

**N 05000003543**

\_\_\_\_\_  
(Requestor's Name)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



300146409473

03/23/09--01047--013 \*\*43.75

FILED  
09 MAR 23 AM 9:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Amend*  
**C.COULLIETTE**

MAR 26 2009

**EXAMINER**

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Youth Who Achieve, Inc.

**DOCUMENT NUMBER:** N05000003543

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

Please return all correspondence concerning this matter to the following:

Creah C. Demps

(Name of Contact Person)

Youth Who Achieve, Inc.

(Firm/ Company)

27203 Fordham Drive

(Address)

Wesley Chapel, Fl. 33544

(City/ State and Zip Code)

For further information concerning this matter, please call:

Creah C. Demps

(Name of Contact Person)

at ( 813 ) 352-2416

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☒ \$43.75 Filing Fee &  
Certificate of Status

☐ \$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)

☐ \$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

Youth Who Achieve, Inc.

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

N05000003543

(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:

**A. If amending name, enter the new name of the corporation:**

*The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or " Inc." "Company" or "Co." may not be used in the name.*

**B. Enter new principal office address, if applicable:**

(Principal office address MUST BE A STREET ADDRESS)

27203 Fordham Drive

Wesley Chapel, Fl. 33544

**C. Enter new mailing address, if applicable:**

(Mailing address MAY BE A POST OFFICE BOX)

27203 Fordham Drive

Wesley Chapel, Fl. 33544

**D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:**

Name of New Registered Agent:

New Registered Office Address:

(Florida street address)

(City)

(Zip Code)

09 MAY 23 AM 9:39  
FILED  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

**New Registered Agent's Signature, if changing Registered Agent:**

*I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.*

Signature of New Registered Agent, if changing

**If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:**  
(Attach additional sheets, if necessary)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
		_____	
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
		_____	
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
		_____	

**E. If amending or adding additional Articles, enter change(s) here:**  
(attach additional sheets, if necessary). (Be specific)

### **Amendment to Article II - Principal Office**

### **Amendment to Article IV - Board of Directors**

### Amendment to Article VI - Initial Registered Agent and Street Address

### Adding Article VIII - Additional Provisions

Please see attachment of revised articles to include Amendment of Article II and  
the addition of Article VIII

The date of each amendment(s) adoption: 2/27/09

Effective date if applicable: 2/27/09  
(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(s) was/were sufficient for approval.

☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated March 1, 2009

Signature

Cresh C. Demps

(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)

Cresh C. Demps

(Typed or printed name of person signing)

President - Executive Director

(Title of person signing)

**ARTICLES OF INCORPORATION**  
In Compliance with Chapter 617, F.S., (Not for Profit)

**A NOT-FOR-PROFIT CORPORATION**

**ARTICLE I  
ORGANIZATION**

The name of the organization shall be: Youth Who Achieve, Inc.

**ARTICLE II  
PRINCIPAL OFFICE**

The principal office is located in Wesley Chapel, Florida. The principal mailing address is:

27203 Fordham Dr  
Wesley Chapel, FL 335433

**ARTICLE III  
PURPOSE**

Youth Who Achieve, Inc. exists to enhance and empower the lives of underprivileged that have historically had a disadvantage of entering institutions of higher learning and exempt from elite social interaction. Youth Who Achieve, Inc. strives to improve youths through educational, social, and cultural awareness. The purpose of this organization is to encourage youth to become academically successful, socially acclimated, and college bound. By promoting academic excellence and enriching the lives of young people the hope of securing a college / post-secondary education is promising.

**ARTICLE IV  
BOARD OF DIRECTORS**

The business of this organization shall be managed by a Board of Directors consisting of 5 members, together with the officers of this organization. At least one of the directors elected shall be a resident of the State of Florida and a citizen of the United States.

The directors to be chosen for the ensuing year shall be appointed by the President and Chief Executive Officer of Youth Who Achieve, Inc. The selected directors / officer will serve for a term of 2 years.

The Board of Directors shall have the control and management of the affairs and business of this organization. Such Board of Directors shall only act in the name of the organization when it shall be regularly convened by its chairman after due notice to all the directors of such meeting.

( 75 %) percent of the members of the Board of Directors shall constitute a quorum.

Each director shall have one vote and such voting may not be done by proxy.

The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the year.

The President of the organization by virtue of his office shall be Chairman of the Board of Directors.

A director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any director. The Board of Directors shall adopt such rules for this hearing as it may in its discretion consider necessary for the best interests of the organization. The Board of Directors shall serve without compensation.

The Board of Directors shall hire and fix the compensation of any and all employees, which they in their discretion may determine to be necessary for the conduct of the business of the organization.

#### ARTICLE V OFFICERS

The initial officers of the organization shall be as follows:

President: Creah C. Demps  
27203 Fordham Drive Wesley Chapel, Fl 33544

Vice President: Mark A. Demps  
27203 Fordham Drive Wesley Chapel, Fl 33544

Recording Secretary: Horace A. Orr  
318 S. Ingraham Ave, Tavares, Florida 32778

#### ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

27203 Fordham Drive Wesley Chapel, Fl 33544

ARTICLE VII  
INCORPORATOR

Creah C. Demps  
27203 Fordham Drive Wesley Chapel, Fl 33544

ARTICLE VIII  
ADDITIONAL PROVISIONS

Youth Who Achieve, Inc is organized exclusively for charitable and educational 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.

Section 1. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members. The organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes.

Section 2. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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.

Section 3. Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code) or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue (or corresponding section of any future Federal tax code.)

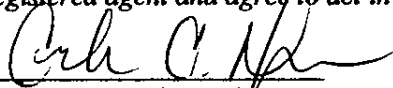
ARTICLE VIII  
DISSOLUTION

Upon the dissolution of Youth Who Achieve, Inc assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or 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 the Court of Common Pleas 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

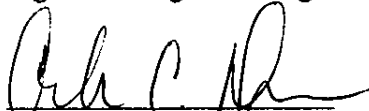


\*\*\*\*\*

*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.*

  
Signature/Registered Agent

3/1/09  
Date

  
Signature/Incorporator

3/1/09  
Date