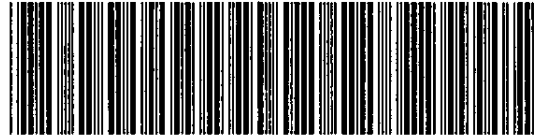


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FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 17, 2016

TARUAS PUGH / YOUNG ENTREPRENEURS CHAMBER OF COMMERCE
4205 12TH ST WEST
LEHIGH, FL 33971 US

SUBJECT: YOUNG ENTREPRENEURS CHAMBER OF COMMERCE
CORPORATION
Ref. Number: N16000008474

We have received your document for YOUNG ENTREPRENEURS CHAMBER OF COMMERCE CORPORATION and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You can not file new articles of incorporation. The ones you filed originally will always be the articles of incorporation. You can file amended and restated articles. Please amend your document accordingly.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Carolyn Lewis
Regulatory Specialist II

Letter Number: 816A00022296

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: YOUNG ENTREPRENEURS CHAMBER OF COMMERCE

DOCUMENT NUMBER: N1600008474

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

TARUAS PUGH
(Name of Contact Person)

YOUNG ENTREPRENEURS CHAMBER OF COMMERCE
(Firm/ Company)

4205 12TH STREET WEST
(Address)

LEHIGH FL 33971
(City/ State and Zip Code)

UASTAR@ICLOUD.COM
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

TARUAS PUGH at 239 8787130
(Name of Contact Person) (Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|--|--|--|
| <input type="checkbox"/> \$35 Filing Fee | <input checked="" type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input type="checkbox"/> \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is Enclosed) |
|--|--|--|--|

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

SECRETARY OF STATE
DIVISION OF CORPORATIONS

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AMENDED & RESTATED ARTICLES OF INCORPORATION

#N1600008474

ARTICLE I

NAME

1.01 Name

The name of this corporation shall be **YOUNG ENTREPRENEURS CHAMBER OF COMMERCE**, ^{Inc.} The business of the corporation may be conducted as **YOUNG ENTREPRENEURS CHAMBER OF COMMERCE, Corporation**

ARTICLE II

DURATION

2.01 Duration

The period of duration of the corporation is perpetual.

ARTICLE III

PURPOSE

3.01 Purpose

YOUNG ENTREPRENEURS CHAMBER OF COMMERCE is a non-profit corporation and shall operate exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. **YOUNG ENTREPRENEURS CHAMBER OF COMMERCE'S** purpose is to provide entrepreneurial resources for entrepreneurs promoting education, camaraderie, community involvement, access to resources and an opportunity for growth. We will support entrepreneurs through all stages of business development.

ARTICLE IV

NON-PROFIT NATURE

4.01 Non-profit Nature

YOUNG ENTREPRENEURS CHAMBER OF COMMERCE is organized exclusively for charitable and educational 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 corresponding section of any future federal tax code. No part of the net earnings of **YOUNG ENTREPRENEURS CHAMBER OF COMMERCE** 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 the purpose clause hereof.

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YOUNG ENTREPRENEURS CHAMBER OF COMMERCE is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

4.02 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of **YOUNG ENTREPRENEURS CHAMBER OF COMMERCE** of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

4.03 Dissolution

Upon termination or dissolution of the **YOUNG ENTREPRENEURS CHAMBER OF COMMERCE**, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the **YOUNG ENTREPRENEURS CHAMBER OF COMMERCE** hereunder shall be selected by the discretion of a majority of the managing body of the **YOUNG ENTREPRENEURS CHAMBER OF COMMERCE**, and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the **YOUNG ENTREPRENEURS CHAMBER OF COMMERCE** by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Florida.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Florida to be added to the general fund.

4.03 Prohibited Distributions

No part of the net earnings, or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, 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, Section 3.01.

4.04 Restricted Activities

No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

4.05 Prohibited Activities

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V

BOARD OF DIRECTORS

5.01 Governance

YOUNG ENTREPRENEURS CHAMBER OF COMMERCE shall be governed by its board of directors.

5.02 Initial Directors

The initial directors of the corporation shall be **Taruas A. Pugh, Natasha Pointer, and Georges Jean Robens.**

ARTICLE VI

MEMBERSHIP

6.01 Membership

YOUNG ENTREPRENEURS CHAMBER OF COMMERCE shall have members. Any person, association, corporation, partnership or estate having an interest in the objectives of the organization shall be eligible to apply for membership.

ARTICLE VII

AMENDMENTS

7.01 Amendments

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

ARTICLE VIII

ADDRESSES OF THE CORPORATION

8.01 Corporate Address

The	physical	address	of	the	corporation	is:
4205	12th	street	west	Lehigh	FI	33971
The	mailing	address	of	the	corporation	is:
4205 12th Street West Lehigh FI 33971						

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DIVISION OF CORPORATIONS

ARTICLE IX

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Appointment of registered agent

9.01 Registered Agent

The registered agent of the corporation shall be:

**Taruas A. Pugh
4205 12th Street West
Lehigh FL 33971**

ARTICLE X

INCORPORATOR

The incorporator of the corporation are as follow:

**Taruas A. Pugh
4205 12th Street West
Lehigh FL 33971**

Certificate of Amended & Restated Adoption of Articles of Incorporation

We, the undersigned, do hereby certify that the above stated Amended and Restated Articles of Incorporation of **YOUNG ENTREPRENEURS CHAMBER OF COMMERCE** were approved by the board of directors on October 27, 2016 and constitute a complete copy of Articles of Incorporation of the **YOUNG ENTREPRENEURS CHAMBER OF COMMERCE**.

Taruas A. Pugh
4205 12th Street West
Lehigh FL 33971

Natasha Pointer
Lehigh FL 33971

Georges Jean Robens
1190 Reserve Way Apt. 201
Naples, FL 34105

Acknowledgment of consent to appointment as registered agent

I, **Taruas A. Pugh**, agree to be the registered agent for **YOUNG ENTREPRENEURS CHAMBER OF COMMERCE** as appointed herein.

Registered Agent **Taruas A. Pugh**

Date: 10/27/2016