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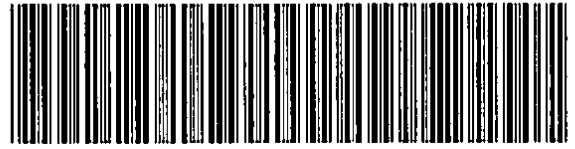
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SECRETARY OF STATE  
TALLAHASSEE, FL

2021 JUN 28 PM 2:05

FILED

*Restated Articles*

JUL 22 2021

D CUSHING

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

**SUBJECT:** You Touch Africa – USA Inc  
CORPORATE NAME

Enclosed are an original and one (1) copy of the restated articles of incorporation and a copy of your letter number 621A00010320 dated May '17, 2012

Please return all correspondence concerning this matter to the following:

William J. Beringer III  
Name (Printed or typed)

649 Sweet Orange Terrace  
Address

Saint Augustine, Fl 32092  
City, State & Zip

904-687-8839  
Daytime Telephone number

youtouchafricausa@yahoo.com  
E-mail address: (to be used for future annual report notification)

FILED  
2021 JUN 28 PM 2:05  
SECRETARY OF STATE  
TALLAHASSEE, FL

For further information concerning this matter, please call:

Mary Ellen Davidson (Secretary) at 904-868-9804  
(Name of Contact Person) (Daytime Telephone Number)



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

May 17, 2021

WILLIAM J BERINGER III  
649 SWEET ORANGE TERR  
ST AUGUSTINE, FL 32092

SUBJECT: YOU TOUCH AFRICA - USA INC.  
Ref. Number: N20000011393

We have received your document for YOU TOUCH AFRICA - USA INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Entities may file using only the entity's name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing an application and submitting the appropriate fees to this office.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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

Terri J Schroeder  
Supervisor

Letter Number: 621A00010320

RECEIVED  
2021 JUN -7 PM 3:17



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

June 12, 2021

WILLIAM J BERINGER III  
649 SWEET ORANGE TERR  
ST AUGUSTINE, FL 32092

SUBJECT: YOU TOUCH AFRICA - USA INC.  
Ref. Number: N20000011393

We have received your document for YOU TOUCH AFRICA - USA INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please accept our apology for failing to mention this in our previous letter.

The date of adoption of each amendment must be included in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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

Diane Cushing  
Senior Section Administrator

Letter Number: 921A00013075

**RESTATED ARTICLES OF INCORPORATION**  
In compliance with Chapter 617, F.S. (Not for Profit)

**FILED**  
2021 JUN 28 PM 2:05  
SECRETARY OF STATE  
TALLAHASSEE, FL

1. **NAME.** The name of the corporation is: You Touch Africa – USA Inc.
2. **RESTATED ARTICLES.** The text of the Restated Articles is as follows:

**ARTICLE I**  
**NAME**

**1.01 Name**

The name of this corporation shall be You Touch Africa – USA Inc.

**ARTICLE II**  
**DURATION**

**2.01 Duration**

The period of duration of the corporation is perpetual.

**ARTICLE III**  
**PURPOSE**

**3.01 Purpose**

You Touch Africa – USA Inc. 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.

You Touch Africa – USA Inc. is a charitable organization fundraising to develop sustainable projects and activities that assist in the relief of financial hardship and improve the health, welfare and education of the disadvantaged people of Africa.

**3.02 Non-Profit**

You Touch Africa – USA Inc. is designated as a non-profit corporation.

## **ARTICLE IV**

### **NON-PROFIT NATURE**

#### **4.01 Non-profit Nature**

You Touch Africa – USA Inc. 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 You Touch Africa – USA Inc. 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.

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

You Touch Africa – USA Inc. 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 You Touch Africa – USA Inc. 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 You Touch Africa – USA Inc., 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 You Touch Africa – USA Inc. hereunder shall be selected by the discretion of a majority of the managing body of the You Touch Africa – USA

Inc. 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 You Touch Africa – USA Inc. 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.

#### **4.04 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.

#### **4.05 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.

#### **4.06 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**

You Touch Africa – USA Inc. shall be governed by its board of directors.

## **5.02 Initial Directors**

The directors will be elected, maintained, and appointed in accordance with the corporation's bylaws. The corporation's initial directors are as follows:

Daunia Kellamis (President)  
5368 S. Island Drive, NW  
Canton, OH. 44718 US

William J. Beringer III (Treasurer)  
649 Sweet Orange Terrace  
Saint Augustine, FL 32092 US

Mary Ellen Davidson (Secretary)  
1125 Inverness Dr.  
Saint Augustine, FL 32092 US

## **ARTICLE VI MEMBERSHIP**

### **6.01 Membership**

You Touch Africa – USA Inc. shall have no members. The management of the affairs of the corporation shall be vested in a board of directors, as defined in the corporation's bylaws.

## **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 address of the corporation is:

You Touch Africa – USA Inc.  
William J Beringer III  
649 Sweet Orange Terrace  
Saint Augustine, FL 32092



The mailing address of the corporation is:

You Touch Africa – USA Inc.  
William J Beringer III  
649 Sweet Orange Terrace  
Saint Augustine, FL 32092

**ARTICLE IX**  
**APPOINTMENT OF REGISTERED AGENT**

**9.01 Registered Agent**

The registered agent of the corporation shall be:

William J Beringer III  
649 Sweet Orange Terrace  
Saint Augustine, FL 32092

**ARTICLE X**  
**INCORPORATOR**

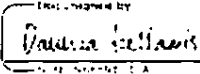
The incorporators of the corporation are as follow:

William J Beringer III  
649 Sweet Orange Terrace  
Saint Augustine, FL 32092

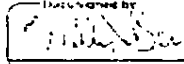
**CERTIFICATE OF ADOPTION OF ARTICLES OF INCORPORATION**

We, the undersigned, do hereby certify that the above stated Articles of Incorporation of You Touch Africa – USA Inc. were approved by the board of directors on 10, 09, 2020 and constitute a complete copy of Articles of Incorporation of the You Touch Africa – USA Inc.

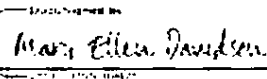
Damia Kellamis, President  
5368 S. Island Drive, NW  
Canton, OH 44718  
Date: 10/12/2020

Signature:  \_\_\_\_\_  
Executed by  
DAmia Kellamis  
President

William J Beringer III, Treasurer  
649 Sweet Orange Terrace  
Saint Augustine, FL 32092  
Date: 10/28/2020

Signature:  \_\_\_\_\_  
Executed by  
William J Beringer III  
Treasurer

Mary Ellen Davidson, Secretary  
1125 Ivenness Drive  
Saint Augustine, FL 32092  
Date: 10/14/2020

Signature:  \_\_\_\_\_

3. OFFICERS AND/OR DIRECTORS are not being amended.

4. REGISTERED AGENT is not being amended.

5. ARTICLE CONSOLIDATION.


These adopted restated articles of incorporation supersede the original articles of incorporation and all amendments to them.

6. REQUIRED ADOPTION INFORMATION.

There are no members. These restated articles of incorporation were adopted by the board of directors on Oct 9, 2020.

***I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.***

Dated: 6/24/2021

Signature:  \_\_\_\_\_  
(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee or other court appointed fiduciary by that fiduciary)

\_\_\_\_\_  
Mary Ellen Davidson

(Typed or printed name of person signing)

\_\_\_\_\_  
Secretary, You Touch Africa – USA Inc.

(Title of person signing)