

TRANSMITTAL LETTER
No 10000004153

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

SUBJECT: URBAN YOUTH DEVELOPMENT ACADEMY, CORPORATION
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

200004415702--0
-06/12/01--01032--006
*****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

ADDITIONAL COPY REQUIRED

FROM: M. J. BASSO
Name (Printed or typed)

P.O. Box 5945
Address

SURFSIDE, FL 33154
City, State & Zip

770-~~788~~ 232-1600
Daytime Telephone number

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 JUN 12 PM 12:45

FILED

Handwritten signature/initials

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

01 JUN 12 PM 12:45
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I ORGANIZATION

Section 1:

The name of the organization shall be the Urban Youth Development Academy, Corporation. The corporation's registered office is located at 3001 South Ocean Drive, Suite 11F, Hollywood, FL 33019.

ARTICLE II PRINCIPAL OFFICE

Place of Business: 3001 South Ocean Drive, Suite 11F, Hollywood, FL 33019.
Mailing Address: P.O. Box 5945 Surfside, FL 33154

ARTICLE III PURPOSE

This corporation is organized for educational purposes promoting the health and academic performance of urban youth within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended. To this end, the corporation shall:

1. Identify those with the capacity to positively influence and impact urban youth, as qualified under requisites determined by the President and the Board of Directors.
2. Develop, train, and prepare those with the capacity to positively influence and impact urban youth, as designed and determined by the President and Board of Directors.
3. Make every attempt to position those who have been developed, trained and prepared to positively influence and impact urban youth in settings that directly reach substantial numbers of these youth, as determined by the President and Board of Directors.
4. Engage in activities that focus only upon the unique youth development needs of urban youth in all program design, implementation and evaluation, as determined by the President and Board of Directors.

All funds, whether income or principal, and whether acquired by gift or otherwise, shall be devoted to said purposes.

ARTICLE IV MANNER OF ELECTION

The corporation shall have no voting members. The management of the corporation shall be at all times under the direction of a Board of Directors, whose operations in governing the corporation shall be defined by statute and by the corporation's by-laws. No member or Director shall have any right, title, or interest in or to any property of the corporation. The President of the organization by virtue of his office shall be Chairman of the Board of Directors.

Section 1: Board Role, Size, Compensation

The Board is responsible for overall policy and direction of the Corporation, and delegates responsibility for day-to-day fiscal accountability and operations to the President and committees. The Board is also responsible for the guidance of operational oversight, policy, and strategic planning of the corporation, and recommends direction to the President and Committees. Final determination of programmatic theory, design, implementation and dissemination of said components remains at the sole discretion of the President. The Board shall have up to fifteen and not fewer than three members. The board receives no compensation other than reasonable expenses.

Section 2: Meetings

The Board shall meet at least twice per year, at an agreed upon time and place. The Board of Directors may make such rules and regulations governing its meetings as it deems necessary.

Section 3: Board Elections

Election of new Directors or election of current Directors to a concurrent term will occur as the first item of business at the annual meeting of the corporation. Directors will be elected by a majority vote of the current directors.

Section 4: Terms

All Board members shall serve two year terms, but are eligible for concurrent terms through re-election.

Section 5: Quorum

A quorum must be attended by at least seventy-five percent of the Board members before business can be transacted or motions made or passed.

Section 6: Notice

An official Board meeting requires that each Board member have written notice ten (10) days in advance.

Section 7. Board Officers and Duties

There shall be four Officers of the Board consisting of a Chair, Vice Chair, Secretary and Treasurer. Their duties are as follows:

The Chair shall convene regularly scheduled Board meetings, and shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: Vice-Chair, Secretary and Treasurer.

The Vice-Chair will chair committees on special subjects as designated by the Board.

The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board meetings, sending out meeting

announcements, distributing copies of minutes and the agenda to each of the Board members, and assuring that corporate records are maintained.

The Treasurer shall make a report at each Board meeting. The Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public.

Section 8: Vacancies

When a vacancy on the Board exists, nominations for new members may be received from present Board members to the Secretary, two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, and to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the particular Board member's term.

Section 9: Resignation, Termination and Absences

Resignation from the Board must be in writing and received by the Secretary. A Board member shall be dropped for excess absences from the Board if s/he has three unexcused absences from Board meetings in a year. A Director may be removed when sufficient cause exists for such removal, by a three-fourths vote of the remaining Directors. The Board of Directors may entertain charges against any director. A director may be represented by counsel upon any removal hearing. The Board of Directors shall adopt such rules for this hearing as it may in its discretion consider necessary for the best interests of the organization.

Section 10: Special Meetings

Special meetings of this organization may be called by the President or one-third of the Board, when deemed to be in the best interest of the organization. Notices of such meeting shall be mailed to all members at their addresses as they appear in the membership roll book at least ten (10) days before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom it was called. No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

Section 11: Conflict of Interest

No Board member may vote upon a matter coming before that body in which he or she has a direct financial interest. Immediately upon becoming aware that such a conflict may exist, a Board member must disclose the existence of the potential conflict to the remaining Board members, withdraw from further deliberation on the issue, and refrain from voting on the matter. Any such disclosure and withdrawal shall be fully documented in the organization minutes.

ARTICLE V INITIAL DIRECTORS/OFFICERS

- 1) Michael J. Basso - 3001 South Ocean Drive, Suite 11F, Hollywood, FL 33019
- 2) Marisa Falcigno - 253 Quinnipiãc Street, Wallingford, CT 06492
- 3) Ingrid Cerra - 2200 Satellite Boulevard, #412, Duluth, GA 30092

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

Michael J. Basso - 3001 South Ocean Drive, Suite 11F, Hollywood, FL 33019

ARTICLE VII INCORPORATOR

The incorporator of this corporation is Michael J. Basso, 3001 South Ocean Drive, Suite 11F, Hollywood, FL 33019.

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Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar and accept the appointment as registered agent and agree to act in this capacity.

M. J. Basso
Signature/Registered Agent

6/7/01
Date

M J Basso
Signature/Incorporator
(Michael J. Basso)

6/7/01
Date

FILED
01 JUN 12 PM 12:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA