

TRANSMITTAL LETTER

N02000002492

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

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-03/22/02--01032--034
*****88.00 *****87.50

SUBJECT: ALL For Youth, Incorporation
(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: SERETHA GEORGE
Name (Printed or typed)

P.O. Box 2708
Address

Stuart, Florida 34995-2708
City, State & Zip

(561) 349-4898
Daytime Telephone number

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 APR -5 PM 1:11

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

in 4/5



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 29, 2002

SERETHA GEORGE
P.O. BOX 2708
STUART, FL 34995-2708

SUBJECT: ALL FOR YOUTH, INC.
Ref. Number: W02000008839

We have received your document for ALL FOR YOUTH, INC. and your check(s) totaling \$88.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must have a Florida street address. A post office box, personal mail box (PMB), or mail drop-box address is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6067.

Neysa Culligan
Document Specialist
New Filing Section

Letter Number: 902A00018781

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**ARTICLES OF INCORPORATION
OF
ALL FOR YOUTH, INC.**

ARTICLE I. NAME

The name of this Corporation is **ALL FOR YOUTH, INC.**, and it shall have perpetual duration.

ARTICLE II. ADDRESS

The mailing address of the principal office of the Corporation is .P.O. Box 2708, Stuart, Florida 34995-2708.

ARTICLE III. EFFECTIVE DATE

This document shall become effective when filed by the Florida Department of State.

ARTICLE IV. PURPOSE

This Corporation is a not for profit corporation. The general purpose for which this Corporation is formed is to create and implement comprehensive intervention and prevention programs and activities to youth at-risk of becoming delinquent, to youth who have been referred for delinquency, and to communities that contain high percentages of youth that demonstrate pre-delinquent or chronic behaviors.

For the accomplishment of the purposes herein stated, the Corporation may acquire, hold, own, manage, lease, mortgage or otherwise dispose of real and personal property of every kind and character and to accept gifts thereof from living persons and by will or otherwise, and to exercise all the rights, powers and privileges of a natural owner of such property.

Provided, however, that this Corporation is organized exclusively for charitable, educational and scientific purposes and shall operate exclusively for such purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

This Corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation. The Corporation shall not participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

ARTICLE V. BOARD OF DIRECTORS

The powers of this Corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors and the Chief Executive Officer/Founder. The number of directors of the Corporation shall never be fewer than three and the actual number and their election shall be as provided in the bylaws.

The directors named herein as the board of directors shall hold office until the next meeting of members. Directors elected at the next annual meeting, and at all times thereafter, shall serve as provided in the bylaws. Annual meetings shall be held on the second Thursday in January of each year, beginning in 2003, at such place and time as the board of directors may designate by resolution.

Any action required or permitted to be taken by the board of directors and the Chief Executive Officer/Founder under any provision of law may be taken without a meeting, if all the members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action so taken shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation and bylaws of this Corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and residential addresses of the persons who are to serve as initial directors are:

<u>Name</u>	<u>Residential Address</u>
Seretha A. George	1944 S.E. Hillmoor Drive #198 Port St. Lucie, Florida 34995-2708
Martha Mosley	2528 S.E. Harrison Street Stuart, Florida 34997
Kevin Hempel	512 Cortez Avenue Stuart, Florida 34994

ARTICLE VI. OFFICERS

The corporation shall have no officers.

ARTICLE VII. REGISTERED AGENT

The street address of the registered office of the Corporation is 1944 S.E. Hillmoor Drive, Apt. # 198, Port St. Lucie, Florida 34952. The name of its registered agent at such address is Seretha A. George.

ARTICLE VIII. BYLAWS

Subject to the limitations contained in the bylaws and any limitations set forth in the Not for Profit Corporation Act of Florida described above, concerning corporate action that must be authorized or approved by the members of the Corporation, the bylaws of this Corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth therefore in the bylaws.

ARTICLE IX. NO BENEFIT

The property of this Corporation is irrevocably dedicated to purposes stated in these Articles of Incorporation and no part of the net income or assets of this Corporation shall ever inure to the benefit of or be distributable to any director, officer, or member thereof, or to the benefit of any private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions if furtherance of the purposes set forth in Article IV above. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, the Corporation shall not participate or intervene in (including the publishing or distributions of statements) 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 under 501(c)(3) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws, or by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

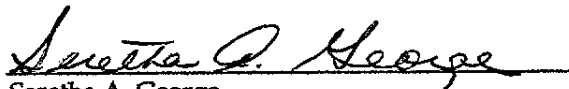
ARTICLE X. DISSOLUTION

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to another 501(c)(3) organization dedicated to and to be used in furtherance of the purposes set forth in Article IV above. It is intended that no distribution or payment shall be made that will impair or destroy the tax exempt status of the Corporation or that will result in the denial of tax exempt status to donations, contributions, legacies, or dues received by the Corporation to the extent that such tax exempt status shall be allowed under any applicable law or regulation. However, if the named recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of the Corporation shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purposes specified in Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code) or shall be distributed to the Federal government, or to a state or local government, for a public purpose.

ARTICLE XI. AMENDMENTS

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and Chief Executive Officer/Founder and may be adopted by a vote of at least two-thirds as provided in the bylaws.

I, the undersigned, being the Incorporator of this Corporation, have executed these Articles of Incorporation on March 20, 2002.


Seretha A. George
Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF CHAPTER 617 OF THE FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is **ALL FOR YOUTH, INC.**
2. The name and address of the registered agent and office is

Seretha A. George
1944 S.E. Hillmoor Drive
Apt # 198
Port St. Lucie, FL 34952

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating 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: March 20, 2002


Seretha A. George, Registered Agent

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HILL
SECRETARY OF STATE
DIVISION OF CORPORATIONS