

NO2000005390

STEPHEN L. SEFTENBERG, ESQ.

Attorney-at-law

Admitted in Florida and Illinois

2765 White Wing Lane

West Palm Beach, FL 33409-2203

Telephone: (561) 689-6221

Facsimile: (561) 689-6884

E-mail: SLSeftenberg.law@bigfoot.com

June 19, 2002

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

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*****78.75 *****78.75

Re: Youth Empowerment Services, Inc.

Gentlemen:

Two copies of the Articles of Incorporation of the above not for profit corporation are enclosed.

Please file the original Articles and date stamp the copy and return it to the undersigned, with a certified copy of the Articles of Incorporation

My IOTA check for \$78.75 is enclosed covering the filing fee and a certified copy of the Articles of Incorporation.

If you have any questions or need additional information, please call my office. Your courtesy and cooperation are appreciated.

Sincerely,

SL Seftenberg
Stephen L. Seftenberg
Enclosures

cc: Ms. Nerissa C. Carter, President
Youth Empowerment Services, Inc. \letters\Corporation Division 020619

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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July 11, 2002

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

Attention: Ms. Doris Brown, Document Specialist
New Filings Section

Re: The "Yes" Foundation, Inc.

Gentlemen:

Two copies of the Articles of Incorporation of the above not for profit corporation are enclosed.

Please file the original Articles and date stamp the copy and return it to the undersigned, with a certified copy of the Articles of Incorporation.

My IOTA check for \$78.75, covering the filing fee and a certified copy of the Articles of Incorporation, was enclosed with my letter dated June 19, 2002. Also enclosed is a copy of your letter dated June 26, 2002.

Please confirm the date on which the corporate name "Youth Empowerment Services, Inc.," will be available. If I understand your rules correctly, we can amend to this name any time after October 21, 2002.

If you have any questions or need additional information, please call my office. Your courtesy and cooperation are appreciated.

Sincerely,


Stephen L. Seftenberg
Enclosures

cc: Ms. Nerissa C. Carter, President
The "Yes" Foundation, Inc.\Letters\Corporation Division 020712

**ARTICLES OF INCORPORATION
OF
THE "YES" FOUNDATION, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.1007 of the Florida Not For Profit Corporation Act, the undersigned corporation not for profit adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation shall be The "Yes" Foundation, Inc.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal place of business and mailing address of this corporation shall be: 2799 Kentucky Street, West Palm Beach, FL 33406.

ARTICLE III - DURATION AND COMMENCEMENT

This corporation shall exist perpetually beginning on the date these Articles of Incorporation are filed with the Secretary of State of Florida.

ARTICLE IV - PURPOSES

1. To break the cycle of violence through educational empowerment by "Giving Kids a Choice and a Chance."

2. To offer educational programs focusing on prevention, remediation and intervention of violence among children, youths and parents, especially those living in low income or blighted neighborhoods, sponsored by public and private schools, daycare centers, head start programs, after care programs, summer camps, faith-based organizations and other charitable organizations.

3. To act in any other fashion and engage in any other activities and functions as are deemed to be proper and to further the goals and purposes of this corporation.

4. No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above. No substantial part of the activities of this corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and this corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any public office. Notwithstanding any other provisions of these Articles of Incorporation, this corporation shall not carry on any other activities not permitted to be carried on by corporations (a) exempt from federal income tax under Section 501(c)(3) or described in Section 501(c)(3) of the Internal Revenue Code

of 1986 or any corresponding Section of any subsequent federal tax code (the "Code"); or (b) contributions to which are deductible under Section 170(c)(2) of the Code.

5. It is the intent and purpose of this corporation to qualify as a "public" charity. During any period in which this corporation is a "private foundation" as defined in Section 509(a) of the Code, it

(a) may not engage in any act of "self-dealing," as defined in Section 4941(d) of the Code which would give rise to any liability for the tax imposed by Section 4941(a) of the Code;

(b) May not retain any "excess business holdings," as defined in Section 4943(c) of the Code, which would give rise to any liability for the tax imposed by Section 4943(a) of the Code;

(c) May not make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Section 4944 of the Code, so as to give rise to any liability for the tax imposed by Section 4944(a) of the Code;

(d) May not make any "taxable expenditures," as defined in Section 4945(d) of the Code, which would give rise to any liability for the tax imposed by Section 4945(a); and

(e) Shall distribute, for the purposes specified above, for each taxable year, amounts at least sufficient to avoid liability for the tax imposed by Section 4942(a) of the Code.

ARTICLE V - MEMBERS

This corporation shall have no members.

ARTICLE VI - INITIAL DIRECTORS AND OFFICERS

The names, addresses and titles of the initial directors and officers are:

Directors

Nerissa C. Carter, 2799 Kentucky Street
West Palm Beach, FL 33406

Tyler Dixon, 1801 North Flagler Drive, #828
West Palm Beach, FL 33407

Andre Ingraham, 91 Loquat Tree Drive
Lantana, FL 33462

Officers

President: Nerissa C. Carter
Secretary: Nerissa C. Carter
Treasurer: Nerissa C. Carter
Assistant Secretary: Stephen L. Seftenberg
2765 White Wing Lane
West Palm Beach, FL 33409-2203

ARTICLE VII - MANNER OF ELECTION OF DIRECTORS

The number of directors, their methods of election or appointment and their respective duties shall be stated in the By Laws.

ARTICLE VIII - DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution of this corporation, its assets shall be distributed (1) for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or (2) to the federal, state or local government for public purposes. Any assets not so disposed of shall be disposed of by final order of the appropriate court of the county in which the principal office of this corporation is then located, exclusively for such purposes or to such organization or organizations, organized and operated exclusively for such purposes, as such court shall determine.

ARTICLE IX - INITIAL REGISTERED OFFICE AND AGENT

The name and Florida street address of the initial registered agent are: Nerissa Carter, 2799 Kentucky Street, West Palm Beach, FL 33406.

ARTICLE X - INCORPORATION

Then name and address of the Incorporator is: Stephen L. Seftenberg, Esq., 2765 White Wing Lane, West Palm Beach, FL 33409-2203.

Date: June 19, 2002


Signature of Incorporator

ACCEPTANCE BY REGISTERED AGENT

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: June 19, 2002


Registered agent

Address: 2799 Kentucky Street
West Palm Beach, FL 33406

Prepared by:
Stephen L. Seftenberg, Esq.
2765 White Wing Lane
West Palm Beach, FL 33409-2203
Telephone: (561) 689-6221
Facsimile: (561) 6899-6884
Florida Bar No.: 805246

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA