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TRANSMITTAL LETTER

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

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SUBJECT: 24-SEVEN YOUTH DEVELOPMENT NETWORK, 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 of
Status

ADDITIONAL COPY REQUIRED

FROM: ADAM KLAUBER, ESQ
Name (Printed or typed)

8751 W. BROWARD BLVD # 410
Address

PLANTATION, FL 33324
City, State & Zip

(954) 424-9666
Daytime Telephone number

02 FEB - 1 PM 12: 10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

NOTE: Please provide the original and one copy of the articles.

*New MP
9/2/02
28*

24-SEVEN YOUTH DEVELOPMENT NETWORK, INC.

(A Corporation Not For Profit)

ARTICLES OF INCORPORATION

We, the undersigned, hereby associate ourselves together for the purposes of becoming incorporated under Chapter 617, Florida Statutes, 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 I – NAME AND PLACE OF BUSINESS

The name of this Corporation shall be 24-Seven Youth Development Network and shall conduct its operations and its place of business principally within the United States, and incidentally outside the territory of the United States as may be determined by the by-laws except as restricted herein. The principal office of this corporation is to be located in the city of Fort Lauderdale, Broward County.

ARTICLE II - REGISTERED RESIDENT AGENT

The name of the registered agent of this corporation at the registered office of this corporation shall be: Sylvia C. Carroll, 5024 Chardonnay Drive, Coral Springs, Florida 33067.

ARTICLE III – PURPOSES

The purposes for which this corporation is organized are:

- a. Exclusively for charitable, and educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law;
- b. To engage in any and all lawful activities which are incidental to the foregoing purposes except as restricted herein;
- c. To do any and all lawful things for all objectives which are religious, charitable, scientific, literary or educational, as described, permitted, and limited as tax exempt purposes pursuant to Section 501 (c)(3) of the above described Code;
- d. To make contributions to any organization described in Section 501 (c) and (d) of the above described Code with the exception of organization testing for public safety;
- e. To do all lawful things in promotion of social welfare of the people in the community and to bring about civil betterments and social improvements with all methods

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

allowed an organization tax exempt as a social welfare organization, as described, permitted and limited pursuant to the Section 501 (c)(3) of the above described Code.

ARTICLE IV – POWERS

Section 1 - This corporation is to have any and all power to do any and all things necessary to expedite and carry out all the purposes and objectives of this corporation and as may be determined by the Board of Directors and subject to the by-laws and to possess all rights, privileges and immunities, and to enjoy all benefits granted corporations under the laws of the State of Florida provided that such powers are in furtherance of the tax exempt purposes of the Articles of Incorporation herein.

Section 2 - This corporation shall not be operated for the purpose of carrying on a trade or business for profit or otherwise engage in any activities which deny tax exemption pursuant to Section 502 of the Code as herein described.

Section 3 - This corporation shall not engage in any transaction described and prohibited in Section 503 and 504 of the Code as herein described and pursuant thereto:

- a. Any other provisions of this instrument, notwithstanding, the directors, shall distribute its income for each taxable year at which time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws;
- b. Any other provisions of this instrument notwithstanding the officers and directors shall not engage in any act of self dealing as defined in Section 4941(d) of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws, nor retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws; nor make any investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code of 1964, or corresponding provisions of any subsequent federal tax laws; nor make any taxable expenditures as defined in Section 4945(d) of any subsequent tax laws.
- c. 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 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.

- d. Any and all funds, property or assets of the corporation may be contributed only for the purposes of this corporation, including contributions to similar tax exempt organizations with similar purposes and similar organizations not declared tax exempt but with similar purposes provided that this corporation retains control and discretion over the funds, property or assets so contributed to said organization not declared tax exempt;
- e. No other contributions shall be distributed to any person or persons except to the needy or indigent provided that adequate records and case histories are made of the recipient according to the traditional standards of social service which shall not be less than those of a local tax exempt United Fund Agency or those standards approved by the Office of Economic Opportunity, its successor agency, nor any agency with the same or similar objectives and purposes.

Section 4 - This corporation may organize corporations and associations and otherwise make all necessary and proper stipulations, agreements, contracts and other arrangements, with other corporations and associations, for partnership, joint- subsidiaries, joint- ventures and for other cooperative relationships, for means of carrying out any and all of the purposes and objectives of this corporation including, but not limited to, the use of the same officers, personnel, methods, means and agencies, provided that:

- a. Such arrangements and operations would not put this corporation, officers and directors in violation of the other provisions of these articles of incorporation.
- b. Such arrangements would not destroy the separate legal identities or make one corporation or association the mere agent or instrument of the other corporation or association.

Section 5 - This corporation shall do any activity permitted an action organization tax exempt as a social welfare organization pursuant to Section 501 (c)(3) of the above described Code,

provided funds or contributions received by this corporation for purposes pursuant to purposes described in Section 501 (c)(3) of the above described Code shall not be used or distributed in any activities prohibited for organizations tax exempt pursuant to Section 501 (c)(3) nor under applicable federal, state or local laws.

Section 6 - Notwithstanding any provisions of these Articles of Incorporation, this corporation shall not have to exercise any power nor shall it directly or indirectly engage in any activity that would:

1. Prevent it from obtaining exemption from taxation, or;
2. Cause it to lose exempt status as a corporation described in Section 501 (c)(3) of the Internal Revenue Code as now enforced or hereafter amended.

ARTICLE V – DISSOLUTION

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State or local government for exclusive public purpose.

ARTICLE VI – TERM OF EXISTENCE

This corporation not for profit shall have perpetual existence.

ARTICLE VII – MEMBERSHIP

Membership of this corporation shall consist of those persons, associations, and corporations, pursuant to and as provided in the by-laws. The names, addresses and residence of the persons who shall serve as members until otherwise provided for in the by-laws is set forth in Article VIII of these Articles of Incorporation.

The qualifications of members, their manner and admission, conditions, and regulations of membership and the rights of other privileges of the classes of members shall be determined and fixed by the by-laws. A written declaration to cooperatively work to achieve the objectives herein specified in these Articles shall be the primary qualification of members. An applicant for membership shall be entitled to admission to membership after having filed the required written declaration with the Secretary of this corporation and after approval of a majority of the Board of Directors.

ARTICLE VIII – BOARD OF DIRECTORS

Section 1 - This corporation shall be operated and governed by a Board of Directors. The by-laws may provide another name for the Board of Directors and shall otherwise provide for the extent and limits of their powers, duties, and privileges, and further, shall provide for the manner of appointment, qualification or election and other matters relating thereto, subject to restrictions herein, including:

- a. The number of Directors may be provided for in the by-laws but shall at all times not be less than three;
- b. The Directors may only recommend, with the membership to determine reasonable compensation for services rendered pursuant to these Articles of Incorporation and as set forth in the by-laws.

The Board of Directors shall have power to make, alter, or rescind all such by-laws and regulations to rule the business of the corporation as will not be inconsistent with these Articles, or of the laws of the State of Florida.

Section 2 – Each association or corporation who is a member shall select one of its members or representatives as provided for in the by-laws to serve on the Board of Directors. The names and addresses of those Directors who are to serve until the first annual meeting or as otherwise provided for in the by-laws are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Dr. Denise St. Patrick-Bell	1460 N.W. 126 th Avenue Sunrise, Florida 33323
Sylvia C. Carroll	5024 Chardonnay Drive Coral Springs, Florida 33067
Norman Showers	4305 N.E. 67 th Way Coral Springs, Florida, 33067
Reverend Wayne Lomax	The Fountain of Pembroke Pines 1900 N. University Drive, Suite 208 Pembroke Pine, Florida 33024

ARTICLE IX – OFFICERS

The officers of this corporation shall consist of those persons with title positions, as provided for in the by-laws and further, by-laws shall provide for the extent and limits of powers and duties and responsibilities, their manner of qualification, election and manner of appointment, and other matters relating thereto. The names and places of residence of the

persons who shall serve as officers until the first annual meeting or as otherwise provided for in the by-laws are as follows:

<u>OFFICE</u>	<u>NAME</u>	<u>ADDRESS</u>
Chairperson	Sylvia C. Carroll	5024 Chardonnay Drive Coral Springs, Florida 33067
Vice Chairperson	Norman Showers	4305 Northeast 67 th Way Coral Springs, Florida 33067
Treasurer	Reverend Wayne Lomax	The Fountains of Pembroke Pines 1900 North University Drive Suite 208 Pembroke Pines, Florida 33024

ARTICLE X – AMENDMENTS

Amendments to the Articles of Incorporation or to the by-laws may be proposed by any Director or member at any regular or special meeting of the Board of Directors of the membership to be presented at the next regular meeting of the Board of Directors, or at a meeting, properly called and noticed, as provided by the by-laws. Amendments shall be made or altered by two-thirds of the Directors or members present at such meeting.

Amendments to the Articles of Incorporation shall be forwarded to and approved by the Secretary of State of Florida before the same shall become effective.

ARTICLE XI – INCORPORATOR

The name and address of the incorporator are: Sylvia C. Carroll, 5024 Chardonnay Drive, Coral Springs, Florida 33067.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation on this 24 day of January, 2002.

Sylvia C. Carroll 1/24/02
Sylvia C. Carroll date

Wayne Lomax 1-24-02
Reverend Wayne Lomax date

Norman Showers 1-24-02
Norman Showers date

STATE OF FLORIDA
COUNTY OF BROWARD

Before me, a notary public authorized to take acknowledgements in the State and County set forth above, personally appeared, Sylvia C. Carroll, Wayne Lomax and Norman Showers, who are personally known to me or who have produced identification and known by me to be the persons who executed the foregoing Articles of Incorporation, and acknowledged before me the signing of said Articles of Incorporation.

In witness whereof, I have set me hand and affixed my seal, in the State and County set forth above on this 24 day of January, 2002.

Marie A. Cooper
Notary Public
My Commission Expires:

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

Sylvia C. Carroll
Sylvia C. Carroll / Registered Agent
and Incorporator

