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Division of Corporations

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FLORIDA NON-PROFIT CORPORATION

YOUTH CHALLENGE OF NAPLES, INC.

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**ARTICLES OF INCORPORATION  
OF  
YOUTH CHALLENGE OF NAPLES, INC.  
A NON-PROFIT CORPORATION**

The undersigned incorporator (s), in order to form a non-profit corporation under the laws of the state of  
Not for Profit Corporation Act, hereby adopt the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of this corporation is **YOUTH CHALLENGE OF NAPLES, INC.**

**ARTICLE II - PRINCIPAL OFFICE**

The address of the principal office of this corporation is 2379 River Reach Drive - Naples, FL 34104 and the mailing address is the same.

**ARTICLE III - PURPOSE OF THE CORPORATION**

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the internal Revenue Code, or corresponding section of any future federal tax code.

The institution has a civil nature and a religious character without political ends and it is a non profit organization, which purpose is to bring, people to Jesus and to make them Members of this family, to develop maturity such as Christ, and equip them for the Ministries of the churches, and give them a Goal in life in order to Glorify God, the social charity, and the cultural and spiritual growth as well.

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1<sup>st</sup> - For the realization of its social objectives the association will be able to found orphanages nursery, shelters, hospitals, rehabilitation centers for delinquents, alcoholics, drug addict and other institutions like those.

2<sup>nd</sup> - To effect the cultural goal, the association will be able to make, school, colleges or universities, alphabetization, religious, moral and professional as well.

3<sup>rd</sup> - To reach its religious ends the institution will be able to promote the peach of the gospel though radio, television and any mean of communication and still to promote seminaries, biblical or congresses, and to send missionaries throughout the world.

4<sup>th</sup> - Besides the activities before mentioned that are not enumerative but exemplificative the association will be able to create others establishments, that will have theirs our statutes, as long as don't be against the principles and goals of the association that already exist, and they have to be subordinated to the association.

5<sup>th</sup> - The association will be able to create foundations that will be ruled by their own statutes.

6<sup>th</sup> - Help to the youth involved with drugs, family rebellion, in school, and in the society in general.

7<sup>th</sup> - Visitation to those places, and distribution of magazines and fliers, regarding the recovery, and realizing and prevention of the no use of drugs.

8<sup>th</sup> - To visit and to teach families about drugs addicts, or people that have been victim of conflicts or social disaster.

9<sup>th</sup> - Visitation and assistance to the jail holders.

10<sup>th</sup> - Visit the hospitalized and give support to their families. Visit to families that are in conflict. Orientation to the parents and to their kids.

11<sup>th</sup> - Help to the people with the local authorities, regarding the problems of order and legal purposes. Help to the people and their families in cases of accident or disasters.

12<sup>th</sup> - Implantation of a house of recovery of drug addicts and alcoholics, and a social renovation of them. Recovery and assistance to homeless people and their families.

### ARTICLE IV - MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is stated in the by-laws

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**ARTICLE V - BOARD OF DIRECTORS**

This time, the officers of the corporation will serve until the board elects others. The board of Directors is:

NAME	ADDRESS
Luiz C. Reis President	2379 River Reach Drive Naples, FL 34104
Valdir Bernardo Brito Vice-President	2379 River Reach Drive Naples, FL 34104
Rita K. Reis Secretary/Treasurer	2379 River Reach Drive Naples, FL 34104

**ARTICLE VI - INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and address of the registered agent of this corporation are:

TAX HOUSE CORPORATION  
3929 N FEDERAL HWY.  
POMPANO BEACH, FL 33064

**ARTICLE VII - INCORPORATOR**

The name (s) and address (es) of the incorporator (s) of this corporation is (are):

Luiz C. Reis  
2379 River Reach Drive  
Naples, FL 34104

**ARTICLE VIII - TERM OF EXISTENCE**

The period of duration of this corporation is perpetual.

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**+2ARTICLE IX - QUALIFICATIONS OF MEMBERSHIP**

The categories of membership, qualifications for membership and the manner of admission shall be set forth in and regulated by the By Laws of the corporation.

**ARTICLE X - VOTING RIGHTS**

Members of the corporation will have such voting rights as are provided in the By Laws of the Corporation

**ARTICLE XI - LIABILITIES FOR DEBTS**

Neither the members nor the members of the Board of Directors or officers of the Corporation shall be liable for the debts of the Corporation.

**ARTICLE XII - AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by Law. The Board of Directors proposed by them to the Members, and approved at a Members meeting by a majority of the Members, unless all the Directors and all the Members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made, shall approve every amendment.

**ARTICLE XIII - INDEMNIFICATION**

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against Liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director-, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or

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agent of the Corporation, as the case may be, as a director, officer, partner trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the director or officer is or was a director or Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director" "officer" "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

**ARTICLE XIV - DISSOLUTION**

In the event of dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and Liabilities of this corporation shall be distributed and turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue

Code of 1986 or the corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or Local government for exclusive public purpose.

However, if the named recipient is not then in existence or no longer a qualified distributed, or unwilling or unable to accept the distribution, then the assets of this corporation shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purpose specified in section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax codex).

Any additional provisions for the operation of the corporation are as follows:

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### **ARTICLE XV - LIMITATIONS ON ACTIVITIES**

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting of this to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), 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 candidate for public office.

Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

### **ARTICLE XVI - PROHIBITION AGAINST PRIVATE INUREMENT**

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, 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 in these Articles.

### **ARTICLE XVII - COMPENSATION RESTRICTION**

Resolved that any salaries, wages, together with fringe benefits or other forms of compensation (housing, transportation and other allowances) paid to or provided our employees, directors, or officers will not exceed a value which is reasonable and commensurate with the duties and working hours associated with such employment and with the compensation ordinarily paid persons with similar positions or duties.

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**ARTICLE XVIII - PRIVATE FOUNDATION REQUIREMENTS AND RESTRICTIONS**

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code.

The undersigned incorporators hereby declare under penalty of perjury that the statements made in the foregoing Articles of Incorporation are true.

Dated:

  
Luiz C. Reis - Incorporator

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT AND REGISTERED OFFICE**

*PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA  
STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER  
THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING  
STATEMENTS IN DESIGNATING THE REGISTERED OFFICE AND  
REGISTERED AGENT, IN THE STATE OF FLORIDA.*

1. The name of the corporation is **YOUTH CHALLENGE OF NAPLES, INC.**

2. The name and address of the registered agent and office is:

**TAX HOUSE CORPORATION**

Registered Agent

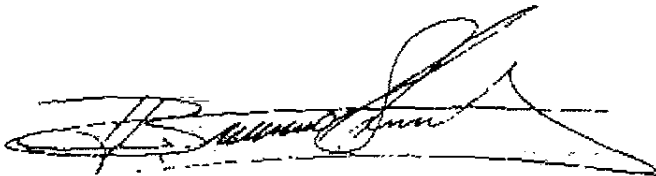
**3929 N Federal Hwy**

Address

**Pompano Beach, FL 33064**

City - State - Zip

*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 the 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.*



Breno R. Gomes - President (Signature)

**October 30, 2002**

(Date)