

N99000007242
TRANSMITTAL LETTER

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

300002984663--8
-09/13/99-01040-018
*****88.50 *****88.50

SUBJECT: FuturePoint Inc.
(Proposed corporate name - must include suffix)

FILED
99 DEC -9 AM 8:18
TALLAHASSEE, FL 32314
SECRETARY OF STATE

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

ADDITIONAL COPY REQUIRED

FROM: KEITH O'BRIEN
Name (Printed or typed)

1215 SE 2ND ST.
Address

FT. LAUDERDALE, FL. 33301
City, State & Zip

954 522-7091
Daytime Telephone number

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

~~12-9~~
we



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 20, 1999

KEITH O'BRIEN
1215 SE 2ND ST.
FT. LAUDERDALE, FL 33301

SUBJECT: FUTUREPOINT, INC.
Ref. Number: W99000021608

We have received your document for FUTUREPOINT, INC. and your check(s) totaling \$88.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

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) 487-6995.

Wanda Cunningham
Document Specialist

Letter Number: 099A00046063

ARTICLES OF INCORPORATION

OF

FuturePoint, Inc.

A Florida Non-Profit Corporation

FILED
99 DEC -9 AM 8:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, am a citizen of the United States, and I am a natural person of at least the age of 18 years and competent to contract, desiring to form a not-for-profit corporation pursuant to the Not-for -Profit Corporation Law of the State of Florida, do hereby certify:

ARTICLE ONE

The name of the Corporation is FuturePoint, Inc.

ARTICLE TWO

The Corporation shall have perpetual existence.

ARTICLE THREE

The Corporation is a corporation as defined in Part I, Chapter 617, Florida Statutes, the Not-for-Profit Corporation Law of the State of Florida in that it is not formed for pecuniary profit or financial gain, and no part of the assets, income or profit of the Corporation is distributable to, or inures to the benefit of its members, directors or officers or any private person except to the extent permissible under the Not-for-Profit Corporation Law.

ARTICLE FOUR

GENERAL AND SPECIFIC PURPOSES

1. The specific and primary purposes for which the Corporation is formed are to operate exclusively for charitable, scientific and educational purposes:

- A. By engaging directly in the support of such purposes;
- B. By making distributions to other organizations for use in support of such purposes;
- C. To encourage, solicit, receive and administer gifts and bequests of property

and funds for scientific, educational and charitable purposes, all for the advancement of educational objectives; and to that end to take and hold, either absolutely or in trust for any of said purposes, funds and property of all kinds, subject only to any limitations or conditions imposed by law or the instrument under which received; to buy, sell, lease, convey and dispose of any such property and to invest and reinvest any proceeds and other funds, and to deal with and expend the principal and income for any of said purposes; to act as trustees; and, in general, to exercise any and all powers, including trust powers, which a corporation non-for-profit organized under the laws of Florida for the foregoing purposes can be authorized to exercise;

D. Upon specific approval of the Board of Directors, the Corporation may borrow such sums, on such terms and with such security if any, as may be prescribed in such approval, but no trust asset may be pledged or committed in a manner that would violate the trust under which said assets are held; and

E. To engage in any and all lawful activities incidental to the foregoing purposes, except as restricted herein.

2. The Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status (1) as a corporation which is exempt from Federal Income Taxation as an organization described in Section 501(c)(2) of the Internal Revenue Code of 1954.

3. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, 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 Four hereof.

4. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except to the extent authorized by Section 501(l) of the Internal Revenue Code of 1954, during any fiscal year or years in which the Corporation has chosen to utilize the benefits authorized by that statutory provision); nor shall it in

any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office; nor shall the Corporation engage in any activities that are unlawful under applicable federal, state or local laws.

5. The Corporation shall not operate for the purpose of carrying on a trade or business for profit.

6. The territory in which the Corporation's operations are principally to be conducted in the United States of America; the Corporation also may conduct operations in foreign countries, subject, however, to the laws of the State of Florida.

7. The specific purpose(s) for which the corporation is organized is (are) The purpose of the organization is to improve the educational, awareness and leadership skills of young adults. We aim to empower youth to take full personal responsibility for their futures and to give them the tools to move forward with confident expectancy beyond the academic community and into the world community. We will achieve our these goals by providing the following programs and services:

a) **THE EDGE Life Skills Camps-** 2 ½ day overnight experiential workshops will be offered to young adults that are between 10th grade and the beginning of their first year of college, or otherwise those that are 16-19 years old. These young adults can expect and immediate and long lasting improvement in self-awareness, communication and interpersonal skills and scholastic studies.

b) **WWW Online Youth Community-** An online community will bring like-minded young adults together from all over the world to share ideas, visions, resources, challenges and opportunities. The site will provide such services as discussion groups, peer counseling, recommending reading, educational games, job & interning opportunities & articles about achieving youth.

c) **Graduate & Support Programs-** The following services will be available starting

within the first 18 months of inception: Graduate Programs (Annual Summer Educational Entertainment Festival), Career Counseling, THE EDGE follow up programs offered through partnership with other youth focused organizations.

ARTICLE FIVE

QUALIFICATION OF MEMBERS AND MANNER OF THEIR ADMISSION

Persons qualified for membership in the Corporation are those who have demonstrated a genuine interest in the advancement of the purposes and objectives of the Corporation and have demonstrated ability to contribute as an individual to such purposes and objectives. Admission to membership shall be obtained by submitting an application in such form and under such procedures as shall be prescribed by and set forth in the By-Laws. The Board of Directors, by resolution, may establish different categories of active membership, associate membership, and such other categories as may be deemed proper from time to time and provided for in the By-Laws. Voting rights and privileges of classes of membership, their respective duties and responsibilities, their liability for dues and assessments, and the method of collection thereof, shall be set forth in the By-Laws.

ARTICLE SIX

SUBSCRIBERS

The name(s) and residence(s) of the subscriber(s) is/are as follows:

Keith O'Brien
1215 SE 2 Street
Ft. Lauderdale, FL 33301

ARTICLE SEVEN

MANAGEMENT OF CORPORATE AFFAIRS

1. The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors (the "Board"), the number of which is to be no more than 25 and no less than three. Members of the Board shall be elected at the annual meeting of the

Corporation, provided, however, that vacancies occurring during the interim may be filled by majority vote of the remaining members of the Board.

2. The number of persons constituting the first Board of Directors shall be three and the names and addresses of the persons who are to serve as Directors until the first election thereof is as follows:

Keith O'Brien
1215 SE 2nd Street
Ft. Lauderdale, FL 33301

Jackie Woodside
133 East Main Street, #3
Westboro, MA 01581

Alexander I. Tachnes, P.A.
100 SE 2nd Street, Suite 3920
Miami, FL 33131

3. The affairs of the Corporation shall be executed and managed by the following officers: President, Vice President, Secretary and Treasurer. The offices of one or more may be combined. The President shall serve as Chair of the Board of Directors and Vice President shall serve as Vice Chair unless otherwise provided by action of the Board of Directors. The Directors shall have the power to add further officers as may be deemed necessary from time to time by amendment of the By-Laws of the Corporation. The officers of the Corporation shall be elected by the Board of Directors at its meeting following the first annual meeting of the general membership and hereafter annually at the same time of each ensuing year. Vacancies of officers may be filled by the Board of Directors when such vacancies occur. The names of the officers who are to serve until the first election under the Articles of Incorporation are:

President/Vice President/Secretary/Treasurer - Keith O'Brien

ARTICLE EIGHT

BY-LAWS

The By-Laws of the Corporation shall be adopted at the first meeting of the Board

of Directors following the first annual meeting of the Corporation. Thereafter, said By-Laws may be modified, altered, rescinded, added to or new By-Laws may be adopted by a majority vote of those members of the Board of Directors present at any regular or special meeting called for that purpose.

ARTICLE NINE

Upon the dissolution of the Corporation, the Board of Directors, after making provision for the payment of all of the liabilities of the Corporation, shall arrange for the distribution of all of the assets of the Corporation as follows: exclusively for the tax-exempt purposes of the Corporation, either by direct distribution or by distribution to one or more organizations, contributions to which are deductible under Section 170(c) of the Internal Revenue Code of 1954, as the Board of Directors may determine, and, if required by state law, subject to an order of a judge of the Circuit Court of the State of Florida. Any of such assets not so distributed within a reasonable period of time after the dissolution of the Corporation shall be disposed of in accordance with the direction of any court having jurisdiction in the county in which the principal office of the Corporation last was located, exclusively in such manner as in the judgment of such court will best accomplish the purposes for which the Corporation was organized.

ARTICLE TEN

All references herein to provisions of the internal Revenue Code of 1954 shall be deemed to include both amendments thereto and statutes which succeed such provisions (i.e., the corresponding provisions of future United States Internal Revenue laws).

ARTICLE ELEVEN

The principal office of the Corporation is to be located at 1215 SE 2 Street, Ft. Lauderdale, FL 33301.

ARTICLE TWELVE

AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by a majority vote of the general

membership of the Corporation with the concurrence of the Florida Board of Regents.

ARTICLE THIRTEEN

The name and address of the Corporation's registered agent is:

Keith O'Brien
1215 SE 2 Street
Ft. Lauderdale, FL 33301

ARTICLE FOURTEEN

Every Director, officer and employee of this Corporation shall be indemnified by the corporation against all reasonable expenses and liabilities, including attorneys' fees, reasonably incurred or imposed upon them in connection with any proceeding to which they may be a party, or in which they may become involved, by reason of their being or having been a Director, officer or employee of this Corporation, or any settlement thereof, whether or not they are a Director, officer or employee at the time such are incurred, except in such cases where the Director, officer, employee or agent is adjudged guilty of willful malfeasance or misfeasance in the performance of duties; provided that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interests of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Directors, officers or employees shall be entitled.

Notwithstanding the foregoing, the Board of Directors shall have the power to consolidate the representation of individual Directors, officers and employees so that the Corporation shall not incur unreasonable attorneys' fees and other costs. Prompt written notice, by registered mail, of all claims for which indemnification is or may be sought shall be given to the Corporation and no settlement of any such claim shall be entered into without reasonable prior written notice by registered mail having been given to the Corporation.

IN WITNESS WHEREOF, I, the Incorporator, have hereunto signed my name this ____ day of August, 1999.

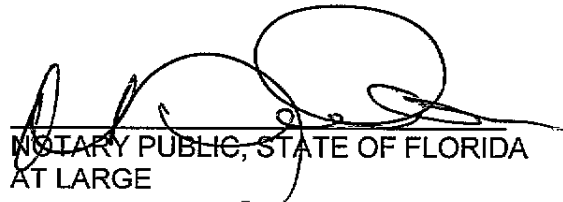

Keith O'Brien

164 56 1755

STATE OF FLORIDA)
)
COUNTY OF BROWARD) ss

BEFORE ME, the undersigned authority, personally appeared Keith O'Brien, to me known too be the person described in and who executed the foregoing instrument, and acknowledged that he executed the same as his free act and deed.

WITNESS my hand and official seal at Hollywood, Broward County, Florida this 6th day of December, 1999


NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My Commission Expires:



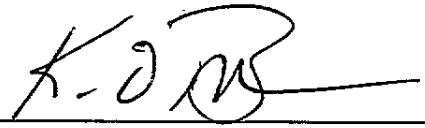
Christina Wells
MY COMMISSION # CC610737 EXPIRES
December 29, 2000
BONDED THRU TROY FAIN INSURANCE, INC.

CERTIFICATE DESIGNATING RESIDENT AGENT

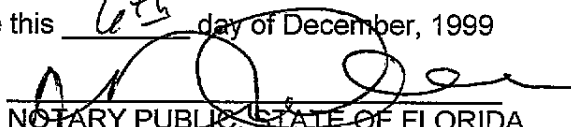
In pursuance of Section 48.091, Florida Statutes, the following is submitted, in compliance with said Act.

That FuturePoint, Inc., a Florida not-for-profit corporation, desiring to organize under the laws of the State of Florida, has named Keith O'Brien, 1215 SE 2 Street, Ft. Lauderdale, Florida, to accept service within this state.

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


Keith O'Brien

SWORN TO AND SUBSCRIBED before me this 6th day of December, 1999


NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My Commission Expires:



Christine Wells
MY COMMISSION # CC610737 EXPIRES
December 29, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

FILED
99 DEC -9 AM 8:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA