

NO 1000003933**Florida Department of State**

Division of Corporations

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01 JUN -6 PM 3:24**FLORIDA NON-PROFIT CORPORATION****Teen Job Corps, Inc.**

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**ARTICLES OF INCORPORATION
OF
Teen Job Corps, Inc.
a not-for-profit corporation**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation not-for-profit for the purpose of conducting their business and promoting the purposes hereinafter stated, under the provisions of Part I of Chapter 617 of the Florida Statutes, and for these purposes to adopt the following Articles of Incorporation:

**ARTICLE I
NAME AND ADDRESS**

The name and address of this Corporation are **Teen Job Corps, Inc.** and 300 Seventy-First Street, Fourth Floor, Office of North Beach Development Corporation, Miami Beach, Florida 33141, Attention: Director.

**ARTICLE II
PURPOSES**

- A. This not-for-profit corporation is organized for the following purposes:
- (i) To improve the North Beach Community by aiding in maintaining of the sidewalks, streets, parks, open-spaces, beach fronts.
 - (ii) To improve and maintain the area in order to beautify the area to promote tourism, commerce and residential quality of life.
 - (iii) To hire children fourteen years of age and older to act as the labor force in the providing of these services.
 - (iv) To provide income to children of low income and a moderately low income parent (s).
 - (v) To encourage these children to stay in school.
 - (vi) To minimize the creating of gangs and gang.
 - (vii) To minimize teenage crimes.
 - (viii) To foster morals and a good work ethic in the participating teenagers.
- B. This Corporation is organized and shall be operated exclusively for purposes for which a

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not-for-profit corporation may be formed under the laws of the State of Florida, the purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") and the Regulations promulgated thereunder (the "Regulations"), and not for pecuniary profit or financial gain.

- C. This Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful activities which may be necessary, useful, suitable, desirable, or proper for the furtherance, accomplishment, fostering, or attainment of any or all of the purposes for which this Corporation is organized, and to aid or assist other organizations whose activities are such as to further, accomplish, foster, or attain any of such purposes.
- D. Notwithstanding anything herein to the contrary, this Corporation may exercise any and all, but no other, powers as are in furtherance of the exempt purposes of organization set forth in Section 501(c)(3) of the Code and its Regulations as the same now exist, or as they may be hereafter amended from time to time.

ARTICLE III

POWERS AND LIMITATIONS OF POWERS

- A. This Corporation shall have the power:
 - (i) to own, acquire, convey, exchange, lease, mortgage, encumber, transfer upon trust, or otherwise dispose of, all property, real or personal; to borrow money, contract debts, and issue bonds, notes and debentures and to secure the payment or performance of its obligations.
 - (ii) to act as trustee of property whenever this Corporation has either a beneficial, contingent, or remainder interest in that property, and to hold the legal title to property, the beneficial interest of which is owned by any other charitable institution or non-profit corporation or religious society or association.
 - (iii) to receive property by gift, devise, or bequest, subject to the laws regulating the transfer of property by will or trusts, and otherwise to acquire and hold all property, real or personal, including shares of stock, bonds and securities of other corporations.
 - (iv) to enter into contracts with any person, firm, association, corporation, municipality, county, state, nation or other body politic, or with any colony, dependency, or agency of any of the foregoing.
 - (v) to conduct any and all fund raising efforts and campaigns deemed necessary, including mail campaigns, appeals through mass media, distribution of literature and other programs, and to make application for, and receive, grants from any sources thereof, including foundations and governments.

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- (vi) to perform every act necessary or proper for the accomplishment of the objects and purposes of this Corporation or for the protection and benefit of this Corporation, including, but not limited to, the exercise of all powers granted, from time to time, under Chapter 617, Florida Statutes.
- B. Notwithstanding any of the powers of this corporation through its Articles of Incorporation, By-Laws, or the laws of the State of Florida, the following limitations of powers shall apply:
 - (i) This Corporation is organized and shall be operated exclusively for the purposes contained in Article II of these Articles of Incorporation.
 - (ii) No part of the income or principal of this Corporation shall inure to the benefit of or be distributed to any member, director, or officer of this Corporation, or any other private individual in such fashion as to constitute an application of funds not within the purpose of exempt organizations described in Section 501 (c) of the Code. However, reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.
 - (iii) In the event of the complete or partial liquidation or dissolution of this Corporation, whether voluntary or involuntary, no member, director, or officer shall be entitled to any distribution or division of this Corporation's property or its proceeds, and the balance of all money and other property received by this Corporation from any source, after the payment of all debts and obligations of this Corporation, shall be used or distributed, subject to the order of the Circuit Court of the State of Florida, as provided by law, exclusively for the purposes within those hereinabove set forth and within the intent of Section 501(c) of the Code and its Regulations as the same now exist or as they may be hereafter amended from time to time.

ARTICLE IV **QUALIFICATION OF MEMBERS**

The initial members of this Corporation shall include the first Board of Directors. Thereafter, persons who shall be interested in furthering the purposes of this Corporation through participation in the activities of this Corporation shall be eligible for membership in accordance with the terms and provisions of the By-Laws.

ARTICLE V **TERM OF EXISTENCE**

This Corporation shall exist perpetually unless sooner dissolved according to law.

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ARTICLE VI
SUBSCRIBER

The names and addresses of the subscriber of this Corporation is:

Richard L. Steinberg, Esq.
The Senator Law Center
767 Arthur Godfrey Road
Miami Beach, Florida 33140-3413

ARTICLE VII
INITIAL BOARD OF DIRECTORS

- A. The initial Board of Directors shall consist of three (3) Directors. The number of Directors may be changed from time to time in accordance with the By-Laws, but shall never be less than three (3) Directors.
- B. The members of the Board of Directors shall be elected in the manner and shall hold office for such terms as shall be set forth in the By-Laws.
- C. The names of the persons who shall serve as the Board of Directors until the first election under these Articles of Incorporation and the By-Laws are:

NAME/ADDRESS	POSITION
Michael Thompson 2140 Calais Drive Miami Beach, FL 33141	Chairperson/Director
David De La Espriella 1000 Washington Avenue Miami Beach, FL 33139	Vice-Chairperson/Director
Jerry Libbin North Beach Development Corporation 300 Seventy-First Street, Fourth Floor Miami Beach, FL 33141	Secretary/Treasurer/Director

- D. The Board of Directors shall hold meetings at such time and place as shall be set forth in the By-Laws of this Corporation.
- E. All decisions of the Board of Directors shall be made by a simple majority vote of the members of the Board present at the meeting, unless otherwise provided in these Articles of Incorporation or the By-Laws.

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ARTICLE VIII
OFFICERS

- A. The affairs of this Corporation are to be managed by a Chairperson, Vice-Chairperson, Secretary, Treasurer and such other officers or assistant officers as may be necessary. Any two or more offices may be held by the same person.
- B. The officers shall be elected annually by the Board of Directors at such time and in such manner as provided in the By-Laws.

ARTICLE IX
BY-LAWS

The By-Laws may be adopted, amended, altered, or rescinded by a simple majority vote of the members of the Board of Directors present at any regular meeting of the Directors or at any special meeting of the Board of Directors called for such purpose.

ARTICLE X
AMENDMENTS

Amendments to these Articles of Incorporation may be proposed by any member of the Board of Directors and must be adopted by a simple majority vote of the Directors present at any regular meeting of the Board of Directors or at any special meeting called for such purpose.

ARTICLE XI
PRINCIPAL OFFICE AND REGISTERED AGENT

- A. The principal office of this Corporation shall be located at 300 Seventy-First Street, Fourth Floor, Office of North Beach Development Corporation, Miami Beach, Florida 33141, Attention: Director. The location may changed from time to time to such place within the City of Miami Beach, Florida as the Board of Directors may determine.
- B. The initial Registered Agent of this Corporation shall be Neil Fritz
- C. The initial Registered Office shall be Office of North Beach Development Corporation, 300 Seventy-First Street, Fourth Floor, Miami Beach, Florida 33141.

ARTICLE XII
DUES

The Board of Directors of this Corporation may, from time to time, determine the amount of annual dues payable by the members of this Corporation.

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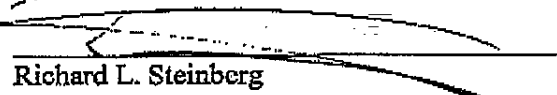
ARTICLE XIII
MEETINGS OF MEMBERS

- A. The annual meeting of members of this Corporation shall be held at such time and place within the City of Miami-Beach, Florida, and in such manner, as the By Laws of this Corporation shall provide.
- B. This Corporation may provide in its By-Laws for regular meetings and special meetings of members, in addition to the annual meeting of the members, and for due notice of all meetings of members.
- C. There shall be no quorum requirement for meetings of the members of this Corporation; provided, however, that no meeting of the members of this Corporation shall be held unless a quorum of the Directors of this Corporation is present for the duration the meeting.

ARTICLE XIV
DISSOLUTION AND LIQUIDATION

This Corporation may be dissolved by the Board of Directors by a two-thirds (2/3) vote of the members present at a meeting held for such purpose. Upon dissolution of this Corporation, the Board of Directors shall, after making provisions for the payment of all liabilities of this Corporation, dispose of all of the assets of this Corporation exclusively for the purpose or purposes not inconsistent with the purposes for which this Corporation is organized.

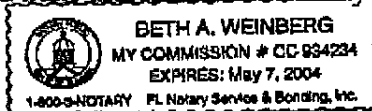
IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at Miami Beach, Miami-Dade County, Florida, for the uses and purposes aforesaid, this Fifth day of June, 2001.

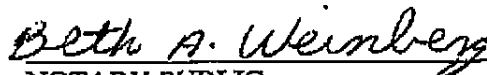

Richard L. Steinberg
Subscriber

STATE OF FLORIDA)
)ss:
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared Richard L. Steinberg, known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed said instrument for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the County and State aforesaid this Fifth day of June, 2001.




NOTARY PUBLIC
State of Florida at Large

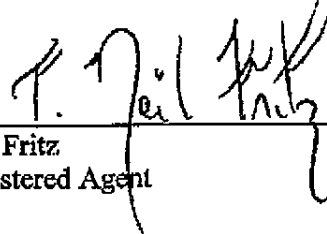
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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for Teen Job Corps, Inc., I hereby accept the appointment as registered agent and agree to act in this capacity and to comply with the provisions of these Articles. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this Fifth day of June, 2001.



Neil Fritz
Registered Agent

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