

Originally
Incorporated as
Creating a Clean
and Sober Tampa
Bay, Inc. the name
of the corporation
was changed to
Creating a Sober
World, Inc. on Jan.
1, 2009. (see filing)

ARTICLES OF INCORPORATION

OF

CREATING A SOBER WORLD, INC.

A FLORIDA CORPORATION NOT FOR PROFIT

The undersigned, acting as the incorporators of a corporation pursuant to chapter 617, Florida Statute, adopts the following Articles of Incorporation:

I. NAME OF CORPORATION

The name of this Corporation is-

CREATING A SOBER WORLD, INC. .

II. PRINCIPAL OFFICE

The principal office of this Corporation is: 3116 Cocos Road, Tampa, FL 33618

III. MAILING ADDRESS

The mailing address of this Corporation is: 3116 Cocos Road Tampa, FL 33618

IV. REGISTERED AGENT

The Registered Agent for the Corporation is:

George McLauchlin

3116 Cocos Road, Tampa, Florida 33618

V. DURATION

The Corporation shall have perpetual existence. Corporate existence shall commence on the date of filing of these Articles with the Florida Division of Corporations.

IX. CORPORATE PURPOSES

The specific and primary purposes for which this Corporation is formed are charitable and educational, and include the following:

(A) To create a clean and sober Tampa Bay.

Items
(A)1,2,3
were added
when the
name was
changed

1. To create a context for communication in which sobriety as a area-wide reality is an idea whose time has come in the five- county area of west central Florida, USA, comprised of Hillsborough, Pinellas, Manatee, Pasco, and Polk Counties.

2. To put into practice program models that have demonstrated the ability to empower individuals who have compulsive and self- destructive behaviors to live healthy, sober and productive lives throughout the Tampa Bay region.

3. To support and empower other community agencies and groups that share similar purposes in the Tampa Bay Area.

(B) To engage in any kind of activity and to enter into, perform and carry out contracts of any kind necessary in connection with or incidental or related to the accomplishment and furtherance of any one or more of the above purposes.

(C) To acquire by gift or purchase, hold, sell convey, assign, mortgage or lease any property, real or personal, for said purposes, as the Board of Directors in their discretion may determine.

(D) To borrow money and to issue evidence of debt in furtherance of any or all of the purposes of its organization, and secure loans by mortgage, pledge, or other security.

(E) To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance , accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations, or governmental bureaus, departments or agencies.

(F) All of the foregoing purposes shall be exercised exclusively for charitable and educational purposes in such a manner that the

corporation will qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law (hereinafter referred to as "the Internal Revenue Code")

X. SOI(C)3 LIMITATIONS

A. Corporate Purposes: Notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from federal corporate income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

B. EXCLUSIVITY: The Corporation **is** organized exclusively for charitable and educational purposes.

C. NO PRIVATE INUREMENT: The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the directors, officers, or members thereof (if any), or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes, no part of which shall inure to the benefit of any individual..

D. LOBBYING AND POLITICAL CAMPAIGNS: No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in, any political campaign on behalf of (or in opposition to) any candidate for public office.

E. DISSOLUTION: Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to one or more organizations recognized as exempt from federal corporate income taxation under Section 501(c)(3) of the Internal Revenue Code to be used exclusively for charitable and educational purposes. To the extent the assets are not distributed to tax-exempt organizations, the assets shall be distributed to the federal, state, or local government for a public purpose. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporations principal office is located, upon petition thereof by the Attorney General, or by any person concerned in the Liquidation.

F. Private Foundation Status: In the event that this Corporation shall become a 'private foundation" within the meaning of section 501(c)(3) of the Internal Revenue Code, the Corporation shall distribute its income for each taxable year at such time and in such manner not to subject it to tax under section 4942 of the Internal Revenue Code; shall not engage In any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code; shall not retain any excess business holdings as defined in section 4943(c) of the internal Revenue Code; shall not make any Investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code; and shall not make any taxable expenditures as defined in 4945(d) of the Internal Revenue Code.

XII INDEMNIFICATION

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he/she is or was a Director of Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him/her (or by their heirs, executors or administrators) in connection with the defense or settlement of such action , suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director duties. Such right of indemnification shall not be deemed exclusive oil any other rights to which such Director of Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

XII AMENDMENTS

A. Amendments to these articles of incorporation may be made by a resolution adopted by a two-thirds majority vote of the members of Board of Directors.

B. The initial Bylaws of this Corporation shall be made, adopted and implemented by a majority vote of the Board of Directors. Thereafter the Bylaws of this Corporation may be made, altered, rescinded, added to, amended, or new Bylaws may be adopted, by a resolution of a majority vote of the members of the Board of Directors.

Execution

These Articles of Incorporation are hereby executed by the incorporator on this _____ day of _____ 2002.

REGISTERED AGENT'S
ACCEPTANCE OF APPOINTMENT

1, **George McLauchlin** hereby accept my appointment as registered agent for
Creating a Clean World, Inc.

a Florida not for profit corporation. I am familiar with, and accept, the obligations of the position of registered agent, and agree with the provisions of all statutes relating to the proper performance.

George McLauchlin

Date

In accordance with the corporate charter of Creating a Sober World, Inc. section XII (B) this amendment to the corporations by-laws was initiated in January 2025.

BYLAWS
of
CREATING A CLEAN AND SOBER TAMPA BAY, INC

Article One
Introduction

These bylaws constitute the code of rules adopted by **CREATING A SOBER WORLD, INC.** for the regulation and management of its affairs.

Article Two
Purpose

The purpose of this corporation is to provide a legal basis for a context for communication in which sobriety, as a global reality is an idea whose time has come.

Pre-History

Revised 1.29.2025

Both the founder of Alcoholics Anonymous and the founder of the world changing work that preceded A.A. believed that what they had started would one day change the world:

Bill Wilson:

There are those who predict that Alcoholics Anonymous may well become a new spearhead for a spiritual awakening throughout the world. When our friends say these things, they are both generous and sincere. But we of AA must reflect that such a tribute and such a prophecy could well prove to be a heady drink for most of us—that is, if we really came to believe this to be the real purpose of AA, and if we commenced to behave accordingly. Our society, therefore, will prudently cleave to its single purpose: the carrying of the message to the alcoholic who still suffers. Let us resist the proud assumption that since God has enabled us to do well in one area, we are destined to be a channel of saving grace for everybody.ⁱ

Frank Buchman

Creating a Sober world has taken their vision and has as its mission to make the way of gathering which was passed down to us with everyone, everywhere in the world.

We stated this purpose in our corporate charter as it was officially modified on January 1, 2009 is:

(A) To create a clean and sober world.

1. To create a context for communication in which sobriety as a World-wide reality is an idea whose time has come
2. To put into practice the program models that have demonstrated the ability to empower individuals who have compulsive and self- destructive behaviors to live healthy, sober creative and productive lives throughout the world..
3. To support and empower other community agencies and groups that share similar purposes in the Tampa Bay Area.

Directors

Definition of Board of Directors

The Board of Directors is that group of persons vested with the management of the business and affairs of this Corporation subject to Florida law, the Articles of Incorporation, and these bylaws. The Board of Directors may delegate the management of the day-to-day operation of the business of the Corporation to committees, staff or the Executive Director (if any), provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction and authority of the Board of Directors.

Qualifications

Each director shall be a citizen of the United States and at least 21 years of age. The members of the Board of Directors shall be appointed by the Board of Directors in accordance with the procedures set forth in these bylaws.

Number of Directors

The board of directors will consist of not less than three (3) nor more than fifteen (15) directors. The initial Board of Directors at the time of incorporation shall consist of five (5) members.

Composition of the Board

At least two 30% of the members of the board of Directors shall be persons who are recovering or recovered substance abusers or represent the substance abuse population. No more than one-third of the Board members may be public officials.

Terms of Directors

Directors shall serve terms of two years unless re-appointed as specified below. When a term expires, the remaining members of the board of directors shall, by majority vote (even though less than a quorum) fill the vacancy.

Board members whose terms have expired may continue serving until they are either re-appointed or until their successors are chosen.

A director may succeed himself or herself in office, and there shall be no limit to the number of consecutive terms a director may serve.

Removal from Office

The Board of Directors, by an affirmative vote of a majority of the directors then in office, may remove any director with or without cause at any regular or special meeting.

Vacancies

Resignations of directors shall become effective immediately or on the date specified in the written notice of resignation given to the President, and vacancies will be deemed to exist as of such effective date.

Any vacancies on the Board of Directors resulting from the death, removal or resignation of a board member or from an increase in the number of directors on the Board may be filled by a

majority vote of the remaining directors, though less than a quorum, and such director so appointed shall serve for the remainder of the term of the directorship so vacated or created. The minutes of the board meeting where the vacancy is filled shall specify the remaining length of the term that is being filled.

Place of Director's Meetings/Meetings by Telephone

Regular meetings of the Board of Directors may be held at any place within or outside the State of Florida that has been designated from time to time by the Board. In the absence of such designation, meetings of the Board shall be held at any place within or outside Florida that has been designated in the notice of the meetings or, if not stated in the notice, or, if there is no notice required, at the principal office of the corporation. Notwithstanding the above, a regular or special meeting of the Board of Directors may be held at any place consented to in writing by all the Board members, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting.

Any meeting, regular or special (including meetings of committees of the board), may be held by conference telephone or similar communications equipment, so long as all directors participating in the meeting can hear one another, and all such directors shall be deemed to be present in person at such meeting.

Annual, Regular and Special Meetings

The Board of Directors shall hold its annual meeting in January of each year for the purpose of appointing directors and electing officers of the corporation, and for the transaction of other business.

Regular meetings of the Board of Directors shall be held a minimum of four (4) times per year, or more frequently as is deemed necessary by the Board of Directors.

Special meetings of the Board may be called by:

1. Any three members of the Board of Directors
2. The President

Notices

Verbal or written notice of the date, time and place of regular meetings of the Board of Directors shall be delivered personally to each director or communicated to each director by telephone, facsimile, express mail service, first-class mail, electronic mail or other means of written communication, with charges prepaid, addressed to the director at the director's address as it is shown upon the records of the Corporation. If such notice is mailed, it shall be deposited in the mail at least ten (10) days prior to the date of the meeting. If such notice is delivered personally or by telephone, fax, Internet, express mail, courier service, or electronic mail it shall be so delivered at least seven (7) business days prior to the date of the meeting.

Verbal notice shall be given to each board member at least twenty-four hours prior to a special meeting with the exception of special meetings held to amend the articles of incorporation or the by-laws, for which advance written notice of ten (10) days shall be required.

Waiver of Notice

Attendance by a director at any meeting of the Board of Directors will constitute a waiver of notice of such meeting except where such Director attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of business because the meeting is not lawfully called or convened.

Quorum

A majority of the incumbent directors (not counting vacancies) shall constitute a quorum for the conduct of business. At Board meetings where a quorum is present, a majority vote of the directors attending shall constitute an act of the Board of Directors unless a greater number is required by the Articles of Incorporation or any provision of these bylaws. Directors may not vote by proxy.

Fees and Compensation

Directors and members of committees may not receive any compensation for their services as directors and committee members as such, but may receive reasonable reimbursement for expenses as may be fixed or determined by resolution of the Board of Directors.

Directors may be compensated for full or part time employment connected with the operation of projects and programs initiated by the corporation separate from the operation of the board of directors, subject to board approval.

Article Three

Officers

Roster of Officers

The Corporation shall have a President, Vice President, Secretary, and Treasurer. A person may hold more than one office. The officers shall also be members of the Board of Directors.

Selection of Officers

All officers shall serve two-year terms. Officers shall be elected by the Board of Directors from the members of the board at the Corporation's annual meeting, or as soon as practical thereafter. Officers shall remain in office until their successor has been selected.

President

The President shall be the chief executive officer of this Corporation and will, subject to the control of the Board of Directors or the Executive Committee (if any), supervise and control the affairs of the Corporation. The President will perform all duties incident to such office and such other duties as may be provided in these bylaws or as may be prescribed from time to time by the Board of Directors. The President shall preside at all board meetings and shall exercise parliamentary control in accordance with Roberts Rules of Order.

Vice President

The Vice President shall act in place of the President in the event of the President's absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required by the board.

Secretary

The Secretary will keep minutes of all meetings, will be the custodian of the corporate records, will give all notices as are required by law or these bylaws, and generally, will perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these bylaws.

Treasurer

The Treasurer will have charge and custody of all funds of this Corporation, will oversee and supervise the financial business of the corporation, will render reports and accountings to the Directors as required by the Board of Directors, and will perform in general all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these bylaws or which may be assigned from time to time by the Board of Directors.

Removal of Officers

The Board of Directors may remove any officer elected or appointed to office whenever in their judgment the best interests of this Corporation will be served.

Article Four **Informal Action**

Waiver of Notice

Whenever any notice whatever is required to be given under the provisions of Florida law, the Articles of Incorporation, or these bylaws, a waiver of such notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in such waiver, will be deemed equivalent to the giving of such notice.

Action by Consent

Any action required by Florida law or under the Articles of Incorporation or by these bylaws, or any action which otherwise may be taken at a meeting of the board of directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed in individual counterparts or collectively by all of the directors in office, and filed with the minutes of the proceedings of the Board.

Article Five **Committees**

Appointment of Committees

The Board of Directors may from time to time designate and appoint one or more standing committees as it sees fit. Such committees shall have and exercise such prescribed authority as is designated by the Board of Directors. No committee shall bind the corporation in a contract or agreement, or expend corporate funds, unless specifically authorized to do so by the Board of Directors.

Article Six **Operations**

Fiscal Year

The fiscal year for this Corporation shall be the calendar year.

Execution of Documents

Except as otherwise provided by law, checks, drafts, and orders for the payment of money of this Corporation shall be signed by those persons who have previously been designated by a Resolution of the Board of Directors.

Contracts, promissory notes, leases, or other instruments executed in the name of and on behalf of the Corporation shall be signed by the President and countersigned by the Secretary (or such other persons who may be so designated from time to time by the Board of Directors).

No contract shall be valid unless it is authorized in advance or ratified after the fact by a properly adopted Resolution of the Board of Directors.

Books and Records

This Corporation will keep correct and complete books and records of account, and will also keep minutes of the proceedings of meetings of the Board of Directors and of any committees. The Corporation will keep at its principal place of business a register giving the names and addresses of the Board of Directors and officers of the Corporation, together with the original certified copy of the Articles of Incorporation and a copy of its Bylaws, including all amendments to either document certified by the Secretary of the Corporation.

Inspection of Books and Records

All books and records of this Corporation may be inspected by any Board member, or his agent or attorney, for any proper purpose at any reasonable time on written demand stating such purpose.

Loans to Management

This Corporation will make no loans to any of its directors, officers or employees.

Amendments

The Board of Directors may adopt Articles of Amendment (amending the Articles of Incorporation). Articles of Amendment must be adopted in accordance with Florida law. The bylaws may be amended at any time by a vote of the majority of directors at a meeting where a quorum is present.

Article Seven **Code of Ethics**

It is imperative to the success of the Corporation that there be a fully informed, responsive, and reasonable Board of Directors. To accomplish this end, each Board member shall conduct themselves at all times in the best interests of the Corporation. In this regard, each Board

member shall abide by the following "Code of Ethics". No code or set of rules can be framed which will particularize all the duties of a board member. The following code of ethics is adopted as a general guide, yet the enumeration of particular duties should not be construed as a denial of the existence of others equally imperative, though not specifically mentioned.

- 1) Board Members shall put forth their best effort to attend all meetings and constructively participate in the same.
- 2) Board Members shall be responsible for insuring that adequate and correct information is presented to their particular constituents.
- 3) Board Members shall neither by commission or omission foster rumors within the community.
- 4) Board Members shall exercise good judgment in the control and use of confidential information that may from time to time come into their possession.
- 5) Each Board Member shall serve as a public relations agent for the Corporation and therefore shall work diligently and properly to promote its goals and objectives while keeping abreast with its overall progress.
- 6) Except for voting at properly called meetings of the Board of Directors, board members shall refrain from entering into the direct day to day administration of the program unless they are doing so upon express authority given to them by properly adopted Resolution of the Board of Directors.
- 7) Board members shall fully disclose at a meeting of the entire board any and all family and/or financial relationships in regard to "any matter" which is recommended to the board upon which the board must vote. "Any matter" includes, but is not limited to: (a) the purchase or rental of goods or property; (b) the provision of direct or indirect financial assistance through investments, grants, contracts, loans or loan guarantees, and (c) the proposed employment of a Board member's immediate family.

"Financial relationship" includes, but is not limited to: any direct or indirect financial interest in the specific sale, lease or transaction, including a commission or fee, or share of the proceeds, the prospect of promotion, a profit, repayment of funds owed

"Family relationship" and "immediate family" includes:

	Husband	Wife
	Father	Father in Law
Mother	Mother in Law	
	Brother	Brother in Law
Sister		Sister in Law
	Son	Son in Law
	Daughter	Daughter in Law

Approval: The Board of Directors may approve such a "self-dealing transaction" if the Board determines that the transaction is in the best interests of, and is fair and reasonable to, this Corporation and, after reasonable investigation under the circumstances, determines that this Corporation could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determinations must be made by the Board, in good faith, with knowledge of the material facts concerning the transaction and the director's interest in the transaction, and by a vote of the majority of the directors then in office, without counting the vote of the interested director or directors.

Article Eight
Public Statements

Authority to Make Statements. No person, except for the President or the Executive Director (if one has been appointed by the Board of Directors) shall be authorized to make any public statements, whether written or oral, purporting to represent the official policy, position, or opinion of this Corporation, without first having obtained the approval of the Board of Directors.

Limitation on Statements. Any person who is authorized to make any public statement, whether written or oral, purporting to represent the official policy, position, recommendation or opinion of the Corporation, shall first make it clear that he or she is representing the Corporation. Thereafter, throughout the entire presentation, he or she shall confine his/her presentation only to those matters that have been properly approved by the Corporation. He or she shall not, at the same time, present any statement purporting to represent any other firm, group, or organization or purporting to represent his or her own personal views.

Article Nine
Members

The Corporation shall not have any members.

CERTIFICATION

I hereby certify that these bylaws were adopted by the Board of Directors at their meeting held on _____, 2002.

Secretary _____

Chapter 1
A New Creation

i Alcoholics Anonymous Comes of Age pg. 232