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Florida Department of State

Division of Corporations

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TALLAHASSEE, FLORIDA

FLORIDA NON-PROFIT CORPORATION

Friends of London Youth, Inc.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

February 23, 2004

QUARLES & BRADY LLP

SUBJECT: FRIENDS OF LONDON YOUTH, INC.
REF: W04000007600

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**ARTICLES OF INCORPORATION
OF
FRIENDS OF LONDON YOUTH, INC.
(a Florida Corporation Not For Profit)**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this corporation is FRIENDS OF LONDON YOUTH, INC., (hereinafter called the "Corporation").

ARTICLE II

**PRINCIPAL ADDRESSES OF
THE CORPORATION AND INCORPORATOR**

The Corporation's principal office is located at 1395 Panther Lane, Suite 300 Naples, Florida 34109. The mailing address of the Corporation is 1395 Panther Lane, Suite 300 Naples, Florida 34109.

The sole incorporator of the Corporation is Kevin Carmichael. The complete business address of the sole incorporator is 1395 Panther Lane, Suite 300 Naples, Florida 34109.

ARTICLE III

DURATION

The period of the duration of the Corporation is perpetual unless dissolved according to Florida law.

ARTICLE IV

PURPOSES

The Corporation is organized exclusively for charitable, religious, scientific and educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code ("Code"). The purposes of the

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Corporation may be modified from time to time by the Board of Directors, provided any modification in purpose shall also be a charitable, religious, scientific or educational purpose.

Primarily, the Corporation shall directly and indirectly support the functions and purposes of The Federation of London Youth Clubs, a charity registered in the United Kingdom with the Charity Commission of England and Wales. The support activities will consist of giving young people (those under age 18) from diverse backgrounds access to a wide range of learning opportunities and challenging experiences designed to promote their personal and social development. These learning opportunities and experiences will be primarily, educational and athletic in nature. The Corporation's activities, support and services will be provided on a non-discriminatory basis to children of all social, economic, ethnic and religious backgrounds, primarily in England and Wales.

The Corporation shall have full and unfettered control of its assets and donations received, but will act in conjunction with The Federation of London Youth Clubs to carry out and accomplish their joint purposes in support of youth activities.

ARTICLE V

NECESSARY POWERS

The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized; to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the Corporation; and to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized; and to exercise all powers granted to a Corporation not for profit under Florida law.

ARTICLE VI

MANAGEMENT

Management of the Corporation shall be vested in the Corporation's Board of Directors the members of which shall be not less than three (3). The number and method of election and removal of the directors of the Corporation shall be as set forth in the Bylaws.

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ARTICLE VII

INITIAL DIRECTORS

The initial directors of the Corporation shall be:

Michael Brookman
1395 Panther Lane
Suite 300
Naples, Florida 34109

Martin Sullivan
1395 Panther Lane
Suite 300
Naples, Florida 34109

Bruce McCaw
1395 Panther Lane
Suite 300
Naples, Florida 34109

Stephen Dinsdale
1395 Panther Lane
Suite 300
Naples, Florida 34109

ARTICLE VIII

MEMBERSHIP

The Corporation shall have no members.

ARTICLE IX

DISSOLUTION

Upon the dissolution of the Corporation, the assets of the Corporation shall be distributed at the sole discretion of the Board of Directors to or for one or more exempt purposes within the meaning of §501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of, shall be disposed

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of by a Florida court of competent jurisdiction of the county in which the principal office of the Corporation is then or was last located. The Court shall distribute such assets for such charitable purposes, as said court shall determine, within the field of charities benefiting young persons.

ARTICLE X

PROHIBITED ACTIVITIES

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Directors, officers, or other private persons, 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 IV hereof.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the 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 or engage in political activities of any kind, except as permitted by the provisions of §501(h) of the Code. The Corporation shall make a §501(h) election effect for its first year of operation.

Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under §501(c)(3) of the Code, or (b) by a Corporation, contributions to which are deductible under §§170(c)(2), 2055, 2100(a)(2) and 2522 of the Code.

In the event that the Corporation shall be considered to be a private foundation, as such term is defined in §509(a) of the Code, then in that event, the Corporation:

A. shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by §4942 of the Code; and,

B. shall not (i) engage in any act of self-dealing as defined in § 4941(d) of the Code; (ii) retain any excess business holdings as defined in § 4943(c) of the Code; (iii) make any investments in such manner as to subject it to tax under § 4944 of the Code; or (iv) make any taxable expenditures as defined in § 4945(d) of the Code.

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ARTICLE XI**AMENDMENT OF BYLAWS**

Except as provided by these Articles and by the Bylaws, the Corporation's Bylaws may be amended, altered, restated or repeated and new Bylaws may be adopted only by the affirmative vote of two thirds (2/3) of the members of the Board of Directors. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with Florida law or the Articles of Incorporation.

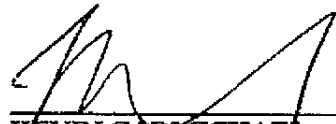
ARTICLE XII**AMENDMENT OF ARTICLES OF INCORPORATION**

Except as otherwise provided in these Articles, these Articles of Incorporation may be amended, altered and/or restated only by the affirmative vote of two thirds (2/3) of the members of the Board of Directors.

ARTICLE XIII**REGISTERED AGENT AND REGISTERED AGENT ADDRESS**

The street address of the Corporation's registered office in the State of Florida is 1395 Panther Lane, Suite 300, Naples, Florida 34109 and the name of its registered agent at such office is Naples-Lawdock, Inc.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 20th day of February, 2004.



KEVIN CARMICHAEL,
Incorporator

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

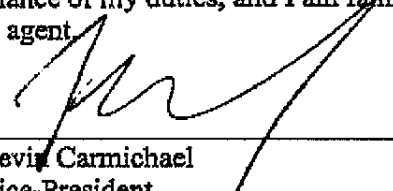
PURSUANT TO THE PROVISIONS OF SECTIONS 48.091 and 607.0501, FLORIDA
STATUTES, THE UNDERSIGNED CORPORATION SUBMITS THE FOLLOWING
STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN
THE STATE OF FLORIDA

The name of the Corporation is FRIENDS OF LONDON YOUTH, INC.

The name of the initial registered agent of the Corporation is NAPLES-LAWDOCK,
INC., 1395 Panther Lane Suite 300, Naples, Florida 34109.

REGISTERED AGENT ACCEPTANCE

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 that 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.



Kevin Carmichael
Vice-President
NAPLES-LAWDOCK, INC.
Registered AgentDate: February 20, 2004

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