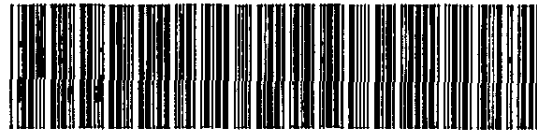


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From: LORAN G. BARNES
1302 MONTE LAKE DRIVE
VALRICO, FLORIDA 33594
(Address)



400038348154

(City/State/Zip/Phone #)

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ARTICLES OF INCORPORATION

OF

BAY AREA YOUTH DEVELOPMENT ASSOCIATION, INC.

A Nonprofit Corporation

The undersigned, acting as incorporator of a Corporation pursuant to Chapter 617, Florida Statutes, accept the following Articles of Incorporation of such corporation.

ARTICLE I

Name

The name of this corporation shall be: **BAY AREA YOUTH DEVELOPMENT ASSOCIATION, INC.**

ARTICLE II

Registered Office

The principal place of business and mailing address of this corporation is: **1302 Monte Lake Drive, Valrico, Florida 33594-7100**

ARTICLE III

Purpose

The purposes for which this corporation is organized are:

To offer youth enjoyable growth opportunities and life experiences designed to build self-esteem, personal commitment, emotional stability and teamwork.

To provide youth with the knowledge, skills, self-respect and peer support to help them avoid using alcohol, tobacco and other drug-related activities, such as drunk driving and drug trafficking.

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To prove crime prevention programs designed to develop a network of state-level affiliates that will work on local youth-development and crime prevention projects.

To recruit and train volunteers to provide individualized tutoring to youth at risk of academic failure with after-school and Saturday tutoring sessions in mathematics, reading, writing and computer skills.

To provide youths, parents and coaches the excitement of youth sports that emphasizes sportsmanship, competition and family involvement – all qualities that will assist youths to become responsible and productive adults.

This corporation is organized exclusively for one or more of the purposes as specified in Section 501 (c) (3) of the Internal Revenue Code, 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.

ARTICLE IV

Election of Directors

The Board of Directors shall delegate authority to the nominating committee to bring before the board the nominees proposed as candidates for a chair on the board of directors of this corporation.

(a) If this corporation makes no provision for members, then, at the regular meeting of the board of directors held on the first Monday in the month of December, at least one (1) month prior to the annual board of directors meeting held in January of each year, the nominating committee shall submit the names of the nominees to the President. These names shall be placed on the ballot for election at said annual meeting by the board of directors.

(b) At the annual meeting held in January after the adoption of the bylaws, directors shall be elected by the board of directors. Voting for the election of directors shall be by ballot of no less than three (3) directors but as many as fifteen (15) may be elected. Each director shall cast one vote per candidate, and may vote for as many candidates as the number of candidates to be elected to the board.

In the interest of continuity, this corporation will hold staggered elections of its board members. Rather than replacing the entire board at each annual election, the organization will re-elect 1/3 of the board members each year to serve a three-year term.

Loran G. Barnes

Witnessed my hand and official seal this 1st day of July 2004.

THOMAS ENG
MY COMMISSION # DD 304582
EXPIRES: March 28, 2008
Bonded Thru Notary Public Underwriters

Loran G. Barnes
Loran G. Barnes

07-01-04
Date

ARTICLE VIII

Dissolution of Corporation

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, otherwise attempting to influence legislation (except as otherwise provided by section 501 (h) of the Internal Revenue Code, and this corporation shall not participate in, or intervene in (including the publishing or distribution of statement), any political campaign on behalf of, or in opposition to, any candidate for public office.

No part of the net earnings of this corporation shall inure to the benefit of , or be distributed to, its members, directors, officers, or other private persons, except that this 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 these Articles.

Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code.

The undersigned incorporation hereby declare under penalty of perjury that the statements made in the foregoing Articles of Incorporation are true.


Signature Incorporation

07-01-04
Date