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TRANSMITTAL LETTER

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

FILED
00 DEC 18 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT:

BOYS FREE, INC.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

500003474055--0
-11/22/00--01034--011
*****87.50 *****87.50

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:

DOROTHY SINGLETARY

Name (Printed or typed)

275 PERTH AVE

Address

MERRITT ISLAND FL 32953

City, State & Zip

(321) 452-7910

Daytime Telephone number

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

W-277984
gy 11/28



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 28, 2000

DOROTHY SINGLETARY
275 PERTH AVE.
MERRITT ISLAND, FL 32953

SUBJECT: BOYS FREE, INC.
Ref. Number: W00000027984

We have received your document for BOYS FREE, 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 document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

The registered agent must sign accepting the designation.

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) 487-6878.

Alan Crum
Document Specialist

Letter Number: 800A00060339

ARTICLES OF INCORPORATION OF BOYS FREE, INC.

Article 1

Name

1.01 NAME. The name of this Corporation shall be Boys Free, Inc. For day-to-day operational purposes, Boys Free, Inc. may do business as Boys Free.

Article II

Offices

2.01 PRINCIPAL OFFICE. The principal office of Boys Free, Inc. hereafter referred to as "Boys Free" or "the Corporation" shall be at 20 South Cocoa Blvd, Cocoa, FL 32909.

2.02 OTHER OFFICES: Boys Free may also have other offices at such other places as the boards of directors from time to time determine or the business of the Corporation requires.

Article III

Purpose

3.01 PURPOSE. The purpose(s) for which Boys Free is formed are as follows:

A. The purpose of Boys Free shall be exclusively educational, charitable, and scientific, within the meaning of Section 501(c)(3) of the United States Internal Revenue Code, as the same may be amended.

The purpose of this Corporation is to promote the educational, emotional, social and economic development and maturation of youths.

This Corporation is comprised of intervention programs designed to improve self-esteem, confidence and self-sufficiency. These intervention programs will benefit boys and their families. Their communities will be witnesses to the positive change that emerges. This may be accomplished through, but is not limited to, the following:

- A. Mentoring groups
- B. Anger management
- C. Music programs
- D. Choral singing programs
- E. Drill team practice
- F. Public performances
- G. Counseling
- H. Parenting skills
- I. History and culture tutoring

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Article IV Members

4.01 MEMBERS, The Corporation shall have no members.

Article V Board of Directors

5.01 GENERAL POWERS. Its Board of Directors shall manage the affairs of Boys Free.

5.02 NUMBER, TENURE, ELECTION AND QUALIFICATIONS. The Board of Directors shall manage the activities, property, and affairs of the Corporation. The Board of Directors shall be composed of not less than five (5) or more than fifteen (15) directorships in number. The actual number of directorships within such minimum and maximum shall be fixed from time to time by resolution adopted by the directors of the corporation. Directors to fill the number of directorships fixed at the time shall be elected by the existing Board of Directors each year at the annual meeting of the Board of the Corporation, to serve for a period of two (2) years, or until they otherwise lawfully cease to be directors. A Director may serve any number of terms as a director, consecutively or nonconsecutively. Individual Directors may also be elected at special or regular meetings of the Directors or by remaining Directors. The Directors shall elect the regular officers of Boys Free as provided in the bylaws.

5.03 ANNUAL MEETING. An annual meeting of the Board of Directors shall be held during the month of January, beginning with the year 2001. Minutes of this meeting shall be recorded as annual minutes of the appropriate year.

5.04 REGULAR MEETINGS. Regular meetings of the Board of Directors shall be held at such times and places by vote may determine, and if so determined, no notice thereof need be given unless otherwise required by these Bylaws.

5.05 SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors.

5.06 NOTICE. Notice of any special meeting of the Board of Directors shall be given at least two days previously thereto by written notice delivered personally or sent via electronic media (telephone, telegram, facsimile, or electronic mail) to each Director at the address shown by the records of Boys Free. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope if so addressed, with postage thereon prepaid. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business to be transacted at, not the purpose of, any regular or special meeting, unless specifically required by law of these bylaws. The time and place of the special meeting shall be stated in the notice.

5.07 QUORUM. A quorum shall be represented by 2/3 in attendance of the Board of Directors for the purpose of conducting business.

5.08 MANNER OF ACTING. The act of majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

5.09 VACANCIES. Vacancies in the Board of Directors shall be filled for the unexpired term by vote of the remaining Directors including vacancies resulting from increases in the number of directorships.

5.10 SUSPENSION; REMOVAL. The President may suspend or remove any Director for just cause. When a Director has been suspended, the President shall provide an official letter to the individual, stating just cause within seven (7) days of the decision. The President shall state in his letter the time period of suspension. Wherein a Director of the Corporation has been suspended or removed, the individual shall not be counted for consideration of a quorum. During suspension, a Director has no voice or voting power pertaining to any business of the Corporation.

5.11 COMPENSATIONS. Directors as such shall not receive any compensation for their services. Directors shall be reimbursed for expenses incurred while serving as a Director when a receipt properly evidences such expense and is approved by the President or the Treasurer.

5.12 ACTION BY DIRECTORS IN LIEU OF MEETING. Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of the Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by such Directors as constitute a quorum. Such action shall be as valid corporate action as though it had been authorized at a meeting of the Board of Directors. The Secretary shall file such consents with the minutes of the meetings of the Board of Directors.

Article VI

Officers

6.01 OFFICES. The officers of the Corporation shall be a President, a Chairman of the Board, A Vice-president, a Secretary, and a Treasurer. The President and Treasurer shall be members of the Board of Directors.

6.02 ELECTION AND TERM OF OFFICE. The Directors shall elect a Chairman of the Board, Vice-president, Secretary, and Treasurer at the regular annual meeting of the Board of Directors. If the election of the officers shall not be held at such a meeting, such election shall be held as soon thereafter as conveniently possible. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successors shall have been duly elected and qualified.

6.03 DELEGATION OF DUTIES. Upon approval of a majority of the Board of Directors present at any regular or special meeting called for that purpose, any officer of the Corporation, except the President, may from time to time delegate to a member of the Board of Directors or to a professional management agent any or all of the powers duties and discretion connected with his/her office. Any such delegation may later be revoked by a majority vote of the Board of Directors.

6.04 SUSPENSION; REMOVAL. The President, with just cause, may suspend or remove an officer of the Corporation. When an officer has been suspended or removed, the procedure indicated in Article V, section 5.10 shall be followed.

6.05 VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Article VII Duties of Officers

7.01 CHAIRMAN OF THE BOARD. The Chairman of the Board shall preside at all meetings of the Board and shall serve the Board in an advisory capacity.

7.02 PRESIDENT. The President of Boys Free shall be the incorporating agent, Dorothy Singletary. This is a life-long position. There is no provision for the election of a new President. The President shall preside at all meetings of the Board in the absence of the Chairman of the Board. The President shall be the Chief Executive officer of the Corporation and shall have general supervision over its affairs and interests.

7.03. VICE-PRESIDENT. In the absence of the President or in the event of his inability to act, the Vice-president (or in the event that there be more than one Vice-president, the Vice-presidents in the order of their election) shall perform the duties of the President and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice-president shall perform such duties as from time to time may be assigned to him/her by the Board of Directors.

7.04 SECRETARY. The Secretary is the chief recording and correspondence officer of the Corporation. The Secretary shall keep the minutes of the meetings of Directors and shall give notice of all meetings required by these bylaws. The Secretary shall have custody of the seal of the Corporation, and all books, records, and papers of the Corporation, except those in custody of some other person authorized to have custody and possession thereof by resolution of the Board of Directors.

7.05 TREASURER. The Treasurer is the Chief Financial officer of the Corporation. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all monies in the name of the Corporation in such banks, trust companies, or other depositories; and in general perform all duties as from time to time may be assigned to him/her by the President or by the Board of Directors. The Treasurer shall also render monthly statements showing the financial condition of the Corporation. The Treasurer shall make an annual report to the Corporation, which shall be audited by auditors appointed by the Board of Directors.

Article VIII Seal

8.01 SEAL. The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation, which seal shall be in the charge of the Secretary.

Article IX Dissolution

9.01 DISSOLUTION. The duration of Boys Free shall be unlimited. In the event of the dissolution of the Corporation or the termination of its corporate existence, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Additionally, in the event of the dissolution of this Corporation no Board Member will be personally liable for any debt of this Corporation, nor may the property of such Board Member be attached due to any debt or obligation of the Corporation.

Article X Amendments

10.01 AMENDMENTS. These bylaws may be altered, amended, or repealed, and new bylaws may be adopted by the vote of two-thirds (2/3) of the Directors of Boys Free at any meeting of the Board of Directors.

Signature of Board of Directors

Dorothy Singletary
PRESIDENT

Dorothy Singletary
Typed name of Director signing

Anselmo Baldonado
VICE PRESIDENT

Anselmo Baldonado
Typed name of Director signing

Article XI
Incorporators

The names and the street addresses of the incorporators for these articles are:

Name: Dorothy Singletary
Address: 275 Perth Ave.
Merritt Island, FL 32953

Name: Anselmo Baldonado
Address: 500 Palm Springs Blvd. #608
Indian Harbour Beach, FL 32937

Signature of Board of Directors

Dorothy Singletary
PRESIDENT

Dorothy Singletary
Typed name of Director signing

Anselmo Baldonado
VICE PRESIDENT

Anselmo Baldonado
Typed name of Director signing

Designation of Registered Agent, Registered Office

Name: Dorothy Singletary
Address: 275 Perth Ave.
Merritt Island, FL 32953

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I hereby am familiar with and and accept the duties and responsibilities of a Registered Agent.


REGISTERED AGENT

Dorothy Singletary
Typed name of Registered Agent