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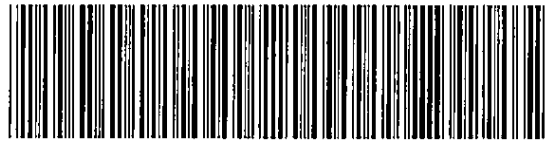
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## **Articles of Incorporation of Dominican Republic Pastoral Outreach, Inc.**

The undersigned, who is a citizen of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of the State of Florida, does hereby certify:

### **First: ORGANIZATION**

**1.1 Name.** The name of the Corporation shall be Dominican Republic Pastoral Outreach, Inc.

**1.2 Seal.** The seal of the corporation will contain the words "Dominican Republic Pastoral Outreach, Inc., a corporation not-for-profit".

**1.3 Office.** The principal place of business and the mailing address of the corporation will be within the State of Florida, County of Volusia and City of Ormond Beach, at a place to be designated from time to time by the Board of Directors. The initial address of the principal office and the mailing address is 76 Live Oak Avenue, Ormond Beach, Florida, 32174.

**1.4 Period of Corporate Existence.** The time and date on which corporate existence of this Corporation shall begin at 12:01 a.m. (local time) on the date that the filing is completed, and this Corporation shall have continual and perpetual existence thereafter.

**Second: PURPOSE.** Dominican Republic Pastoral Outreach, Inc., is organized exclusively to serve a cluster of financially limited, isolated farming communities in the central mountain range of the Dominican Republic. The corporation will serve in collaboration with local citizens and agencies in their continued pursuit of formation of youth and adults at all levels of education and leadership development. Every financial initiative will honor their culture, their challenges as families, their tradition as faith communities and their promise as an invaluable resource for the Dominican Republic. The corporation will also be attentive to crises which occur, such as health emergencies or otherwise, for which no services exist in that region and for which the families and communities have few immediate resources with which to respond.

**Third: FUNCTION.** Said corporation is organized exclusively for charitable, religious, 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.

### **Fourth: BOARD OF DIRECTORS**

**4.1 Board of Directors and Officers.** The names and addresses of the persons who are the initial trustees of the corporation are as follows:

Father Fred Ruse  
76 Live Oak Avenue  
Ormond Beach, FL 32174

Anthony S. Lombardo  
111-A Executive Circle  
Daytona Beach, FL 32114

Ellen Spradley  
111-A Executive Circle  
Daytona Beach, FL 32114

**4.2 Membership.** For purposes herein, the term "Director" refers to a member of the Board. At all times, the Board will have at least three Directors. For organizational purposes, an initial Board will consist of the three Directors named above. Directors may leave the Board through death, removal, or they may voluntarily resign. No Director may assign or transfer his or her membership in the Board. No Director will receive compensation for being a member of the Board.

**4.3 Appointments to Board.** Appointments of additional Directors will be made by the majority of the then sitting Board.

**4.4 Duties of Board of Directors.** The Directors are expected to devote time, professional knowledge, personal influence, and money, or a combination thereof, to attain the goals of the Corporation and shall be selected by reason of their abilities to do the following:

- (a) To direct, manage, oversee and control the business affairs of the corporation, and to have full power, by majority vote, to adopt rules and regulations governing the actions of the Board of Directors.
- (b) To assist in securing financial support for the activities of the Corporation.
- (c) To volunteer their specialized business expertise, advice and guidance to working committees when needed.
- (d) To spearhead and to reinforce all community and public relations work of the Corporation.

**4.5 Removal of Directors.** Directors may be removed, with or without cause, by a majority vote of the Directors.

**4.6 Officers.** The Board of Directors may designate a President, Vice-President, Secretary, and Treasurer, and such other officers as it may consider appropriate with such duties as it may proscribe.

## **Fifth: BY-LAWS**

**5.1 Establishment of By-Laws.** The Board of Directors of this corporation may provide such by-laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

**5.2 Amendments to By-Laws.** Upon proper notice, the by-laws may be amended, altered or rescinded by a two-thirds (2/3) vote of all of the members of the Board of Directors at any regular meeting or special meeting called for that purpose.

## **Sixth: MISCELLANEOUS PROVISIONS**

**6.1 Indemnification of Officers and Directors.** Each person who acts as a Director or Officer of the Corporation shall be indemnified by the Corporation to the fullest extent permitted by law against any costs and expenses which may be imposed upon or reasonably incurred by him or her in connections with any action, suit or proceeding in which such person may be named as a party defendant by reason of his or her being or having been a Director or Officer, or by reason of an action alleged to have been taken or omitted by him or her in either such capacity; provided however, that the Corporation shall not indemnify any such person against any costs or expenses imposed upon or incurred by him or her in relation to matters as to which he or she shall be finally adjudged to be liable to the Corporation for negligence, misconduct, or any other cause, or for any sum paid by him to the Corporation in settlement of an action, suit, or proceeding based on his/her alleged dereliction of duty. This right of indemnification shall inure to each Director and Officer whether or not he or she is such Director or Officer at the time such costs or expenses are imposed or incurred, and whether or not the claim asserted against him or her is based on matters which antedate the adoption of these Articles of Incorporation; and in the event of his or her death shall extend to his/her legal representatives. Each person who shall act as Director or Officer shall be deemed to be doing so in reliance upon such right or indemnification; and such right shall not be exclusive of any other right which he or she may have. The Corporation shall have power to purchase and maintain insurance to indemnify the Corporation and its Directors and Officers to the full extent such insurance is permitted by law.

**6.2 Parliament.** Robert's Rules of Order Revised shall govern the proceedings of the Corporation, including its Board and Committees, to the extent applicable and consistent with these Articles of Incorporation and the Bylaws of the Corporation.

## **Seventh. AMENDMENTS.**

**7.1 Right to Amend and Procedure.** Except as provided in section 7.2 below, the Articles of Incorporation of this Corporation may be amended or these Articles may be repealed and new Articles of Incorporation may be adopted (hereinafter collectively referred to as "amendments"), in accordance with the following procedures:

No amendment shall be valid unless it is approved by the Board. In order to be approved by the Board an amendment must receive either: (i) the affirmative vote of two-thirds of the voting members of the Corporation present at a duly-noticed annual or special meeting of the members at which a quorum is in attendance, or (ii) by the affirmative vote of two-thirds of the Directors present at any regular or special meeting of the Board at which there is a quorum.

**7.2 Limitations on Right to Amendments.** No amendment shall be valid that alters the requirements of these Articles regarding either purpose, Board member qualifications, classifications, or term of office, nor relating to requirements of a Board quorum for any meeting of the Board of Directors.

**Eighth: FISCAL MANAGEMENT AND MANAGEMENT POLICIES.**

**8.1** The Board will establish and implement fiscal and management policies of high standards and maintain such records as necessary to (i) facilitate an annual audit, monitoring and supervision of the annual budget and expenditures thereunder, and monitoring and supervision of the receipt and expenditure of grants funds, donations, and other funds; and (ii) facilitate the preparation of the annual IRS 990 form or such other reporting forms as may be required to maintain 501(c)(3) status.

**8.2** The Board will prepare and distribute to its Directors for each Board meeting, a financial status report of all revenues received and expenditures made since the date of the last report.

**8.3** The Board will deposit and maintain all revenues received in a separate interest bearing fund and held in trust for expenditures of the Corporation.

**8.4** All revenues of the Corporation shall be used solely in furtherance of the mission stated above in the "PURPOSE". No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its incorporators, directors, trustees, officers, members or other private persons.

**8.5** Contracts, promissory notes, leases, and other corporate instruments executed in the name of and on behalf of the Corporation shall be signed by the agent designated by the Board. No contract shall be valid unless it is authorized or ratified by a properly adopted resolution of the Board.

**8.6** Authorizations adopted by the Board pursuant to this Section Eight may be general or confined to specific instances.

**Ninth: RESTRICTIONS OF NON-PROFIT.** 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 to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. 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, 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 any future federal tax code.

**Tenth: DISSOLUTION.** 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. 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.

**Eleventh. REGISTERED AGENT.**

The name and address of the Registered Agent is:

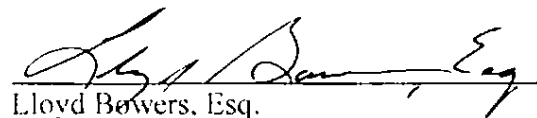
Lloyd Bowers, Esq.  
Wickersham & Bowers  
501 N. Grandview Avenue, Suite 115  
Daytona Beach, FL 32118


**Twelfth: INCORPORATOR.**

The name and address of the Incorporator is:

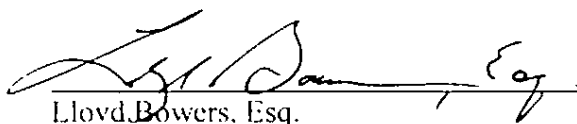
Lloyd Bowers, Esq.  
Wickersham & Bowers  
501 N. Grandview Avenue, Suite 115  
Daytona Beach, FL 32118  
[lbowers@wickershamandbowers.com](mailto:lbowers@wickershamandbowers.com)


*Having been named as registered agent to accept service of process for the 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.*

  
Lloyd Bowers, Esq.

 January 30, 2024  
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 F.S. 817.155.

  
Lloyd Bowers, Esq.

 January 30, 2024  
Date