

N 99000006522

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

Subject: ORLANDO YOUTH ENRICHMENT PROGRAM, INC.

FROM: Walter F. Gibson
1700 Woodbury Road A-203
Orlando, FL 32828

Enclosed are an original and one copy of the articles of incorporation and a check for Eighty-seven Dollars and fifty cents.

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*****87.50 *****87.50

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH NOV 13 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 25, 1999

WALTER F. GIBSON
1700 WOODBURY RD., A-203
ORLANDO, FL 32828

SUBJECT: ORLANDO YOUTH ENRICHMENT PROGRAM, INC.
Ref. Number: W99000024549

We have received your document for ORLANDO YOUTH ENRICHMENT PROGRAM, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the entity must be identical throughout the document.

You must list the corporation's principal office and/or a mailing address in the document.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return the original and one copy of 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) 487-6927.

Tracy Smith
Document Specialist

Letter Number: 699A00051210

**ARTICLE OF INCORPORATION
OF
ORLANDO YOUTH ENRICHMENT PROGRAM, INC.**

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a non-profit Corporation under Chapter 617 of the Florida Statutes.

ARTICLE 1 – NAME

The name of the Corporation is Orlando Youth Enrichment Program, Inc., (hereinafter "Corporation.")

ARTICLE 2 – PURPOSE OF CORPORATION

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, as the making of distributions to organizations that qualify as tax exempt organizations under section 501(c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE 3 – PROHIBITIONS

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 Second hereof. No substantial part of 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, the corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from corresponding section of any future federal tax code.

ARTICLE 4 – OFFICERS

The Directors shall be elected by a majority vote of the Members of this Corporation. The officers of the Corporation shall be:

President:	Walter F. Gibson
Vice President:	Brett Cooper
Secretary:	Raymond Montero
Treasurer:	Walter F. Gibson

whose addressees shall be the same as the principal address of the corporation.

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ARTICLE 5 – PRINCIPAL OFFICE

The address of the principal office of this Corporation is 1700 Woodbury Road A-203 Orlando, Fl. 32828 and the mailing address is the same.

ARTICLE 6 – INCORPORATOR

The name and street address of the incorporator of the Corporation is Walter F. Gibson whose address shall be the same as the principal office of the Corporation.

ARTICLE 7 – DIRECTORS

The Directors of the Corporation shall be:

**Brett Cooper
Raymond Montero
Walter F. Gibson**

whose address shall be the same as the principal address of the corporation.

ARTICLE 8 – TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 9 – CAPITAL STOCK

This Corporation shall have no capital stock and shall be composed of members rather than shareholders.

ARTICLE 10 – QUALIFICATIONS OF MEMBERSHIP

The categories of membership, qualifications for membership and the manner of admission shall be as set forth in and regulated by the By Laws of the Corporation.

ARTICLE 11 – VOTING RIGHTS

Members of the Corporation will have such voting rights as are provided in the By Laws of the Corporation.

ARTICLE 12 – LIABILITIES FOR DEBTS

Neither the members nor the members of the Board of Directors of officers of the Corporation shall be liable for the debts of the Corporation.

ARTICLE 13 – EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 14 – AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Members, and approved at a members meeting by a majority of the Members, unless all the Directors and all the Members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE 15 – INDEMNIFICATION

The corporation shall identify a director or officer of the corporation who was wholly successful, on the merit or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the corporation against responsible attorney fees and expenses incurred by the director or officer in the connection with the proceeding. The corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of director that indemnification of the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employee and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these

Articles of Incorporation to “director”, “officer”, “employee” and “agent” shall include the heirs, estates, executors, administrators and personal representatives of such persons.

ARTICLE 16 – DISSOLUTION

Upon 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, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for public purpose. Any such assets not so disposed of shall be disposed of by Court of Competent Jurisdiction 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.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement is designating the registered agent, in the State of Florida.

1. The name of the corporation is:

ORLANDO YOUTH ENRICHMENT PROGRAM, INC.

The name of and address of the registered agent and office is:

Walter F. Gibson
1700 Woodbury Road A-203
Orlando, Fl. 32828

HAVING BEEN NAMED AS REGISTER AGENT AND TO ACCEPT SERVICE OF PROCESSES FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATION IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: Walter Gibson

DATE: 11-1-99

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