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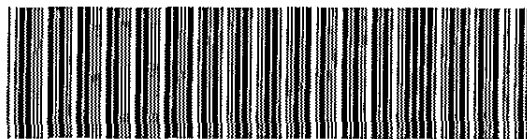
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November 22, 2002

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

**RE: YOUTH EDUCATING AMERICA, INC.
a Florida not for profit corporation**

Dear Sir:

Enclosed please find an original and two copies of the Articles of Incorporation for YOUTH EDUCATING AMERICA, INC., a Florida not for profit corporation. Our client's check for the filing fee is enclosed in the amount of \$78.75. Please return two stamped copies of the Articles to our office.

Thank you for your assistance in this matter.

Yours very truly,



David K. Oaks

DKO:js
Encl.
cc: client

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF

YOUTH EDUCATING AMERICA, INC.

a Florida not for profit corporation

The undersigned person, acting as incorporator of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following articles of incorporation for the corporation:

Article I

The name of the corporation is **YOUTH EDUCATING AMERICA, INC.**

Article II

The corporation shall have perpetual duration.

Article III

The corporation is a not for profit corporation. The purposes for which the corporation is organized are:

(a). The specific and primary purposes for which this corporation is formed are to operate for the advancement of education and for other charitable purposes, by the distribution of its funds for those purposes, and particularly for development of production facilities at college campus radio stations to enable production of public service announcements that educate and raise awareness in young persons.

(b). The general purposes for which this corporation is formed are to operate exclusively for educational purposes which will qualify it as an exempt organization under 26 U.S.C.A. §501(c)(3), or corresponding provisions of any subsequent federal tax laws,

including, for those purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Section.

(c). This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it 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 IV

The corporation shall have a membership distinct from the board of directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and assessments and the method of collecting dues and assessments shall be as regulated in the bylaws.

Article V

~~and mailing address for the corporation and~~
The street address/of the initial registered office of the corporation is 2077 Lakeview Boulevard, Port Charlotte, Charlotte County, Florida. The name of its initial registered agent at that address is **ROGER McINTOSH**.

Article VI

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be three; provided, however, that that number may be changed by a bylaw duly adopted pursuant to the bylaws of this corporation. The directors named here as the first board of directors shall hold office until the first meeting of members, to be held on January 2, 2003, at noon, at 2077 Lakeview Boulevard, Port Charlotte, Florida, at which time an election of

directors shall be held. Directors elected at the first annual meeting, and at all subsequent times, shall serve for a term of one year until the second annual meeting of members following the election of directors and until the qualification of the successors in office. Annual meetings shall be held at noon, on the first Monday in January of each year at the principal office of the corporation, or at any other place or places designated by the board of directors by resolution.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all the members of the board individually or collectively consent in writing to the action. Written consent or consents shall be filed with the minutes of the proceedings of the board, and any 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 taken in this manner 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 act in this manner. This statement shall be prima facie evidence of the directors' authority.

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

ROGER McINTOSH 2077 Lakeview Boulevard, Port Charlotte, FL 33948

ERICK GRACIA 370 Ryals Street, Port Charlotte, FL 33954

TREY PRAY 2536 Chris Court, Jacksonville, FL 32210

Article VII

The name and address of each incorporator are:

ROGER McINTOSH 2077 Lakeview Boulevard, Port Charlotte, FL 33948

Article VIII

The board of directors shall elect the following officers: President, Treasurer and Secretary, and any other officers which the bylaws of this corporation authorize the directors to elect. Initially, officers shall be elected at the first annual meeting of the board of directors. Until that election is held, the following persons shall serve as corporate officers: **ROGER McINTOSH** President Secretary Treasurer

Article IX

Subject to the limitations contained in the bylaws and any limitations set forth in the Florida Not For Profit Corporation Act 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 in the bylaws.

Article X

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member, or to the benefit of any private individual.

Article XI

On 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 a not for profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt

status under 26 U.S.C.A. §501(c)(3), or corresponding provisions of any subsequent federal tax laws.

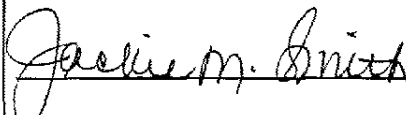
Article XII

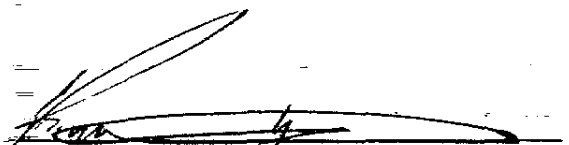
Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of at least two-thirds of a quorum of members of the corporation.

We, the undersigned, being the incorporators of this corporation, for the purpose of forming this not for profit charitable corporation under the laws of Florida, have executed these articles of incorporation on November 22, 2002.

IN WITNESS WHEREOF, said parties and subscribers have hereunto set their hands and seals this 22 day of November, 2002.

SIGNED AND SEALED
IN THE PRESENCE OF:





ROGER McINTOSH

Incorporator and Registered Agent

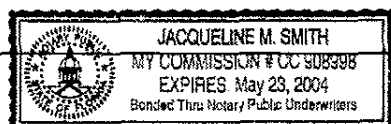
STATE OF FLORIDA
COUNTY OF CHARLOTTE

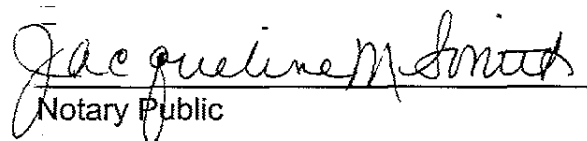
I AM FAMILIAR WITH AND ACCEPT THE APPOINTMENT AS REGISTERED AGENT.

BEFORE ME, a Notary Public in and for the above State and County, personally appeared **ROGER McINTOSH** incorporator of **YOUTH EDUCATION AMERICA, INC.** who, after being first duly sworn, acknowledged that he executed the foregoing Articles of Incorporation for the uses and purposes therein expressed on behalf of said corporation.

WITNESS my hand and official seal in the County and State aforesaid this 22 day of November, 2002.

My Commission Expires:




Notary Public