

N95000003301

Dr. Zachary S. Hudson
(Requestor's Name)
1924 E. Comanche Avenue
(Address)
Tampa, FL 33610
(City, State, Zip) (Phone #)

95 JUL 12 11:11
FILING

OFFICE USE ONLY

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. WE CARE AMERICA, INC
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☒ Walk in ☐ Pick up time _____
☐ Mail out ☒ Will wait ☐ Photocopy ☒ Certified Copy
☐ Certificate of Status

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

JUL 12 1995

Examiner's Initials

ARTICLES OF INCORPORATION

OF

WE CARE ~~AMERICA~~ ^{UNITED}, INC.

(A Corporation Not-For-Profit)

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TALLAHASSEE, FLORIDA

I, THE UNDERSIGNED, being a natural person, hereby establish a corporation under Chapter 617, Florida Statutes, as amended, of the Laws of the State of Florida applicable to corporations not-for-profit, and respectfully petition the Secretary of State for approval of such incorporation under the following proposed Articles of Incorporation.

ARTICLE ONE - NAME

The name of the corporation, hereinafter called the Corporation, shall be: We Care ~~America~~ ^{United}, Inc.

ARTICLE TWO - PURPOSES

Section 1: The purposes for which the Corporation is founded are:

- (a) To engage in an action mission mobilizing America to enhance the human condition and meet the special needs of people and communities in crisis throughout the nation;
- (b) To provide educational assistance, job training and placement, business and economic development, health awareness and care, housing assistance, self-esteem and motivation, and to provide outreach to the unreached, disadvantaged and at-risk population in under-developed communities;
- (c) To organize a non-profit corporation and to associate together persons, associates and affiliated groups and churches and to operate exclusively for all purposes described, permitted and limited in Section 501(c)(3) and Section 401(a) of the 1954 Internal Revenue Code, hereinafter referred to as the Code. For the purposes and powers as set forth in these Articles of Incorporation, references to the provisions of the Code shall be deemed to include Statutes which succeed such provisions and all appropriate regulations and rulings of the Internal Revenue Service pursuant thereto;
- (d) To engage in any and all lawful activities which are pursuant to religious, charitable, scientific, literary or educational purposes only within the meaning of those terms used in Section 501(c)(3) of the Code and the Laws of the State of Florida that are beneficial to the public including, but not limited to, the following enumerated activities:
 - (1) To engage in fund raising activities to include direct solicitation of financial support to carry out the purposes for which the organization is created;

WE CARE ~~AMERICA~~ ^{UNITED}, INC.

- (2) To take, accept, hold and acquire by bequest, device, gift, purchase, loan or lease, any property, real, personal or mixed, whether tangible or intangible, without limitation as to the kind, amount or value;
- (3) To sell, convey, lease or make loans, grants or pledges of any property or any interest therein or proceeds therefrom, and to invest and reinvest the principal thereof and receipts therefrom, if any;
- (4) To borrow money upon and pledge or mortgage any such property for the purpose for which it is organized, and to issue notes, bonds or other forms of indebtedness to secure any of its obligations;
- (5) To guarantee undertakings, contracts or performances of others;
- (6) To purchase or otherwise acquire, invest in, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, trade, deal in and deal with goods, wares and merchandise and personal property of every description;
- (7) To acquire, and pay for in cash or promissory notes, the goodwill, rights, assets and property, and to undertake or assume the whole or any part of the obligation or liabilities of any person, firm, corporation or association;
- (8) To acquire, hold, use, sell, assign, lease, in respect of, mortgages;
- (9) To carry on any of the aforesaid activities or purposes either directly, or as an agent for or with other persons, associations or corporations;
- (10) To carry on any activity and to deal with and expend any such property or income therefrom for any of the aforesaid purposes without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, the Certificate of Incorporation, the Bylaws of the Corporation, or any other limitations as are prescribed by law, provided that no such activity shall be such as is not permitted by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, or any corresponding future provision of said Code, and that the Corporation shall not attempt to influence legislation by propaganda or otherwise, nor shall it intervene in or participate in any political campaign on behalf of any candidate for public office, and provided further that no part of the net earnings of this Corporation shall inure to the benefit of any member or private individual and no member, director or officer of the Corporation shall receive any pecuniary benefit from the Corporation, except such reasonable compensation as may be allowed for services actually rendered to the Corporation.

Section 2: This Corporation shall receive and maintain funds of real and/or personal property, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part, and otherwise contribute

to the purposes of the Corporation as defined in Article Two, Section 1, Paragraphs (a), (b) and (c), or to those organizations that qualify as tax exempt organizations under Section 501(c)(3) of the Code.

ARTICLE THREE - POWERS

This Corporation is to have any and all powers to do any and all things necessary or expedient to carry out the purposes and objectives of this Corporation, subject to these Articles of Incorporation and Bylaws, and shall possess all rights, privileges and immunities and to enjoy all benefits granted corporations under the Laws of the State of Florida, but limited only to such powers that are in furtherance of tax exempt purposes.

ARTICLE FOUR - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE FIVE - PRINCIPAL OFFICE

The principal office of the Corporation shall be located at 1924 East Comanche Avenue, City of Tampa, County of Hillsborough, State of Florida, Zip Code 33610, provided that the Corporation shall have the power to conduct its business anywhere within or outside of the State of Florida or the United States of America.

ARTICLE SIX - MEMBERSHIP

Section 1: This Corporation is to be organized upon a non-stock, certificate of membership basis. Such memberships shall be non-redeemable, non-transferable, and non-dividend bearing.

Section 2: Any person who subscribes to the purposes of this Corporation is eligible for membership upon approval by a majority vote of the Corporation at any regular meeting of the Corporation.

ARTICLE SEVEN - SUBSCRIBERS

The names and addresses of the subscribers to these Articles of Incorporation is:

NAME

ADDRESS

Dr. Zachery S. Hudson

1924 East Comanche Avenue, Tampa, FL 33610

ARTICLE EIGHT - BOARD OF DIRECTORS

Section 1: The affairs of the Corporation shall be directed by a Board of Directors numbering not less than three (3) nor more than fifteen (15) members. Directors shall be elected as according to the by-laws.

Section 2: The names of the persons and their addresses constituting the first Board of Directors and who shall be subject to all the provisions of the aforesaid purposes relating to the directors, are as follows:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Dr. Zachery S. Hudson	Chairman	1924 East Conanche Avenue, Tampa, FL 33610
Bill Huff	Member	7018 Doreen Street, Tampa, FL 33617
Audrey Wells Dawson	Member	3203 East Paris Street, Tampa, FL 33610

ARTICLE NINE - OFFICERS

The affairs of this Corporation are to be managed by a Chairman of the Board, President, Secretary, and Treasurer, who shall be elected by the members of the Corporation as prescribed in the Bylaws. The day-to-day operation of the Corporation shall be conducted by the President/CEO of the Corporation.

ARTICLE TEN - FIRST OFFICERS

The first officers of the Corporation shall be elected at the first annual meeting and shall be subject to all the provisions of the aforesaid purposes of the Corporation.

ARTICLE ELEVEN - BYLAWS

The Board of Directors of this Corporation may provide such Bylaws not inconsistent with these Articles of Incorporation for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time. The Bylaws of this Corporation may be amended, altered or revised by a two-thirds (2/3) majority vote of the Board of Directors.

ARTICLE TWELVE - AMENDMENTS

The Articles of Incorporation of this Corporation may be amended, altered or revised by a two-thirds (2/3) majority vote of the Board of Directors.

ARTICLE THIRTEEN - REGISTERED AGENT

In accordance with Section 607.0501 and 617.0501 Florida Statutes, Dr. Zachery S. Hudson is hereby designated as the registered agent for services of process within the State of Florida at 1924 East Comanche Avenue, Tampa, FL 33610.

ARTICLE FOURTEEN - DISSOLUTION

Upon dissolution or other termination of the Corporation, no part of the property of the Corporation or any of the proceeds shall be distributed to or inure to the benefit of any of the members of the Corporation, but all such property and proceeds subject to the discharge of valid obligations of the Corporation and to the applicable provisions of the Non-Profit Corporation Law under Chapter 617, Florida Statutes, shall be distributed as directed by members of the Corporation among one or more corporations, trusts, United Way, funds or community groups organized and operated exclusively for religious, charitable, scientific, literary or educational purposes; no part of the net earnings of which inure to the benefit of any individual or member, and no substantial part of whose activities consist of carrying on propaganda or otherwise attempting to influence legislation or which does not participate or intervene in any political campaign or the type which qualify for federal income tax exemption under Section 501(c)(3) of the Internal Revenue Code of 1954.

IN WITNESS WHEREOF, the said Subscribers have hereunto set their hands and seals this 6th day of July, 1995.

Zachery S. Hudson
Dr. Zachery S. Hudson

STATE OF FLORIDA)
) ss
COUNTY OF HILLSBOROUGH)

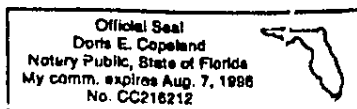
I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the state and county named above to take acknowledgments, personally appeared Dr. Zachery S. Hudson to me known to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation for the purposes therein stated.

6th WITNESS my hand and official seal in the county and state named above this
day of July, 1995.

Doris E. Copeland
Notary Public

My Commission Expires:

8/7/96



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED


In pursuance of Chapters 607.0501, 617.0501, Florida Statutes, the following is submitted in compliance with
said Act:

That WE CARE ~~AMERICA~~ ^{UNITED}, INC. with its principal
office as indicated in the Articles of Incorporation
at 1924 East Comanche Avenue, Tampa, Florida 33610,
has named DR. ZACHERY S. HUDSON as its agent to accept service
of process within this state.

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ACKNOWLEDGMENT

Having been named to accept service of process for the above Florida corporation at the place designated
in this Certificate, I hereby accept to act in this capacity and agree to comply with provisions of said Act.


DR. ZACHERY S. HUDSON
Registered Agent