville, FL 32259
Rosalyn Durant	2220 County Road 210 W Ste 108, PMB 317 Jacksonville, FL 32259
Heather Elizabeth Callahan	2220 County Road 210 W Ste 108, PMB 317 Jacksonville, FL 32259

Section 2. Election of Directors. Directors will be elected as stated by the bylaws.

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Section 3. Limitation of Liability. No Director shall have any personal liability to the Corporation for monetary damages for breach of duty of care or other duty as a Director, by reason of any act or omission occurring on or subsequent to the date when this provision becomes effective, except that this provision shall not eliminate or limit the liability of a Director for (a) any appropriation, in violation of his or her duties, of any business opportunity of the Corporation; (b) acts or omissions which involve intentional misconduct or a knowing violation of law; (c) the types of liabilities set forth in 617.0832 of the Florida Code (regarding conflicting interest transactions); or (d) any transaction from which the Director derived an improper personal benefit.

ARTICLE VII. DISSOLUTION.

Section 1. Dissolution. The Board of Directors may cease corporate activities and dissolve and liquidate the Corporation, by a vote of two-thirds of the Directors in office at the time the proposal for dissolution is approved.

Section 2. Liquidation. Upon the dissolution of the Corporation, assets shall be distributed for one or more 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.

Section 3. Contingent Provision. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal State of Florida office of the Corporation is then located (or if none the State of Florida registered office), exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes under Section 501(c)(3).

ARTICLE VIII. INCORPORATOR.

Section 1. Incorporator. The date when corporate existence shall commence is the date of filing of these articles of incorporation with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, pursuant to the Florida Code Section 617.0202.

Dated: November 29, 2022

Blaire K. Matthews
Blaire K. Matthews

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CERTIFICATE OF DESIGNATION AND ACCEPTANCE BY REGISTERED AGENT

Pursuant to the requirements of Florida Code Section 617.0501, Tebow Okoa Philippi Project, Inc., organized under the not-for-profit laws of the State of Florida, submits the following statement designating the registered office and registered agent for the Corporation in the State of Florida:

Blaire K. Matthews

7700 Square Lake Boulevard

Jacksonville, FL 32256

I, the undersigned registered agent, hereby signify acceptance of my appointment as registered agent for Tebow Okoa Philippi Project, Inc. I am aware this designation includes duties such as accepting service of process relevant to the Corporation. I agree to accept such service and comply with all statutes relating to the proper and complete performance of my duties as registered agent, and I am familiar with all such obligations.

Dated: November 29, 2022

Blaire K. Matthews
Blaire K. Matthews, Registered Agent

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CLERK
STATE
OF FLORIDA
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