

No 1000006684

LAW OFFICES OF
COSTELL WALTON, JR.

1339 N.E. 4TH AVENUE, SUITE N
FORT LAUDERDALE, FLORIDA 33304

COSTELL WALTON, JR.

FILED
01 SEP 19 PM 12:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
TELEPHONE
(954) 763-5336
FAX
(954) 763-5331

September 13, 2001

Division of Corporation
Florida Department of State
409 E. Gaines Street
P.O. Box 6327
Tallahassee, Florida 32399

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*****78.00 *****78.00

ATTENTION: DORIS BROWN - NEW FILING

RE: ARTICLES OF INCORPORATION FOR
YOUTH DEVELOPMENT CENTER, INC.

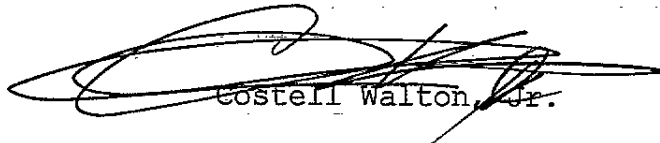
Dear Ms. Brown:

Enclosed please find the following:

1. The original and one (1) copy of the Articles of Youth Development Centers, Inc., and
2. My check in the amount of Seventy Eight Dollars (\$78.00) payable to the Secretary of State, which represent filing fee and request for a certified copy.

Your prompt attention to this matter is appreciated.

Sincerely,


Costell Walton, Jr.

Encl:

D. BROWN SEP 20 2001

ARTICLES OF INCORPORATION
OF
YOUTH DEVELOPMENT CENTERS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A NON-PROFIT CORPORATION

KNOW ALL MEN BY THESE PRESENTS: That the undersigned incorporators acknowledge and file this Certificate for the purpose of forming a corporation under the laws of the State of Florida, pursuant to Chapter 617, Florida Statutes.

NAME OF CORPORATION

FIRST: The name of the Corporation shall be YOUTH DEVELOPMENT CENTERS, INC.

OBJECTIVE OR OBJECTS OF CORPORATION

SECOND: To transact any or all lawful business for which corporations may be organized which is not prohibited by law nor required to be specifically stated in the Articles.

LOCATION

THIRD: The principal office of the Corporation in the State of Florida, County of Broward, shall be located at 107 N.W. 15th Place, Pompano Beach, Florida 33060.

ARTICLE I

Name. The name of the proposed Corporation is YOUTH DEVELOPMENT CENTERS, INC.

ARTICLE II

Duration. The duration of the corporation shall be perpetual.

ARTICLE III

Offices. The location of the corporation is in the City of Fort Lauderdale, County of Broward, and State of Florida. The address of the principal office and registered office shall be WINFRED THOMPCKINS, 107 N.W. 15th Place, Pompano Beach, Florida 33060. The name of the registered agent at said address is WINFRED THOMPCKINS.

ARTICLE IV

Purpose. The Corporation is organized as a non-profit Corporation for the following purposes:

- (A) The specific and primary purposes are:
 - (1) To raise the economic, educational and social levels of the underprivileged youth of Florida, who
 - (2) are substantially under-employed and have low income, who are proportionately more often the victims of crime, by fostering and promoting community-wide interest and concern for the problems of such residents, and to that end;
 - (a) Racial tension, prejudice, and discrimination, economic and otherwise, may be eliminated;
 - (b) Sickness, poverty and crime may be lessened; and
 - (c) Educational and economic opportunities may be expanded among the youthful residents of Florida;

- (2) To expand the opportunities available to said youth to control, manage, and eliminate crime, sickness and poverty; to assist said residents and groups in developing skills necessary for the successful elimination of crime, poverty and sickness; to provide financial support for the successful efforts of said residents and to assist said residents in obtaining such financial support from other sources;
- (3) To aid, support and assist by gifts, contributions or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable, religious, scientific, literary or educational purposes, no part of the net earnings of which inures to the benefit of any private shareholders or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation;
- (4) To do any and all lawful activities which may be necessary, useful or desirable for the furtherance, accomplishment, fostering or attainment of the foregoing purposes, either directly or indirectly, and either along or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature such as corporations, firms, associations, trust, institutions, foundations or governmental bureaus, department or agencies.

In furtherance, but not in limitation, of the foregoing charitable, and educational purposes, the corporation shall have the following powers:

6. To solicit, collect, and receive money and other assets, and to administer funds and contributions received by grant, gift, deed bequest or devise, and otherwise to acquire money, securities, property, rights and services of every kind and description, and to hold, invest, expand, contribute, use, sell or otherwise dispose of any money, securities, property, rights or services so acquired for the purpose above mentioned;
- (7) To borrow money and to make, accept, endorse, execute and issue bonds, debentures, promissory notes, and other corporate obligations, for monies borrowed, or in payment for property acquired or for any of the purposes of the corporation; and to secure a payment of any such obligation by mortgage, pledge, deed, indenture, agreement or other instrument of trust, or by other lien upon, assignment of or agreement in regard to all or any part of the property, rights or privileges of the Corporation;
- (8) To invest and reinvest its funds in such mortgages, bonds, notes, debentures, shares of preferred and common stock, and any other

securities of any kind whatsoever, and property, real, personal or mixed, tangible or intangible, all as the Corporation's Board of Directors shall deem advisable, and as may be permitted by law;

- (9) To provide advice, support, credit, funds, capital, gifts and all other lawful forms of assistance, financial and otherwise, to or for use in business enterprises owned, or destined to be owned, by said residents and groups;
- (10) To furnish management, administrative and other business advice, support, training and technical assistance to said residents and groups in order to enable them to develop necessary skills to successfully operate business ventures;
- (11) To encourage and voluntarily assist said residents and groups to organize, create, acquire, obtain financing for, own, manage and operate business enterprises;
- (12) To obtain information and conduct research, studies and analysis of the problems of said youth, and prepare and publish reports as to any and all matters that may be of use in furthering the efforts of said residents and groups to eliminate crime, poverty and sickness.
- (13) To conduct educational and other efforts to

eliminate crime, poverty and sickness and to foster the establishment of sound and constructive relationships between the various components of the youth in Florida, including but not limited to educational, religious, social, business and financial communities.

- (14) To aid, support and assist by gifts, contributions, loans, investments and other lawful forms of assistance other persons or organization seeking to expand the opportunities for business ownership by said residents and groups in organizing, creating, acquiring, obtain financing for, and managing the effort to eliminate crime, poverty and sickness;
- (15) To conduct educational activities designed to provide instruction or training of said residents and groups for the purpose of improving or developing their capabilities, language and job skills, and the instruction of the public or subjects useful to said residents and groups, and beneficial to the community as a whole;
- (16) To engage in housing construction and related activities in order to improve the living conditions of said residents;
- (17) To engage in the activity of operating business ventures for the purpose of providing job training, employment,

- and managerial development opportunities to said residents for the charitable purpose of furthering the economic development of the community;
- (18) To engage in any and all other activities which will directly or indirectly improve the welfare and economic conditions of said residents and groups; and
- (19) To exercise all other rights and power conferred upon corporations formed under the General Non-profit Corporation Law of the State of Florida, provided, however, that the Company shall not engage in any activities or exercise any powers, including those specifically mentioned herein, that are not in furtherance of the specific and primary charitable, and educational purposes of the corporation.
- (20) All of the foregoing purposes and powers shall be exercised exclusively for the charitable and educational purposes in such manner that the company shall qualify as an exempt organization under section 501 (c) (3) of the Internal Revenue Code of 1954.

ARTICLE V

Qualification of Members. Any person 9 years of age or older who resides, or who is employed or who does business in the

Florida, and other similar communities, is eligible for membership in this Corporation.

The Corporation requests a membership fee from those who can afford to pay it, but the membership fee is not a criteria for membership.

ARTICLE VI

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from federal and state income taxes under section 501 (c) (3) of the Internal Revenue Code of 1954.

ARTICLE VII

Incorporators. The name and address of the incorporators are:

Winfred Thompkins
107 N.W. 15th Place
Pompano Beach, Florida 33060

Troy Thompkins
450 Palm Circle West
Apartment 105
Pembroke Pines, Florida 33025

Kelvin Thompkins
4590 N.W. 41st Street
Lauderdale Lakes, Florida 33319

ARTICLE VIII

Officers: The name of the officers chosen at the initial

meeting and who will serve until his respective successor is elected at the subsequent meeting is as follows:

Chairman	-	Winfred Thompkins
Secretary	-	Troy Thompkins
Treasurer	-	Kevin Thompkins

The officers of the corporation shall be elected by the Board of Directors of the corporation and each officer must be a member in good standing.

ARTICLE IX

Board of Directors. The name and address of the initial director until the first meeting of the corporation is:

Chairman	-	Winfred Thompkins
Secretary	-	Troy Thompkins
Treasurer	-	Kevin Thompkins

ARTICLE X

The Board of Directors shall have the power to make, alter or rescind the By-laws of the corporation by the affirmative vote of a majority of the Directors at any meeting called pursuant to the By-laws. The Board of Directors will manage the affairs of the Corporation and will be elected annually.

ARTICLE XI

The Board of Directors shall have the power to amend these Articles of Incorporation by the affirmative vote of a majority of Directors, provided that any such action be undertaken in

accordance with the laws of the State of Florida.

ARTICLE XII

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code of 1986, or corresponding section of any future federal Tax Code, or shall be distributed to the federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the County Court or Circuit, as applicable, of the county in which the principal office of the organization is then located, exclusively for such purposes.

ARTICLE XIII

Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of, or provision for payment of, all debts and liabilities of the Corporation, shall be distributed to an organization and used exclusively to accomplish the general purposes for which this Corporation is organized. If the Corporation holds any assets in trust, such assets shall be disposed of in such manner as may be directed by decree of the appropriate Court of Brevard County, in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

ARTICLE XIV

In the event that this Corporation shall become a "private foundation" within the meaning of section 509 of the Internal

Revenue Code of 1954, the Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject it to tax under section 4942 of the Internal Revenue Code; shall not engage in any act of self-dealing as defined in section 494 (d) of the Internal Revenue Code; shall not retain any excess business holdings as defined in section 4943 (c) of the Internal Revenue Code shall not make any investment in such manner as to subject it to tax under section 4944 of the Internal Revenue Code; and shall not make any taxable expenditures as defined in the section 4945 (d) of the Internal Revenue Code.

ARTICLE XV

Any person (and the heir, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorneys' fees and disbursements, incurred by him (or by his heir, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heir, executors or

administrators) may be entitled apart from this Article.

IN WITNESS WHEREOF, the Incorporators have signed these
Articles of Incorporation on the ____ day of September, 2001.

INCORPORATORS

Winifred Thompson
WINFRED THOMPCKINS

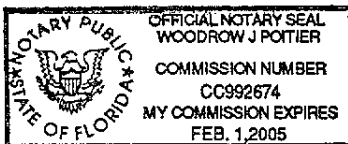
Troy Thompson
TROY THOMPCKINS

Kevin Thompson
KEVIN THOMPCKINS

STATE OF FLORIDA)
COUNTY OF BROWARD)

I hereby certify that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared WINFRED THOMPCKINS, TROY THOMPCKINS and KEVIN THOMPCKINS, known to me to be the persons described in and who executed the foregoing instrument, who acknowledged before me that they executed the same, and an oath was taken. (check one) ☒ They are personally known to me. ____ They provided the following type of identification: _____.

WITNESS my hand and official seal in the County and State last aforesaid this 11 day of September, 2001.



Woodrow J. Portier
NOTARY PUBLIC - STATE OF FLORIDA

I am hereby familiar with and accept the duties and responsibilities as registered agent for said corporation.

Accept:

Winifred Thompson
Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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