

**ARTICLES OF INCORPORATION
OF**

Hayes Outreach Foundation

DBA, Hayes Mission School
Hayesmission.org

We, the undersigned natural persons all being of the age of eighteen years or more, acting as incorporators under the Ohio Non-Profit Corporation and Cooperative Association Act, adopt the following Articles of Incorporation for such Corporation:

**Article I
NAME**

The name of the corporation is Hayes Outreach Foundation.

**Article II
DURATION**

The period of duration of this corporation is perpetual.

**Article III
PURPOSE**

- (a) To act and operate exclusively as a nonprofit corporation pursuant to the laws of the State of Ohio, and to act and operate as a charitable organization in lessening the burdens of government, providing relief of the poor and distressed or underprivileged, and promoting social welfare by reducing unemployment through economic development.
- (b) To engage in any and all activities and pursuits, and to support or assist such other organizations, as may be reasonably related to the foregoing and following purposes.
- (c) To engage in any and all other lawful purposes, activities and pursuits, which are substantially similar to the foregoing and which are or may hereafter be authorized by Section 501(c)(3) of the Internal Revenue Code and are consistent with those powers described in the Utah Nonprofit Corporation and Cooperation Association Act, as amended and supplemented.
- (d) To solicit and receive contributions, purchase, own and sell real and personal property, to make contracts, to invest corporate funds, to spend corporate funds for corporate purposes, and to engage in any activity "in furtherance of, incidental to, or connected with any of the other purposes."

(i) 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 persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the corporation and to make payments and distributions in furtherance of the purposes set forth herein;

(ii) 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 any candidate for public office except as authorized under the Internal Revenue Code of 1954, as amended;

(iii) 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 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue law).

Article IV MEMBERS/STOCK


The corporation shall not have any class of members or stock.

Article V BY-LAWS

Provisions for the regulation of the internal affairs of the corporation shall be set forth in the By-Laws.

BY-LAWS OF HAYES OUTREACH FOUNDATION, A NOT-FOR-PROFIT CORPORATION

ARTICLE I ORGANIZATION

1. The name of the organization shall be HAYES OUTREACH FOUNDATION.
2. The organization shall have a seal which shall be in the following form:red&white

3. The organization may at its pleasure by a vote of the membership body change its name.

ARTICLE II PURPOSES

The following are the purposes for which this organization has been organized:

(a) To act and operate exclusively as a nonprofit corporation pursuant to the laws of the State of Ohio, and to act and operate as a charitable organization in lessening the burdens of government, providing relief of the poor and distressed or underprivileged, and promoting social welfare by reducing unemployment through economic development. We will provide goods and services to the people while they pursue other rewards such as improving educational standards, seeing the sick become well, and helping those in need. We want our light to shine throughout Liberia and be a cornerstone for the community at large.

(b) To engage in any and all activities and pursuits, and to support or assist such other organizations, as may be reasonably related to the foregoing and following purposes.

(c) To engage in any and all other lawful purposes, activities and pursuits, which are substantially similar to the foregoing and which are or may hereafter be authorized by Section 501(c)(3) of the Internal Revenue Code and are consistent with those powers described in the Utah Nonprofit Corporation and Cooperation Association Act, as amended and supplemented.

(d) To solicit and receive contributions, purchase, own and sell real and personal property, to make contracts, to invest corporate funds, to spend corporate funds for corporate purposes, and to engage in any activity "in furtherance of, incidental to, or connected with any of the other purposes."

(i) 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 persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the corporation and to make payments and distributions in furtherance of the purposes set forth herein;

(ii) 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 any candidate for public office except as authorized under the Internal Revenue Code of 1954, as amended;

(iii) 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 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue law

ARTICLE III MEMBERSHIP

Membership in this organization shall be open to all who have a charitable spirit and winning attitude.

The corporation shall not have any class of members or stock.

ARTICLE IV MEETINGS

The annual membership meeting of this organization shall be held on the 30th day of July each and every year except if such day be a legal holiday, then and in that event, the Board of Directors shall fix the day but it shall not be more than two weeks from the date fixed by these By-Laws.

The Secretary shall cause to be mailed to every member in good standing at his address as it appears in the membership roll book in this organization a notice telling the time and place of such annual meeting.

Regular meetings of this organization shall be held at 2432 Elm Street, Youngstown, Ohio 44505.

The presence of not less than (51%) percent of the members shall constitute a quorum and shall be necessary to conduct the business of this organization; but a lesser percentage may adjourn the meeting for a period of not more than 2 weeks from the date scheduled by these By-Laws and the secretary shall cause a notice of this scheduled meeting to be sent to all those members who were not present at the meeting originally called. A quorum as herein before set forth shall be required at any adjourned meeting.

Special meetings of this organization may be called by the president and CEO when he deems it for the best interest of the organization. Notices of such meeting shall be mailed to all members at their addresses as they appear in the membership roll book at least ten (10) days before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom it was called. At the request of McCarthy Hayes (51%) percent of the members of the Board of Directors or (51%) percent of the members of the organization, shall cause a special meeting to be

called but such request must be made in writing at least ten (10) days before the requested scheduled date.

No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

ARTICLE V VOTING

At all meetings, except for the election of officers and directors, all votes shall be by voice. For election of officers, ballots shall be provided and there shall not appear any place on such ballot that might tend to indicate the person who cast such ballot.

At any regular or special meeting, if a majority so requires, any question may be voted upon in the manner and style provided for election of officers and directors. At all votes by ballot the chairman of such meeting shall, prior to the commencement of balloting, appoint a committee of three who shall act as "Inspectors of Election" and who shall, at the conclusion of such balloting, certify in writing to the Chairman the results and the certified copy shall be physically affixed in the minute book to the minutes of that meeting.

No inspector of election shall be a candidate for office or shall be personally interested in the question voted upon.

ARTICLE VI ORDER OF BUSINESS

- 1. Roll Call.**
- 2. Reading of the Minutes of the preceding meeting.**
- 3. Reports of Committees.**
- 4. Reports of Officers.**
- 5. Old and Unfinished Business.**
- 6. New Business.**
- 7. Adjournments.**

ARTICLE VII BOARD OF DIRECTORS

The business of this organization shall be managed by a Board of Directors consisting of [4] members, together with the officers of this organization. At least one of the directors elected shall be a resident of the State of Ohio and a citizen of the United States. And at least one Officer shall be a resident of Liberia, West Africa.

The directors to be chosen for the ensuing year shall be chosen at the annual meeting of this organization in the same manner and style as the officers of this organization and they shall serve for a term of perpetual.

The Board of Directors shall have the control and management of the affairs and business of this organization. Such Board of Directors shall only act in the name of the organization when it shall be regularly convened by its chairman after due notice to all the directors of such meeting.

(75%) percent of the members of the Board of Directors shall constitute a quorum and the meetings of the Board of Directors shall be held regularly on the [2nd Quarter].

Each director shall have one vote and such voting may not be done by proxy.

The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the year.

The President of the organization by virtue of his office shall be Chairman of the Board of Directors.

The Board of Directors shall select from one of their members a secretary.

A director may be removed when sufficient cause exists for such removal.

The Board of Directors may entertain charges against any director. A director may be represented by counsel upon any removal hearing. The Board of Directors shall adopt such rules for this hearing as it may in its discretion consider necessary for the best interests of the organization.

ARTICLE VIII OFFICERS

The initial officers of the organization shall be as follows:

President:

Vice President/Director of Operations:

Secretary:

Treasurer:

The President shall preside at all membership meetings.

He shall by virtue of his office be Chairman of the Board of Directors.

He shall present at each annual meeting of the organization an annual report of the work of the organization.

He shall appoint all committees, temporary or permanent.

He shall see all books, reports and certificates required by law are properly kept or filed.

He shall be one of the officers who may sign the checks or drafts of the organization.

He shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.

The Vice President shall in the event of the absence or inability of the President to exercise his office become acting president of the organization with all the rights, privileges and powers as if he had been the duly elected president.

The Secretary shall keep the minutes and records of the organization in appropriate books.

It shall be his/her duty to file any certificate required by any statute, federal or state.

He shall give and serve all notices to members of this organization.

He shall be the official custodian of the records and seal of this organization.

He may be one of the officers required to sign the checks and drafts of the organization.

He shall present to the membership at any meetings any communication addressed to him as Secretary of the organization.

He shall submit to the Board of Directors any communications which shall be addressed to him as Secretary of the organization.

He shall attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary.

The Treasurer shall have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization. He shall cause to be deposited in a regular business bank or trust company a sum not exceeding \$50000 and the balance of the funds of the organization shall be deposited in a savings bank except that the Board of Directors may cause such funds to be invested in such investments as shall be legal for a non-profit corporation in this state.

He must be one of the officers who shall sign checks or drafts of the organization. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it.

He shall render at stated periods as the Board of Directors shall determine a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting.

He shall exercise all duties incident to the office of Treasurer.

Officers shall by virtue of their office be members of the Board of Directors.

No officer shall for reason of his office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or

director for receiving any compensation from the organization for duties other than as a director or officer.

ARTICLE IX SALARIES

The Board of Directors shall hire and fix the compensation of any and all employees which they in their discretion may determine to be necessary for the conduct of the business of the organization.

ARTICLE X COMMITTEES

All committees of this organization shall be appointed by the Board of Directors and their term of office shall be for a period of one year or less if sooner terminated by the action of the Board of Directors.

The permanent committees shall be paid Members only and can call for emergency meetings of form sub-committees if need be, but must be approved by the Chairman of the Board.

ARTICLE XI DUES

The dues of this organization shall be \$ 50 per annum and shall be payable by December 1st.

ARTICLE XII AMENDMENTS

These By-Laws may be altered, amended, repealed or added to by an affirmative vote of not less than (51%) percent of the members.

Article VI DIRECTORS

The number of directors of this Corporation shall be three (4), or more than three, as fixed from time to time by the By-Laws of the Corporation. The number of directors constituting the present Board of Directors of the Corporation is four, and the names and addresses of the persons who are to serve as directors until their successors are elected and shall qualify are:

McCarthy Hayes (Chairman)
2432 Elm Street
Youngstown, Ohio 44505

Mark Hayes (VP of Operation)
P. O. Box 17462
West Palm Beach, FL 33141

Fayette Phillips (Secretary)
20805 Burgandy Drive
Strongsville, Ohio 44149

Milton Poole (Treasurer)
4151 Logangate Road Apt 355
Youngstown, Ohio 44505

Mr. Thomas M. Brown
P. O. Box 814
1000 Monrovia 10
Liberia West Africa

Article VII INCORPORATORS

The names and addresses of the incorporators are:

McCarthy Hayes (Chairman)
2432 Elm Street
Youngstown, Ohio, 44505

Mark Hayes (Dir. Operations)
P. O. Box 17462
West Palm Beach, FL 33141

Fayette Phillips (Secretary)
20805 Burgandy Drive
Strongsville, Ohio 44149

Milton Poole (Treasurer)
4151 Logangate Road Apt 355
Youngstown, Ohio 44505

Article VIII REGISTERED OFFICE AND AGENT

The address of the corporation's initial registered office shall be:

2432 Elm Street
Youngstown, Ohio 44505

Such office may be changed at any time by the Board of Trustees without amendment of these Articles of Incorporation.

The corporations initial registered agent at such address shall be:

McCarthy Hayes

I hereby acknowledge and accept appointment as corporate registered agent:

Signature

Article IX
PRINCIPAL PLACE OF BUSINESS

The principal place of business of this Corporation shall be 2432 Elm Street Youngstown, Ohio 44505. The business of this Corporation may be conducted in all counties of the State of Ohio and in all states of the United States, and in all territories thereof, and in all foreign countries as the Board of Trustees shall determine.

Article X
DISTRIBUTIONS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its 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 III hereof. 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 of Incorporation, 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, as amended or supplemented, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, as amended or supplemented.

Article XI
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, as amended or supplemented, 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 the District Court 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.

In Witness Whereof, We, McCarthy Hayes, Mark Hayes, Fayette Phillips, Milton Poole, have executed these Articles of Incorporation in duplicate this 30 day of September, 2005, and say:

That they are all incorporators herein; that they have read the above and foregoing Articles of Incorporation; know the contents thereof and that the same is true to the best of their knowledge and belief, excepting as to matters herein alleged upon information and belief and as to those matters they believe to be true.

Bishop McCarthy Hayes

Mr. Mark Hayes

Mrs. Fayette Phillips

Elder Milton Poole



