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TRANSMITTAL LETTER

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

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-07/05/01--01050--012
*****87.50 *****87.50

SUBJECT: MENTORING & MOTIVATING YOUTH OF AMERICA, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

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: STAN B. MORRIS
Name (Printed or typed)

475 FRIENDSHIP DRIVE
Address

ORLANDO, FLORIDA 32835
City, State & Zip

(407) 578-2993
Daytime Telephone number

FILED
01 JUL -5 AM 8:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Stan B. Morris
AUTHORIZATION BY PHONE TO
CORRECT *Incorporator*
DATE *7-12-01*
DOC. EXAM *WC*

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

7-12-01
WC

Articles of Incorporation

Article I Name

The name of the corporation shall be:

Mentoring & Motivating Youth of America, Inc.

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TALLAHASSEE, FLORIDA

Article II Principal Office

The principal place of business and mailing address of this corporation shall be:

*475 Friendship Drive
Orlando, Florida 32835-4470*

Article III Purpose

The specific purposes for which the corporation is organized are:

- 1. To operate exclusively for religious, charitable, scientific or educational purposes, and any other purpose described in Section 501 (c) (3) of the Internal Revenue Code of 1986 combating community deterioration and juvenile delinquency, caused by the influence of illegal gang activities, drugs, prostitution, gambling and or the deterioration of the family unit, through counseling, tutoring, mentoring, motivating, and educating youth, the family and the public, susceptible to illegal influences and the breakdown of the family unit; provided however, that no part of the corporation's income or principal shall inure to the benefit of any share holder or individual and no substantial part of the activities to influence legislation of participation in or intervening in (including the publishing and the distributing of statements) any political campaign on behalf of any candidate for public office.*

2. *No part of the net earnings of the corporation shall inure to the benefit of or be distributed to any member, director, trustee, officer of the corporation, or any affiliated organizations or any private individual (except reasonable compensation may be paid for services rendered to or for the corporation in connection with one or more of its purposes). No member, director, trustee, officer of the corporation, or any affiliated organizations or any private individual shall be entitled to share in the distribution of any of the corporation's assets on dissolution of the corporation.*
3. *No part of the activities of the corporation shall involve in carrying on propaganda or otherwise attempting to influence legislation or participating in or intervening (including publishing or distributing of statements) in 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.*
4. *Upon dissolution of the corporation, the board of directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, distribute all assets of the corporation exclusively to selected community betterment organizations which are described in Section 509 (a) (4) or Section 509 (a) (2) of the Internal Revenue Code of 1986 which at the time of dissolution qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986 or corresponding provisions of any future United States Internal Revenue Laws. And if there are no such organizations, then said assets remaining after payment of liabilities of the corporation shall be distributed exclusively for the purpose of the corporation in such a manner or to such organization or organizations organized and operated exclusively for religious, charitable, scientific or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986 and as the board of directors shall determine.*

Article IV.

Powers

Powers shall be:

Subject to the express limitations that the corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity that would invalidate the status (a) as a corporation which is exempt from federal income taxation as an organization described in Section 501 (c) (3) of the Internal Revenue Code of 1986 and (b) as corporation contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986. The corporation shall have and possess all powers and rights conferred upon corporations by the Florida Non-Profit Corporation Act and enlargement of such powers conferred by subsequent legislative acts and in all powers and rights not otherwise claimed non-profit corporations by the laws of the State of Florida as are necessary, suitable, proper, convenient, or expedient to the attainment of the purposes set forth in Article III herein.

Article V.

Board of Directors/Officers

Section 1. The corporation shall have five board of directors initially. The number may be increased or decreased as needed by the By-Laws.

Section 2. The board of directors shall be members of the corporation.

Section 3. Members of the board of directors shall be elected and hold office in accordance with the By-Laws.

Section 4. The officers of the corporation shall be president, vice president, secretary, treasurer, and subordinate officers as may be appointed by the board of directors, who shall be chosen by the board of directors in such a manner as to be provided from time to time by the By-Laws.

Section 5. The names and addresses of the persons who are to serve as directors for the ensuing year are:

- A. Stan B. Morris
475 Friendship Drive
Orlando, FL 32835*
- B. Bruce H. Wade
1048 Pompano Drive
Rockledge, FL 32955*
- C. Cassandra Harris
475 Friendship Drive
Orlando, FL 32835*
- D. Mike Lewis
7121 Harbor Heights Circle
Orlando, FL 32835*
- E. Ned Young
4062 Shannon Brown Drive
Orlando, FL 32808*

Article VI. Membership

The authorized number and qualifications of members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof shall be set forth in the By-Laws.

Article VII. Initial Registered Agent

The name and Florida street address of the registered agent & Incorporator
Stan B. Morris
475 Friendship Drive
Orlando, FL 32835

Article VIII.
By Laws

Subject to the limitations contained in the laws and limitations set forth in Chapter 617, Florida Statutes concerning corporation that must be authorized or approved by the membership of the corporation. The By Laws of this corporation may be made, altered, rescinded, added to or new by laws adopted by a resolution of this board of directors or by a procedure set forth in the By-Laws.

Article IX.
Amendments

These articles of incorporation may be amended in the manner provided by Section 617.017 (102) Florida Statutes (1987) and as subsequently amended.

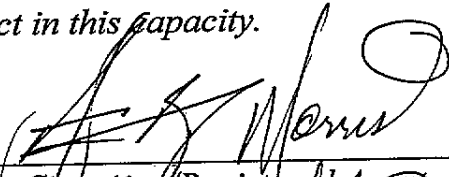
Article X.
Internal Revenue Code References

All references herein to provisions of the Internal Revenue Code of 1986 shall be deemed to include statutes, which succeed such, provisions (i.e., the corresponding provisions of future United States Internal Revenue Laws).

Article XI.
Private Property

The private property of the incorporators, directors, and officers of this corporation shall not be subject to the payment of the corporation's debts.

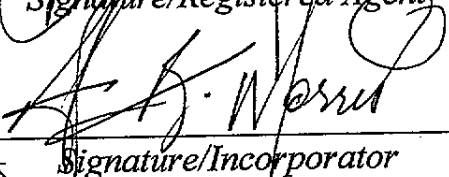
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Signature/Registered Agent

7/2/2001

Date



Signature/Incorporator

7/2/2001

Date

FILED
01 JUL -5 AM 8:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA