

NO 3000002594

Yolanda Morris

(Requestor's Name)

4132 Pond Cypress Court

(Address)

(Address)

Tallahassee, FL 32310

(City/State/Zip/Phone #)

☐ PICK-UP

☒ WAIT

☐ MAIL

Gadsden Youth Center

(Business Entity Name)

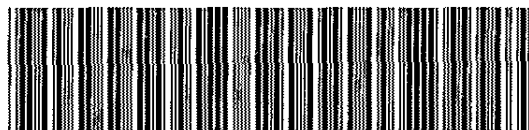
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Articles of Incorporation

I. NAME

The name of the Corporation is Gadsden Youth Center, Inc.

II. PURPOSE

This Corporation does not contemplate pecuniary gain or profit to the members thereof, and the purpose for which it is organized is the transaction of any and all lawful affairs for which nonprofit corporations may be incorporated under the laws of the State of Florida, as they may be amended from time to time, and specifically, but not in limitation thereof, the purpose of providing literacy tutorial services, computer literacy, HIV/AIDS counseling and education, and college preparation services. The Corporation may also conduct any and all other activities or affairs of any type whatsoever growing out of, related to, or in any manner whatsoever in connection with any of the items, businesses, relationships, purposes, or powers described in these Articles, but the Corporation is organized exclusively for charitable purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time. No enumeration herein set forth shall in any manner be deemed to be exclusive of object or purpose not enumerated, but on the contrary, such enumerations shall be construed as including all other and further objects and purposes of the same or similar type or character, regardless of how thin, vague, or indefinite the relationship or connection may be. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations described in Section 501(c)(3) or such powers permitted a corporation contribution contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986.

III. INITIAL CHARACTER OF AFFAIRS

The Corporation initially intends to conduct tutorial literacy services for youth.

IV. PROHIBITED ACTIVITIES

No substantial part of the activities of the Corporation shall be the carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in (including the publication or distribution 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 from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time.

V. STATUTORY AGENT

The name and address of the initial statutory agent of the Corporation is Gwendolyn Morris, 1504 Willow Bend Way, Tallahassee, Florida 32301.

VI. KNOWN PLACE OF BUSINESS

The known initial place of business of the Corporation shall be 100 B & S Lane, Quincy, Florida 32351. The mailing address for all official business shall be P.O. Box 1237, Quincy, FL 32353-1237.



VII. BOARD OF DIRECTORS

The business and affairs of the Corporation shall be managed by the Board of Directors. The number of persons which shall constitute the whole Board of Directors shall not be less than three (3) nor more than twenty-five (25). The specific number of persons on the Board of Directors shall be fixed, from time to time, by the Board of Directors in accordance with these Articles and the Bylaws of the Corporation. Until the annual election of directors, or until their successors are elected the initial Board of Directors shall consist of three (3) directors, and the following persons shall be the initial directors of the Corporation: Gwendolyn Morris (President); Will Cannon (Vice- President); and Tyesha Bradwell (Secretary).

VIII. INCORPORATOR

The Incorporator of this corporation is as follows: Alisha Morris-Burns and Yolanda Yvette Morris. All powers, duties, and responsibilities of the Incorporator shall cease at the time of delivery of these Articles of Incorporation to Department of State for filing.

IX. INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES, AND AGENTS

The Corporation shall indemnify any person who incurs expenses by reason of fact that he or she is or was an officer, director, employee, or agent of the Corporation, in accordance with the procedures more specifically set forth in the Bylaws of the Corporation. This indemnification shall be mandatory under all circumstances in which indemnification is permitted by law.

X. ELIMINATION OF DIRECTOR LIABILITY

The Directors of the Corporation shall have no personal liability to the Corporation for monetary damages for breach of fiduciary duty, as provided in the Bylaws. Directors are liable as provided in the s. 607.0834 for unlawful distribution made in violation of s.607.06401 or the articles of incorporation is personally liable to the corporation for the amount of the distribution that exceeds what could have been distributed without violating s.607.06401. The incorporators shall be held liable for any activities not permitted to be carried on by a corporation exempt from federal income taxation under Section 501(c)(3) of the Internal revenue Code of 1986, as amended from time to time.

XI. INCOME AND PECUNIARY DISTRIBUTIONS

There shall be no shareholders of the Corporation, and no profits or dividends shall ever be declared by the Corporation. No part of the income of the Corporation shall inure to the benefit of, or be distributable to, any member, director, officer, employee, agent, or other private person, except that the 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 Article II. No director, officer, employee, agent, or other private person shall be entitled to share in the distribution of any of the Corporation's assets on dissolution of the Corporation.

XII. AMENDMENTS

These Articles may be amended from time to time by the affirmative vote of a majority of the Directors of the Corporation present at a meeting called for such purpose.



G.Y.C. 2003

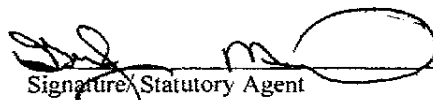
XIII. DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying, or making provision for payment of, all liabilities of the Corporation, dispose of all of its remaining assets exclusively for the purposes of the Corporations in such manner, or to such organization or organizations organized and operated exclusively for such purposes which shall at the time qualify it or them as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as the Board of Directors shall determine.


IN WITNESS WHEREOF, the undersigned Incorporator has hereunto set his hand this 26th day of March.

ACKNOWLEDGEMENT OF APPOINTMENT AS STATUTORY AGENT

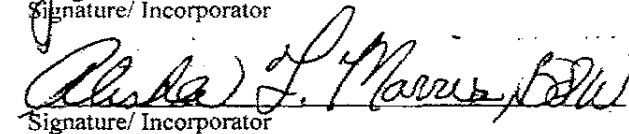
Gwendolyn Morris, having been designated to act as statutory agent of Gadsden Youth Center, Inc. hereby consents to act in that capacity until his removal or resignation is submitted in accordance with the Florida Statutes.


Signature/ Statutory Agent

3-26-03
Date


Signature/ Incorporator

3-26-03
Date


Signature/ Incorporator

3-26-03
Date

100 B & S Lane, Quincy, Florida 32351

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