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TRANSMITTAL LETTER

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

SUBJECT: W.H.Y.S.P.E.R. (Women Helping Youth Soar, Ponder, Educate and Relate)
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Ms. Peggy R. Gore
Name (Printed or typed)

2802 San Remo Circle
Address

Homestead, FL 33035
City, State & Zip

786-234-6698
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

July 25, 2005

MS. PEGGY R. GORE
2802 SAN REMO CIR.
HOMESTEAD, FL 33035

SUBJECT: WOMEN HELPING YOUTH SOAR, PONDER, EDUCATE AND
RELATE
Ref. Number: W05000035284

We have received your document for WOMEN HELPING YOUTH SOAR, PONDER, EDUCATE AND RELATE and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the corporation must contain a corporate suffix. This suffix may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

Entities may file using only the entity's name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing the enclosed application and submitting the appropriate fees to this office.

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6047.

Carolyn Lewis
Document Specialist
New Filings Section

Letter Number: 805A00048420

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

WOMEN HELPING YOUTH SOAR, PONDER, EDUCATE AND RELATE, INC.

The undersigned incorporator(s), (a) natural person(s) 18 years of age or older, in order to form a corporate entity under Florida Statutes, Chapter 317A, adopt(s) the following articles incorporation.

ARTICLE I – NAME OF ORGANIZATION

Women Helping Youth Soar, Ponder, Educate and Relate, Inc.

The name of this corporation shall be Women Helping Youth Soar, Ponder, Educate and Relate, Inc.

ARTICLE II - PURPOSE

The corporation is organized exclusively for charitable purposes: educational within the meaning of Section (501c (3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organization that also qualify as Section (501 c(3) exempt organizations. To this end, the corporation shall serve the purpose of providing services in education, as well as educational activities. The Women Helping Youth Soar, Ponder, Educate and Relate, Inc. was formed to increase public awareness of the struggles underprivileged youth face whether through financial, educational or emotional encounter on a day to day basis; to facilitate educational and informative activities that arm these youth with the tools necessary to lead productive lives. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purpose. The corporation's principal office is 2802 San Remo Circle, Homestead, FL 33035.

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 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

The corporation's first Board of Directors shall be comprised of the following natural persons: {List Directors' Names, and optionally, Address}.

CEO- Peggy R. Gore

Assistant to the CEO – Shuneiqa Davis

Directors

Tracy Moore – Chair

Lisa Milton - 1st vice Chair

Kimberly Michel – Treasurer

Regine Monde - Secretary

Members

Dr. Glenda Hutson

G. G. Barnett

Roderick Vereen, Esq.
Avis Brown
Shaka Gore
Rowena Wallace
Chandra Russell
Linda Shaw
Veda Dallas
Yvonne Brown
Jimmie Brown
Kent Washington, Jr.

Application for voting membership shall be open to any individual that supports the mission statement, and is approved for membership by the CEO and or the Executive Director of *WOMEN HELPING YOUTH SOAR, PONDER, EDUCATE AND RELATE, INC.* Continuing membership is contingent upon attendance at meetings, input and constantly staying true to the mission statement.

Membership shall be granted upon majority vote of the Board.

Each voting member of the *Women Helping Youth Soar, Ponder, Educate and Relate, Inc.* shall appoint one voting representative to attend the annual meeting.

The Board shall have the authority to establish and define nonvoting categories of membership.

ARTICLE V - 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 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 VI- BOARD OF DIRECTORS

Section 1: Board Role, Size, Composition. The Board is responsible for overall policy and direction of the Council, and delegate responsibility for day-to-day operations to the Council's Executive Director and committees. The Board shall have up to twenty-one and no fewer than ten, members. The board receives no compensation other than reasonable expenses.

Section 2: Meetings. The Board shall meet at least quarterly, at an agreed upon time and place.

Annual Meeting. The date of the regular annual meeting shall be set by the Board of Directors who shall also set the time and place.

Special Meetings. Special meetings may be called by the CEO, the Chairperson, the Executive Committee, or a simple majority of the Board of Directors. A petition signed by ten percent of the voting members may call a special meeting.

Section 3: Notice. Notice of each meeting shall be given to each voting member, by mail, email, or telephone not less than ten days before the meeting. Section 3: Board Members and ten General Member Representative Board Members

Section 4: Board Development Committee. A Board Development Committee shall be appointed by the Board to represent the diverse needs of the children. The Board Development Committee shall have three board members, with the Executive Director as an ex-officio committee member. Committee members shall serve two-year terms. The Board Development Committee shall be responsible for developing nominees for board elections, board committees, and planning for board training and leadership development.

Section 5: Election Procedures. The Board Development Committee shall be responsible for nominating a slate of member representatives equal to one and a half times the number of elected member representatives to be chosen each year, seeking to preserve the diversity and balance necessary to enable the Women Helping Youth Soar, Ponder, Educate and Relate, Inc. to provide policy guidance on the broad spectrum of nonprofit issues. Nominees selected by the Board Development Committee must be member representative of member organizations of the Women Helping Youth Soar, Ponder, Educate and Relate, Inc. The three Greater Member Representative Board positions will be divided into four geographic regions, North Dade, South Dade and Miami Proper, as defined by the Board. Only Member Representatives from within a geographic region's

board vacancy may be nominated for a vote. All members will be eligible to vote for each class of board candidate. In addition to the slate of nominees presented by the Board Development Committee, any member representative may become a nominee by obtaining the signature of five percent of the Women Helping Youth Soar, Ponder, Educate and Relate, Inc. or who has been nominated by the CEO or who nominated during the quarterly meeting. The election will be held by mail in accordance with the election procedures established by the Board of Directors. Each member who is eligible to vote shall receive one ballot, and shall have a number of votes equal to the number of openings to be filled in the particular class of the ballot. These votes may be cast cumulatively within a class, where there is more than one vacancy. The nominees receiving the largest number of votes in each class of the ballot in the annual election shall be elected to those full term vacancies which exist.

Section 6: At-Large Board Members. The fourteen Board members elected at the annual meeting shall recruit and elect up to seven additional people from the community to serve as at-large members of the Board. At-Large members should represent diverse interests of the community. A majority of the board must represent organizations to serve or advocate for disadvantaged constituencies. At the first board meeting after the election, the board will identify areas of needed representation, with the goal of maintaining a board broadly representative of the nonprofit sector. The Board Development Committee will be responsible to recommend nominees for at-large positions for an election by the board at the board meeting one month after the member representative election no later than three months after the election of new members representative board members, at-large members will join the board. At-large board members will serve two-year terms, to a maximum of six years.

Section 7: Terms. All Board members shall serve three-year terms, but are eligible for re-election. However, no board member shall serve more than two three-year terms. The first Board will include members with one and two-year terms to begin staggered terms.

Section 8: Quorum. Five members will be considered a quorum. If a quorum has not convened after the second meeting when business needs to be transacted, then five members can be quorum.

In the event there is a tied vote on business needing to be transacted, the CEO may vote to break that tie.

Section 9: Notice. An official Board meeting requires that each Board Member have written notice two weeks in advance.

Section 10: Officers and Duties. There shall be four officers of the Board consisting of a Chair, a first Vice-Chair, Secretary, and Treasurer. The officers shall be elected by the Board at the

November Board Meeting after the at-large members are seated. Their duties are as follows:

The Chair shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the executive committee to preside at each meeting in the following order: first Vice-Chair second Vice-Chair, Secretary and Treasurer.

The Vice-Chair will chair committees on special subjects as designated by the board.

The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, assuring that corporate records are maintained.

The Treasurer shall present a report at each Board meeting. Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public and will confer with, and report to the named accountant

Section 11: Vacancies. When a vacancy on the Board exists, nominations for new members may be received from present Board members and member organizations, by the Secretary two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. Greater Minnesota Member Representative Board Member must work within the geographic area for that board position. All vacancies will be filled only to the end of the particular Board member's team.

Section 12: Resignation, Termination and Absences. Resignation from the Board must be in writing and received by the Secretary. The fourteen representative Board members must represent a voting member organization. If a member organization notifies the Board that the representative who serves on the Board no longer represents the member organization, the person is no longer eligible to be one of the fourteen representative Board members. A Board member shall be dropped for excess absences from the Board or if he or she has three unexcused absences from Board meetings in a year. A Board member may be removed for other reasons by a three-fourths vote of the remaining directors.

Section 13: Special Meetings. Special meetings of the Board shall be called upon the request of the CEO, the Chair or one-third of the Board. Notices of or by one or more of the executives special meetings shall be sent out by the Secretary to each Board member postmarked two weeks in advance.

Section 14: The Board may set dues schedules for memberships.

ARTICLE VII – COMMITTEES

- Section 1: The Board may create committees as needed, such as public relations, peer education, trustee education and data collection. There shall be four standing committees – Executive, Finance, Personnel, Events Planning and. The Board Chair appoints all committee chairs. Committee chairs must be members of the Board.
- Section 2: Five officers serve as members of the Executive Committee. The Executive Committee shall review the performance of the Executive Director. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors with the knowledge of the CEO.
- Section 3: Finance Committee. The Treasurer is chair of the Finance Committee, which includes three other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget with staff and other Board members. The Board must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board or the Executive Committee. The fiscal year shall be the calendar year. Quarterly reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the Council are public information and shall be made available to the membership, Board members and the public.
- Section 4: Personnel Committee and Hiring Policy. The Board as a whole is responsible for hiring the Executive Director from a pool of three applicants approved by the CEO. The Executive Director is responsible for hiring and supervising other staff. The Personnel Committee shall operate as a grievance committee, and is responsible for developing a personnel policy, and reports directly to the Assistant to the CEO.
- Section 5: Event Planning Committee. The Events Planning Committee is responsible for planning a yearly calendar of fund raising events as well as those for the children in order to meet the mission statement. The President of the committee is responsible for appointing the committee members, will chair the committee and will be responsible for hiring personnel with the approval of the Assistant to the CEO. The President will be responsible for keeping the Assistant to the CEO informed of events and the status, who in turn, is responsible for informing the CE. The President will report to the Executive Committee.

Events may be outsourced to a company to plan events if it is the best interest of *WOMEN HELPING YOUTH SOAR, PONDER, EDUCATE AND RELATE, INC.* The Assistant to the CEO, President and CEO will make this decision and the President will be responsible for advising the Executive Committee.

ARTICLE VIII – DIRECTOR AND STAFF

Section 1: Assistant to the CEO. The Assistant to the CEO shall be hired by the CEO and will report directly to the CEO. The Assistant to the CEO is directly responsible for the Personnel Committee who's Chairman shall report directly to the Assistant to the CEO. The Assistant to the CEO shall Chair all signature events and for those events, the Assistant to the CEO shall have the power to veto any decisions made by the committee chair. It is the responsibility of the Assistant to the CEO to plan and implement the named signature events yearly. For other events, the committee chair shall report the committee's progress to the Assistant to the CEO with the CEO having the power to change any decisions made by the Assistant to the CEO or the committee. In the absence of the CEO, the Assistant to the CEO shall be afforded all the powers of the CEO with only the CEO being able to veto these decisions.

Executive Director. The Executive director shall be hired from a pool of applicants submitted to the Assistant to the CEO who in turn shall submit the top three applicants (approved by the CEO) to The Board who shall from those applicants hire the Executive Director. The Executive Director will report to the Assistant to the CEO. The Executive Director has a day-to-day responsibility for the Council, including carrying out the Council's goals and Board policy. The Executive Director will attend all Board meetings, report on the progress of the Council, answer questions of Board members and carry out the duties described in the job description. The Board or CEO can designate other duties as necessary.

ARTICLE IX - AMENDMENTS

Section 1: These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.


ARTICLE X – INCORPORATOR/REGISTERED AGENT

The incorporator(s) of this corporation is: Peggy Renae Gore whose address is: 2802 San Remo Circle, Homestead, Florida 33035.

The undersigned incorporator(s) certify (ies) 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 the state of Florida as if this document had been executed under oath.

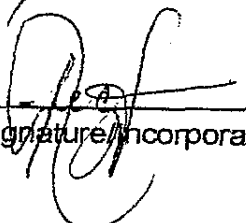
The Registered Agent shall be: Geraldine L. Lazarre, CPA, TriMerge Consulting Group, LLC, 1265 NE 155th Street, Miami, FL 33162

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

7/15/2005
Date



Signature/Incorporator

7/15/2005
Date

FILED
05 AUG - 8 AM 8:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA