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TALLAHASSEE, FLORIDA

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MICHELLE Y. BOWEN, ESQ.
921 E. 77th Street, 1st floor, Brooklyn, NY 11236
718-909-5096 (phone) 718-531-2252 (fax)

May 25, 2005

Florida Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Dear Sir/Madam:

Enclosed please find the Articles of Incorporation for **Didasko Youth Organization, Inc.**, a corporation formed under the Florida Not-For-Profit statute, along with the fees outlined below:

- | | |
|--------------------------------|----------------|
| • Filing Fee | \$35.00 |
| • Registered Agent Designation | \$35.00 |
| • 2 Certified Copies | \$17.50 |
| | <u>\$87.50</u> |

Kindly forward the certified copies as well as the Certificate of Incorporation to me at the address shown above. Thank you for your prompt attention to this matter. Should you have any questions regarding this filing I may be reached at (718) 909-5096 or (718) 531-2252.

Sincerely,



Michelle Bowen, Esq.

**ARTICLES OF INCORPORATION
OF
DIDASKO YOUTH ORGANIZATION, INC.
A Florida Not for Profit Corporation**

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TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act hereby adopts the following Articles of Incorporation.

ARTICLE I. NAME OF CORPORATION

The name of the corporation is DIDASKO YOUTH ORGANIZATION, INC.

ARTICLE II. PRINCIPAL OFFICE

The principal office of the corporation is located in Orange County, Florida. The mailing address of the corporation is:

P.O. Box 547155
Orlando, FL 32854-7155

ARTICLE III. DURATION/ MEMBERSHIP

The term of existence of the corporation is perpetual. There shall be no members.

ARTICLE IV. PURPOSE

The purposes for which this corporation is formed are exclusively charitable, educational and religious and consist of the following:

- a) To create, form and establish an organization to aid at-risk and disadvantaged youth and children and promote their development in the areas of academics, sports, social and spiritual awareness.
- b) To provide a safe place for youth to interact and provide an alternative to the streets through the implementation of a youth athletic intervention program.
- c) To implement a system of mentoring among enrolled youth and coaches through positive interaction, leadership development and participation in a competitive athletic program.

- d) To provide supplemental support, homework assistance and academic tutoring to ensure that school success remains a priority in the lives of participating youth.
- e) To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations, such as corporations, foundations, churches, governmental bureaus, departments or agencies.
- f) All of the foregoing purposes shall be classified as charitable, religious and educational such that the corporation will qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Federal Tax Law.

(1) SECTION 501(C)(3) LIMITATIONS

- i. **CORPORATE PURPOSES:** Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal and state income tax under Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Tax Law.
- ii. **EXCLUSIVITY:** The Corporation is organized exclusively for charitable, religious and educational purposes.
- iii. **NO PRIVATE INUREMENT:** The corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The corporation shall not distribute any gains, profits or dividends to the Directors, Officers or Members thereof, or to any individual, except as reasonable compensation for services performed in carrying out the corporation's charitable, religious and educational purposes. The property, assets, profits and net income of the corporation are irrevocably dedicated to charitable, religious and educational purposes, no part of which shall inure to the benefit of any individual.
- iv. **LOBBYING AND POLITICAL CAMPAIGNS:** No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in any political campaign on behalf of any candidate for public office.

v. **DISSOLUTION:** The decision to dissolve the corporation shall be made by a resolution of the Board of Directors at a properly called meeting where a majority of the board is present. Upon winding up and dissolution of the corporation, the assets of the corporation remaining after payment of all debts and liabilities shall be distributed to a not-for-profit organization, exempt under Section 501(c)(3) of the Internal Revenue Code or corresponding provision of any future United States Federal Tax Law, to be used exclusively for charitable, religious and educational purposes, for the benefit of disadvantaged, at-risk and low-income youth.

ARTICLE V. DIRECTORS AND OFFICERS

Directors and Officers shall be elected at the corporation's organizational meeting and subsequently as provided by the corporation's bylaws.

ARTICLE VI. BYLAWS

The bylaws of the corporation shall be made, adopted, and amended by the board of directors of the corporation.

ARTICLE VII. AMENDMENTS TO ARTICLES

These Articles of Incorporation may be amended by an act of 2/3 of the directors of the Corporation. Such amendments may be proposed and adopted in the manner provided by the bylaws of the Corporation.

ARTICLE VIII. INDEMNIFICATION

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he/she is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements incurred by him/her in connection with the defense or settlement of such action, suit or proceeding that such Director or Officer is liable for any act committed in the normal course of conducting the corporation's business and carrying out its corporate purposes.

Such indemnification shall not cover acts of deliberate misconduct for which the corporation itself deems the Director or Officer to be liable in that he/she acted against the interest of the corporation or the youth it serves and in direct contravention to its purposes. Such acts of deliberate misconduct shall be defined in the corporation's bylaws.

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ARTICLE IX. REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name and address of the designated registered agent is:

Winslade A. Bowen
1201 Fern Avenue
Orlando, FL 32814

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in these articles, I hereby accept the appointment as registered agent and agree to act in this 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.

Winslade Bowen
Signature/ Registered Agent

6/5/05
Date

IN WITNESS WHEREOF, these articles have been signed and the statements made herein are affirmed as true under penalties of perjury this 25th day of May, 2005.

Michelle Bowen
MICHELLE BOWEN, ESQ. (Incorporator)
921 E. 77th Street, 1st Floor
Brooklyn, NY 11236
(718) 909-5096