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BASIC AMENDMENT

YOUTH EMPOWERED TO ACHIEVE! INC.

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D. 1

BUSH ROSS GARDNER WARREN & RUDY, P.A.

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FROM: Randy K. Sterns, Esq. (Sandy Duncan, Legal Assistant)

Comments: Please see attached letter from Ms. Coulliette and revised amended and restated articles of incorporation of Youth Empowered to Achieve! Inc.

If you have any questions, please contact me at 813.204.6458. Thank you.

UNLESS OTHERWISE INDICATED OR OBVIOUS FROM THE NATURE OF THE TRANSMITTAL, THE INFORMATION CONTAINED IN THE FACSIMILE MESSAGE IS ATTORNEY PRIVILEGED AND CONFIDENTIAL INFORMATION INTENDED FOR THE USE OF THE INDIVIDUAL OF ENTITY NAMED ABOVE. IF THE READER OF THIS MESSAGE IS NOT THE INTENDED RECIPIENT OR THE EMPLOYEE OR AGENT RESPONSIBLE TO DELIVER IT TO THE INTENDED RECIPIENT, YOU ARE HEREBY NOTIFIED THAT ANY DISSEMINATION, DISTRIBUTION OR COPYING OF THE COMMUNICATION OR ANY OF THE INFORMATION IN IT IS STRICTLY PROHIBITED. IF YOU HAVE RECEIVED THIS COMMUNICATION IN ERROR OR ARE NOT SURE WHETHER THIS IS PRIVILEGED, PLEASE IMMEDIATELY NOTIFY US BY TELEPHONE AND RETURN THE ORIGINAL MESSAGE TO US AT THE ABOVE ADDRESS VIA THE U. S. POSTAL SERVICE AT OUR EXPENSE. THANK YOU.

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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

November 1, 2004

YOUTH EMPOWERED TO ACHIEVE! INC.
P.O. BOX 291339
TAMPA, FL 33687

SUBJECT: YOUTH EMPOWERED TO ACHIEVE! INC.
REF: N03000005941

We have received your document for YOUTH EMPOWERED TO ACHIEVE! INC. .
However, the enclosed document has not been filed and is being returned to
you for the following reason(s):

The document must contain written acceptance by the registered agent,
(i.e. "I hereby am familiar with and accept the duties and
responsibilities as registered agent for said corporation/limited
liability company"); and the registered agent's signature.

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

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
YOUTH EMPOWERED TO ACHIEVE! INC.
(a Florida not-for-profit corporation)

The undersigned hereby make, amend and restate these Articles of Incorporation under the provisions of Chapter 617, Florida Statutes, and to that end do hereby amend and restate its Articles of Incorporation as follows:

ARTICLE I
NAME

The name of the corporation is Youth Empowered to Achieve! Inc. Pending any change authorized by the Corporation's Board of Directors, its mailing address shall be P. O. Box 291339, Tampa, Florida 33687-1339.

ARTICLE II
ADDRESS OF REGISTERED OFFICE

The street address of the registered office of this Corporation is 220 South Franklin Street, Tampa, Florida 33602, and the name of the Registered Agent of this Corporation at that address is Randy K. Sterns.

ARTICLE III
PURPOSE

The Corporation shall be organized exclusively for charitable, religious, educational, and scientific purposes, 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. To carry out this objective, the Corporation shall be authorized to carry out the following activities:

- (a) to develop and nurture the entrepreneurial attributes and life skills of participants, thereby promoting entrepreneurship and self-employment as a viable alternative and complement to traditional employment;
- (b) to provide youth with the skills and resources necessary to "bridge the digital divide" in their community, by facilitating ownership and skilled use of computer technology;
- (c) to mobilize community residents to unite and cooperate in the social and physical enhancement of their community and educate and guide residents in effectively managing positive change in their community;
- (d) to assist other non-profit and social purpose agencies to develop programs to serve youth and families;
- (e) the Corporation shall have the powers to acquire and hold title in fee simple, in trust, acquired by gifts, or otherwise, to both real and personal property, and to improve, encumber, sell, convey, use, lease, mortgage, and dispose of all such property in conformity with the Bylaws of said Corporation;

(f) the Corporation shall further be authorized to invest, reinvest, and administer the principal or the income of the Corporation's assets in such manner as, in the judgment of the Board of Directors, will best promote the purposes of the Corporation and shall be further authorized to exercise each and every power and right granted to a Corporation Not for Profit under the laws of the State of Florida as may be necessary for the furtherance of its purposes; all in accordance with its Bylaws or as the same may be hereafter modified or amended;

(g) to collect funds in furtherance of the Corporation's objectives, to prudently expend all funds received and disburse the net interest and other earnings that may be received in satisfaction of its operating expenditures and expenses and in support of meritorious projects which may further its objectives;

(h) no part of the funds of the Corporation shall inure to the benefit of any private individual, and no part of the activities shall consist of carrying on propaganda, or otherwise attempting to influence legislation, or of participating in any political campaign on behalf of any candidate for public office;

(i) the Corporation is not organized for pecuniary profit, nor shall it have any power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure to the benefit of any individual and the balance, if any, of all money received by the Corporation from its operations, after the payment in full of all debts and obligations of the Corporation of whatever kind and nature, shall be used and distributed exclusively to organizations that qualify under Section 509(a)(1) or (2) of the Code; and

(j) to perform all other acts and carry on and conduct all other activities necessary or useful in connection with or incidental to the accomplishment of any of the purposes set forth herein to the full extent permitted by the laws of the State of Florida and this charter.

ARTICLE IV MEMBERSHIP

The Corporation shall be organized as an entity without members.

ARTICLE V BOARD/OFFICERS

The powers of this Corporation shall be exercised, its properties controlled and affairs supervised by a Board of Directors, the precise number of which shall be set by the Bylaws of the Corporation, provided that there shall be a minimum of three directors at all times. Each member of the Board of Directors shall be elected in the manner and for the terms prescribed in the Bylaws, and shall hold office until their respective successors are duly elected and qualified. The affairs of the Corporation shall be managed by this official board, who shall elect officers as follows: President, Vice-President, Secretary and Treasurer, which officers shall be provided for in the Bylaws. Each officer shall be elected from time to time in accordance with the Bylaws and each officer shall hold office until his or her successor is elected and qualified.

The names and addresses of the Board and the office which they will respectively hold until their successors are elected and qualified are as follows:

Marsha-Ann Clarke
President
13709 Gragston Circle
Tampa, Florida 33613

Lucious Davis
4206 Imperial Eagle Drive
Valrico, Florida 33594

Anthony LaColla
1924 East Flora Street
Tampa, Florida 33610

Dr. Deborah M. Harris
Director
10003 Cypress Shadow Avenue
Tampa, Florida 33647

Dr. Michael Fountain
3650 Spectrum Boulevard, UTC II
Suite 170
Tampa, Florida 33612

Randy K. Sterns
Director
220 South Franklin Street
Tampa, Florida 33602

Mitchell Harris
Director
10529 Cory Lake Drive
Tampa, Florida 33647

ARTICLE VI
AMENDMENTS

The Articles of Corporation and Bylaws of this Corporation may be amended, altered or rescinded at any regular meeting or a special meeting of the membership of the Board of Directors, by a two-thirds vote of the board membership present.

ARTICLE VII
BYLAWS

Subject to any limitations set forth in the laws of Florida, the Corporation's Bylaws shall be adopted by the Board of Directors and may be altered, amended, or rescinded by the Board of Directors in a manner provided by the Bylaws.

ARTICLE VIII
TERM

The term of the Corporation shall be perpetual or until dissolved by due process of law.

ARTICLE IX
DISTRIBUTION OF ASSETS

In the event of dissolution of the Corporation, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding sections of the Internal Revenue Code, or to the Federal, State or local government for exclusive public use.

Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on by (a) an entity exempt from Federal Income Tax under Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Code or (b) an entity to which contributions are deductible under Section 170(c)(2) of the United States Internal Revenue Code of 1986, as amended, or any other corresponding provision of any future United States Internal Revenue Code.

ARTICLE X
DEFENSE AND INDEMNIFICATION
OF OFFICERS AND DIRECTORS

The Corporation shall defend, indemnify and hold harmless every registered agent, director or officer and his or her heirs, personal representatives and administrators against liability and against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her having been a director or officer of this Corporation, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to be liable for willful misconduct."

IN WITNESS WHEREOF, the undersigned, being the Secretary of this Corporation, hereby acknowledges that these Amended and Restated Articles of Incorporation were unanimously approved by the Board of Directors of this Corporation pursuant to a meeting held on August 25, 2004, for the purpose of amending and restating these Articles of Incorporation. At the time that this amendment was approved by the Board of Directors, the Corporation had no members.


Anthony LaCala, Secretary

ACKNOWLEDGMENT

I accept my appointment as Registered Agent of the above named corporation, acknowledge that I am familiar with and accept the obligations imposed by Florida law upon that position, and agree to act in accordance with the provisions of §§48.091 and 607.0505, Florida Statutes.


Randy K. Stern, Registered Agent

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