

TRANSMITTAL LETTER

No 1000007543

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

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SUBJECT:

Central City Youth, 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:

Jacqueline Ann Collins

Name (Printed or typed)

425 Blue Jacket Lane

Address

Orlando, Florida 32825

City, State & Zip

407-737-7461

Daytime Telephone number

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

FILED
01 OCT 22 PM 3:30
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
CENTRAL CITY YOUTH, INC.

A non-profit Florida Corporation

FILED
01 OCT 22 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of a Florida corporation not-for-profit under the Florida Not-for-Profit Corporation Act, Chapter 617.0202 of the Florida Statutes, hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I – NAME OF THE CORPORATION

The name of the Corporation is Central City Youth, Inc.

DURATION

The duration of the Corporation is perpetual

ARTICLE II – OFFICES

The principal office of the corporation in the State of Florida shall be located in Orlando, Orange County, Florida. The corporation may have such other offices, either within or without the State of Florida, as the Board of Directors may determine or as the affairs of the corporation may require from time to time. The Board of Directors may be known as the Board of Trustees and shall be deemed the same body for all purposes and where used herein the terms are interchangeable. The mailing address of the corporation is 425 Blue Jacket Lane Orlando, Fl. 32825.

The corporation shall have and continuously maintain in the State of Florida a registered office, and a registered agent whose office is identical with such registered office, as required by Florida Statutes, and such other agents and offices as may be required from time to time under the laws of the State of Florida. The registered office may be, but need not be, the same as its place of business in the State of Florida, and the registered office or registered agent, or both, may be changed upon filing documents required by the Department of State, so long as such change was authorized by resolution duly adopted by the board of Directors or by an officer of the corporation so authorized by the Board of Directors, or by indicating such change on the annual report filed with the Department of State pursuant to Florida Law.

ARTICLE III – PURPOSE

The Corporation is organized exclusively for purposes, including and without limitation of the following:

- (a) In a target area to provide a meaningful and organized structure and physical facility to accommodate youth ages 12-18 regardless of age creed or color for the purpose of:
- (1) providing direction and guidance in the areas of business and entertainment
 - (2) to teach business ethics, resume writing, business dress etc.
 - (3) how to develop a musical product, artist development, legalities of the music business
 - (4) provide open talent showcase and forum inviting industry leaders to participate, advise and instruct the youth
 - (5) and any such other related classes/seminars
 - (6) a drug, alcohol, weapon, and profanity free place of fellowship for youth ages 12-18
 - (7) to promote a crime and violence free community and mentality in the youth
 - (8) provide employment to youth of working age through the selling of light food and refreshments (Malt shop environment)
 - (9) homework lab (Computers and tutors)
 - (10) musical studio and stage
 - (11) Saturday safe-haven providing sports and other activities
 - (12) Provide out of school activities (holidays and summers)
 - (13) Providing and based upon Christian and Biblical ethics

ARTICLE IV – MANNER OF ELECTION

SECTION 1 – CLASSES OF MEMBERS: The corporation shall have one class of members.

SECTION 2 – ELECTION AND QUALIFICATION OF MEMBERS: All persons elected as officers and directors shall be members of the corporation. Such officers and Directors retain their status as members only so long as they should serve in their capacity as officers or Directors. The qualifications of members shall be as the Board of Directors shall from time to time determine by majority vote. An affirmative vote of two-thirds (2/3) of all the Directors shall be required for election of members. At all times there must be at least three (3) members of the corporation.

SECTION 3 – VOTING RIGHTS: Each member shall be entitled to one (1) vote on each matter submitted to a vote of the members.

SECTION 4 – TERMINATION OF MEMBERSHIP: The Board of Directors, by affirmative vote of two-thirds (2/3) of all of the Directors, may suspend or expel a member for cause after an appropriate hearing.

SECTION 5 – RESIGNATION: Any member may resign by filing a written resignation with the Secretary.

SECTION 6 – REINSTATEMENT: Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of two-thirds (2/3) of all members of the Board, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

ARTICLE V – MEETINGS OF MEMBERS

SECTION 1 – ANNUAL MEETING: An Annual meeting of the members shall be held on the anniversary date of the incorporation, or at such other date as may be determined by the Board of Directors, beginning with the year 2002, for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Florida, such meeting shall be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be.

SECTION 2 – SPECIAL MEETINGS: Special meetings of the members may be called by the President, the Board of Directors, or not less than one-tenth (1/10) of the members having voting rights.

SECTION 3 – PLACE OF MEETING: The Board of Directors may designate any place, either within or without the State of Florida, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation in the State of Florida; but if all of the members shall meet at any time and place, whether within or without the State of Florida, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate act may be taken.

SECTION 4 – NOTICE OF MEETINGS: Written notice stating the place, day and hour of the meeting and in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered to each member entitled to vote at such meeting not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally or by first class mail, by or at the direction of the President, Secretary or the officer or persons call the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at the address as it appears on the membership book of the corporation, with postage thereon prepaid.

SECTION 5 – ADJOURNED MEETINGS: When a meeting is adjourned to another time and place, it shall not be necessary to give any meeting as adjourned or announce that the meeting at which the adjournment is taken, and any business may be transacted on the original date of the meeting. If, however, after the adjournment the Board of

meetings of the Board may fix any place, either within or without the State of Florida, as the place for holding special meetings of the Board called by them.

SECTION 5- NOTICE: Notice of any special meetings of the Board of Directors shall be given at least two (2) days previously thereto by written notice delivered personally or sent by mail or telegram to each Director at his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any Director may waive notice of any meeting. The attendance of Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attend a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws. Directors shall be deemed present at a meeting of such Board if a conference telephone or similar communications equipment by means of which all persons participating in such meeting can hear each other, is used.

SECTION 6 – QUORUM: A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the board; the act of the majority of the Directors present at the meeting at which a quorum is present shall be the act of the Board of Directors. If less than a majority of the Directors are present at said meeting, then the majority of the Directors present may adjourn the meeting from time to time without future notice.

SECTION 8 – COMPENSATION: Directors as such shall not receive any stated salaries for their services, but by resolution of the board of Directors a fixed sum and expense of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained shall be constructed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefore.

SECTION 9 – WAIVER OF NOTICE: Notice of a meeting of the board of Directors need not be given to any Director who signs a waiver of notice either before or after the meeting. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting and waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when a Director states at the beginning of the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened.

SECTION 10 – ACTION BY DIRECTORS WITHOUT A MEETING: Any action required by the by-laws to be taken at a meeting of the Directors of the corporation, or any action which may be taken at a meeting of the Directors or a committee thereof, may be taken without a meeting if a consent in writing, set forth the action so to be taken, signed by all the Directors, or all the members of the committee, as the case may be, is

Directors fixes a new record date for the adjourned meeting, a notice of the adjourned meeting shall be given in compliance with Section 4 above to each member of record on the new record day entitled to vote at such a meeting.

SECTION 6 – QUORUM: A majority of The members, represented in person shall constitute a quorum at a meeting of members. If a quorum is present, the affirmative vote of the majority of the members shall be the act of the members. After a quorum has been established, the subsequent withdrawal of members so as to reduce the number of members entitled to vote at the meeting below the number required for a quorum, shall not affect the validity of any action taken at the meeting or any adjournment thereof.

SECTION 7 - ACTION BY MEMBERS WITHOUT A MEETING: Any action required by these by-laws to be taken at any annual or special meeting of members, or by action which may be taken at any annual or special meeting of such members, may be taken without a meeting, without prior notice and without a vote, if they consent in writing, setting forth the action so taken, shall be signed by the members having not less than a minimum number of votes that would be necessary to authorize or take such actin at a meeting at which all members entitled to vote thereon were present and voted.

ARTICLE VI – BOARD OF DIRECTORS

SECTION 1 – GENERAL POWERS: All corporate powers shall be exercised by or under the authority of, and the business and affairs of a corporation shall be managed under the direction of a Board of Directors, which may also be known as the “Board of Trustees.”

SECTION 2 – NUMBER, TENURE AND QUALIFICATIONS: The number of Directors shall be four (4) or such greater number as is elected by the membership, but not more than twenty (20). Each Director shall hold office until the next annual meeting of members of the corporation and until his successor shall have been elected and qualified. Qualifications of Directors are the same as for members. Upon such election and during such service, a Director shall be a member of the corporation.

SECTION 3 – REGULAR MEETING: A regular meeting of the Board of Directors shall be held without other notice than this by-law, immediately after, and at the same place as the annual meeting of the members of the corporation. Further, regular monthly meetings shall be held without other notice than this by-law, as agreed upon by the Board of Directors. The Board of Directors may provide resolution the time and place, either within or without the State of Florida, for the holding of additional regular meetings of the board without other notice of such resolution.

SECTION 4 – SPECIAL METINGS: Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors, but not without the consent and/or presence of the President. The person or persons authorized to call special

filed with the minutes of the proceedings of the committee. Such consent shall have the same effect as a unanimous vote.

SECTION 11- RESIGNATION: A Director may resign at any time by written instrument delivered to the other Directors then serving.

ARTICLE VII – OFFICERS

SECTION 1 – OFFICERS: The officers of the corporation shall be a President, one or more Vice Presidents, (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of the Article. The Board of Directors, in its discretion, may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have authority and perform duties prescribed, from time to time, by the board of Directors. Any two or more offices may be held by the same person. The Board of Directors, who, when present, shall preside at all meetings of the Board of Directors, and who shall have such other powers as the Board shall prescribe.

SECTION 2 – ELECTION AND TERM OF OFFICE: The officers of the corporation and the Chairman of the Board of Directors if the Board of Directors determines to elect such Chairman shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. Each such person elected as an officer of the corporation shall meet the qualifications for membership. The election of officers and Chairman of the Board shall not be held at such meetings, such election shall be held as soon after as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer and Chairman of the board shall hold office until his successor shall have been duly elected and shall have been qualified. All officers shall be members of the corporation during their term in office.

SECTION 3 – REMOVAL: Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgement the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed. Direction or appointment of an officer or agent shall not by itself create contract rights.

ARTICLE VIII – INITIAL BOARD OF DIRECTORS

Name	Address
Jaqueline Ann Collins President	425 Blue Jacket Lane Orlando, Florida 32825
Edward Cole	545 Eaton Street

Junior Vice President

Maitland, Florida 32751

Rev. James Watkins
Senior Vice President

543 New Amsterdam Way
Orlando, Florida 32818

Donna W. Watkins
Secretary/Treasurer

13 Canter Club Court
Debary, Fl. 32713

ARTICLE VIII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is:

425 Blue Jacket Lane, Orlando, Florida 32825 and the name of the initial registered agent of the Corporation at that address is Jacqueline Ann Collins.

ARTICLE VIII

DISTRIBUTION OF ASSETS UPON DISSOLUTION

In the event of the dissolution of the Corporation, or in the event it shall cease to carry out the objects and purposes herein set forth, all the business, property and assets of the Corporation shall go and be distributed to such non-profit corporation(s), as may be selected by the Board of Directors of the Corporation. In no way shall any of the assets or property of the Corporation, or the proceeds of any assets or property of the Corporation, in the event of dissolution, go to or be distributed to members, either for the reimbursement of any sums subscribed, donated or contributed by such members, or for any other such purpose.

ARTICLE X

INCORPORATORS

The names and addresses of the incorporators are as follows:

Name

Address

Jacqueline Ann Collins
President

425 Blue Jacket Lane
Orlando, Florida 32825

Edward Cole
Junior Vice President

545 Eaton Street
Maitland, Florida 32751

Rev. James Watkins
Senior Vice President

1543 New Amsterdam Way
Orlando, Florida 32818

Donna W. Watkins
Secretary/Treasurer

13 Canter Club Court
Debary, Fl. 32713

ARTICLE XI – AMENDMENTS TO BY-LAWS

These by-laws may be altered, amended or repealed and new by-laws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least two (2) days written notice is given of intention to alter, amend or repeal or to adopt new by-laws at such meeting.

ARTICLE XII – BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and shall keep at its registered or principal office a record of giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

ARTICLE XIII – FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE XIII – SEAL

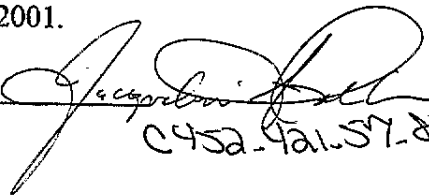
The seal of this corporation shall consist of a flat faced circular die with the name of the corporation and the word “seal”, inscribed thereon, and may be a facsimile, engraved, printed or an impression seal.

ARTICLE XV – WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of Florida Statutes, or under the provisions of the Articles of Incorporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 12th day of October, 2001.

Jacqueline Ann Collins, Incorporator


C452-921-57-837-0

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, authorized to take acknowledgements in the State and County set forth above, personally appeared Jacqueline Ann Collins, known to be and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the State and County aforesaid this 12th day of October, 2001.


Notary Public
My Commission Expires:



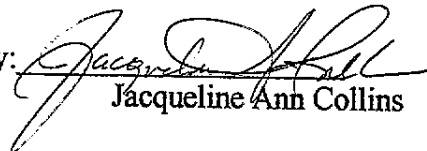
FILED
01 OCT 22 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial registered agent of Central City Youth, Inc., as made in the foregoing Articles of

Incorporation.

DATED: October 12, 2001

By: 
Jacqueline Ann Collins