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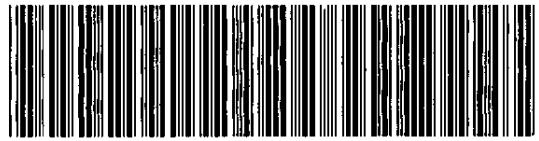
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend NC
Theris
2-11-10

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: YOUNG PEOPLE DESTINED TO SUCCEED INCORPORATED

DOCUMENT NUMBER: N04000006155

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

ALTON PRATER

(Name of Contact Person)

Upward Movement Incorporated

(Firm/ Company)

1208 North 22nd Street

(Address)

Fort Pierce, FL 34950

(City/ State and Zip Code)

For further information concerning this matter, please call:

Alton Prater

(Name of Contact Person)

at (772)

446.5738

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|--|--|--|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed) |
|--|--|--|--|

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

FILED

Young People Destined To Succeed Incorporated

(Name of corporation as currently filed with the Florida Dept. of State)

2010 FEB 10 A 11: 56

N0400006155

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Document number of corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this **Florida Not For Profit Corporation** adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

Upward Movement Incorporated

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

Delete all Articles replace with new Articles

(Attach additional pages if necessary)
(continued)

ARTICLES OF AEMNDMENT

OF

ARTICLES OF INCORPORATION

UPWARD MOVEMENT INCORPRATED, under its corporate seal in the hands of its duly elected President and Director, Thelma Prater and Alton Prater, respectively, hereby certify that:

The broad of directors of the said corporation, at a meeting called for said purpose on the 1st day of February, 2010 and after notice as required, adopted the following resolutions:

BE IT RESOLVED by the broad of director of UPWARD MVEMENT INCORPRATED, that said members deem and hereby declare it to be advisable that the Charter of Articles of Incorporation of said corporation be amended, changed and altered to read in its entirety, through all Articles thereof, as follows:

ARTICLES OF INCORPORATION

OF

UPWARD MOVEMENT INCORPRATED

ARTICLE I

NAME/REGISTERED OFFICE

The name of this corporation shall be **UPWARD MOVEMENT INCORPORATED** the Corporation's registered office is located at **1208 NORTH 22ND STREET FORT PIERCE FLORIDA 34950**.

ARTICLE II

PURPOSE

This corporation is organized and will be operated exclusively for Charitable and educational purpose within the meaning of Section 501(c) (3) of the Internal Revenue Code. (All reference to sections in these Articles refer to the Internal Revenue Code of 1986 as amended or to comparable section of subsequent internal revenue laws.) Specifically, the corporation is organized to support non-partisan research, education, and informational activities to increase public awareness of juvenile delinquency: to combat crime within neighborhoods: and to prevent community deterioration. In pursuance of these purpose it shall the powers to carry on any business or other activity which may be lawfully conducted by a corporation organizes under the state of Florida Corporation Act, whether or not related to the foregoing purposes, and to do all things necessary, proper and consistent with maintaining tax exempt status under section 501 (c) (3).

ARTICLE III LIMITATIONS

At all times the following shall operate as conditions restricting the operations and activities of the corporation:

1. No part of the net earnings of the corporation shall inure to any member of the corporation not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any Director or officer of the corporation, nor to any other private persons, excepting solely such reasonable compensation that the corporation shall pay for services actually rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation;

2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in

(Including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office; and

3. 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 tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.

4. The corporation shall not lend any of its assets to any officer or director of this corporation unless such loan program is regularly conducted as part of the activities of the organization and the qualification of the individual to participate in same is determined by a panel comprised solely of non-Board members!!], or guarantee to any person the payment of a loan by an officer or director of this corporation.

ARTICLE IV
DIRECTORS/MEMBERS

DIRECTORS

shall have no voting members. The management and affairs of the corporation shall be at all times under the direction of a Board of Directors, whose operations in governing the corporation shall be defined by statute and by the corporation's by-laws. No Director shall have any right, title, or interest in or to any property of the corporation.

May (but need not) have voting members, and such membership, if any, and classes thereof the corporation shall be defined in the corporation's bylaws. The management and affairs of the corporation shall be at all times under his direction of a Board of Directors, whose operations in governing the corporation shall be defined by statute and by the corporation's by-laws. No member or Director shall have any right, title, or interest in or to any property of the corporation.

Shall have a voting membership, and may have classes of same (if any), as defined in the corporation's bylaws. The management and affairs of the corporation shall be at all times under the direction of a Board of Directors, whose operations in governing the corporation shall be defined by statute and by the corporation's by-laws. No member or Director shall have any right, title, or interest in or to any property of the corporation.

OPTIONAL: The Corporation's first Board of Directors shall be comprised of three unrelated members: Alton Prater Po Box 8175 Port Saint Lucie, Florida 34985, Curtis Clark Po Box 8175 Port Saint Lucie, Florida 34985 Patricia Brown Po Box 8175 Port Saint Lucie, FL 34985, Laura Lucas Po Box 8175 Port Saint Lucie, FL and Donna Jorgensen Po Box 8175 Port Saint Lucie, FL 34985.

ARTICLE V
DEBT OBLIGATIONS AND PERSONAL LIABILITY

No member, officer or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers or Directors be subject to the payment of the debts or obligations of this corporation.

**ARTICLE VI
DISSOLUTION**

Upon the time of dissolution of the corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax 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 of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE VII
INCORPORATOR**

The undersigned incorporator(s) certify (is) both that she/he/they execute(s) these Articles for the purposes herein stated, and that by such execution, she/he/they affirm(s) the understanding that should any of the information in these Articles be intentionally or knowingly misstated, she/he/they is/are subject to the criminal penalties for perjury set forth in Florida as if this document had been executed under oath.

Signature



Date

The date of adoption of the amendment(s) was: February 1, 2010

Effective date if applicable: February 5, 2010
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signature



(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

Alton Prater

(Typed or printed name of person signing)

Director

(Title of person signing)

FILING FEE: \$35