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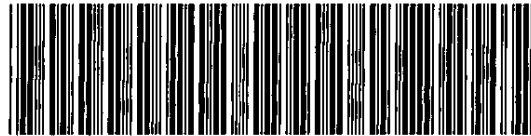
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Special Instructions to Filing Officer:

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AUTHORIZATION BY PHONE TO
CORRECT *Corp. name in heading*
DATE *6/22/06* *Article IX*
DOC. EXAM *in RD*

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MRD
6/22

COVER LETTER

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

SUBJECT: MIAMI YOUTH FOUNDATION, INC.

(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: FRANDLEY LEE DEFILIE

Name (Printed or typed)

P.O. BOX 693098

Address

MIAMI, FLORIDA, 33269

City, State & Zip

305-776-8780

Daytime Telephone number

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Articles of Incorporation
of
MIAMI YOUTH FOUNDATION, INC.
A Florida Non-Profit Corporation**

The Undersigned, who is a citizen of the United State, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of Florida, does hereby certify:

Article I.

The Name of this corporation shall be the Miami Youth Foundation, Inc.

Article II.

The existence of this corporation shall commence on the date of the filing of these Articles of Incorporation by the Department of State of Florida.

Article III.

The principal address of this corporation shall be P.O. BOX 693098, Miami, Florida 33269.

The mailing address of this corporation shall be P.O. BOX 693098, Miami, Florida, 33269.

Article IV.

This corporation shall be a Faith-Based non-profit youth development corporation.

Article V.

The Miami Youth Foundation, Inc exists to glorify God by discovering lost youth and bringing them to a saving knowledge of Jesus Christ; developing the saved through a ministry of equipping and edification; determining our place of service in the work of His Kingdom, and devoting all of our efforts and energies to making Christ known in all the earth.

The purpose for which this corporation is formed is to provide programs and activities at the community level that will serve disadvantage youth. This corporation is also formed to create a State Of the Art youth development resource center that will combine youth and family services, programs that will enhance youth leadership skills and mentoring, sport and fine Arts programs.

This corporation shall operate exclusively for charitable and religious purposes. and in furtherance of such goals it is authorized to accept, hold, administer, invest and disburse for charitable or religious purposes such funds and other property, real, personal or mixed, as may from time to time be given, bequeathed, devised, sold or teased to it, absolutely or in trust, by any other individual, individuals, firm or corporation for such objects and purposes. or any of them, and for no other purposes: to receive gifts and make financial and other types of contributions and assistance to charitable and religious organizations: to receive any property, real, personal or mixed, in trust, under the terms of any wills, deeds of trust. or other trust instruments, for the foregoing purposes, and in administering the same, to carry out the directions and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income for one or more such purpose's authorized or directed in the trust instrument under which it is received: to receive, take title to. hold and use the proceeds and income of stocks, bonds, obligations or other securities of' any corporation or corporations, domestic or foreign. but only fix the foregoing purposes: and in general to do all things that may appear necessary and useful in accomplishing the purposes hereinabove set forth.

This corporation shall carry on and all activities permitted to a corporation not for profit under the laws of the State of Florida as may be helpful or appropriate for the achievement of the foregoing goals and purposes; provided, however, that the corporation shall not engage in any activities which would be inconsistent with its classification as an organization described in Section 501(c)(3) and 170(b)(1)(A)(iii) of the internal Revenue Code of 1986 as amended from time to time, or any equivalent section of the Internal Revenue Code in effect at any time, but if at an time the corporation be deemed to be a private foundation as defined by Section 509 of them Internal Revenue Code of 1986 as amended from time to time., then so long as the corporation is deemed a private foundation, it shall not. as provided in Section 508(e) of the Internal Revenue Code of 1986 as amended from time to time. fail to require its income fix each taxable sear to be distributed at such time and in such manner as to not subject the corporation to tax under Section 4942 of the Internal Revenue of 1986 as amended from time to time. engage in any act of' self dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986 as amended from time to time. retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986 as amended from time to time, make any investments in such manner as to subject the corporation to tax under Section 4944 of' the Internal Revenue Code of 1986 as amended from time to time, and make any taxable

expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986 as amended from time to time.

This corporation shall have and exercise any and all powers; rights and privileges which a corporation organized under the nonprofit corporation law of the State of Florida by law may now or hereinafter have or exercise.

Article VI.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to. its officers, directors, employees or other private persons, except that the 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 Article V hereof.

No substantial part of the activities of the corporation shall be the carrying on of propaganda. or otherwise attempting to influence legislation, and the corporation shall not participate in. or intervene in including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

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

Notwithstanding any other provision of these articles, if the corporation is ever determined to be a private foundation, as defined in section 509 of the Code, then so long as the corporation is a private foundation it shall distribute its income for each tax year at such time and in such manner as to not subject the corporation to the tax on undistributed income imposed by section 4942 of the Code, shall not engage in any act of self-dealing as defined in section 4941(d) of the Code, shall not retain any excess business holdings as defined in section 4943(c) of the Code. shall not make any investments in a manner that would subject it to tax under section 4944 of the Code. and shall not make any taxable expenditures as defined in section 4945(d) of the Code.

All references herein to the provisions of the internal Revenue Code of 1986 shall include both amendments thereto and the corresponding provisions of any future federal tax code.

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Article VII.

There shall be no class of membership in this corporation.

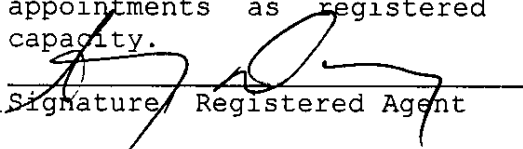
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Article VIII.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The initial street address of this corporation's Registered Office is 13685 Northeast 10th Avenue, North Miami, Florida 33169. The initial Registered Agent for this corporation at that address shall be Frandley L. DeFilie.

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


Signature, Registered Agent

6/16/2006
Date

Article IX.

The manner in which the Directors are elected or appointed shall be set forth in the corporation Bylaws.

The Board of Directors determines and administers all corporation operations and policies, including but not limited to compliance with the Law of the State of Florida, the Articles of Incorporation, and the Bylaws.

The initial Board of Directors shall consist of five members. The number of the Directors may either be increased or decreased from time to time as provided in the Bylaws, but shall never be less than two. Directors shall be elected in accordance with the Bylaws. The names and the address of the persons who will serve on the initial board of directors shall be:

Don Barefield
734 Moss Drive
Columbus, Georgia 31904

Frandley L. DeFilie
1020 Northeast 152nd Terrace
N. Miami Beach, FL 33162
Marie M. LaFrance
1711 Northwest 191st Street
Miami Gardens, Florida 33056

Clair Rene
409 E Hallandale Beach Boulevard
Hallandale Beach, Florida 33009

Wezinsky Voltaire
320 Northwest 11th Street
North Miami, Florida 33168

The Board of Directors shall have the power to appoint such other officers and employees as may be decreed proper; define their authority and duties; fix their compensation; require bonds of such of them as it deems advisable and fix the penalty thereof, dismiss such officers or employees, or any thereof for any good reason and appoint other to fulfill their places.

Article X.

The Directors shall elect Officers from the body of the Directors bi-annually in accordance with the Bylaws. The Corporation shall have the following Officers; the Chair which can also be the president of this corporation, a vice-chair, and a 2nd Vice-Chair. Such officers shall be initially elected, prior to the first meeting of the Board of Director to take place after Incorporation, in an election held according to the provision of the Bylaws of the corporation. Until such election is held, the following persons shall serve as corporate officers:

Chair/ President: Frandley L. DeFilie

Vice-Chair: Don BareFild

2nd Vice-Chair: Wezinsky Voltaire

Article XI.

The corporation shall have the power to establish and adopt Bylaws; to contract and be contracted with; to sue and be sued; to receive, accept, purchase, acquire or otherwise hold in any lawful manner, real and personal property and dispose of the same by gift, deed, sale or other lawful means; to form one or more subsidiary, to form one or more not-for-profit corporations; any and all such subsidiaries shall be formed to provide services and/or revenue sources consistent with the purposes stated in Article V.

Article XII.

The corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock.

Article XIII.

The corporation shall indemnify its Directors to the fullest extent permitted by law.

The private property of the Directors, Officers and Employees shall be non-assessable and shall not be subject to the payment of any corporate debts, nor shall the Directors, Officers or Employees of the Corporation become individually or corporately liable or responsible for any debts or liabilities of the corporation.

Article XIV.

All liabilities of the Corporation shall be paid or adequate provision shall be made for payment;

Assets held by the Corporation upon a condition which occurs by reason of the dissolution shall be returned or conveyed in accordance with such requirements; and,

Upon the dissolution of the corporation, the Board of Directors, shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for one or more of the purposes of the corporation, which may include distribution to an organization or organizations organized and operated exclusively for one or more of such purposes, or shall distribute all of the assets of the corporation to the federal government, or to a state or local government, for a public purpose. Any assets not so disposed of shall be disposed of by the Circuit Court 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 one or more of the purposes of the corporation.

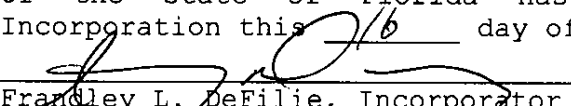
Article XV.

Amendments to these Articles of Incorporation may be proposed by a resolution by adopted by the Board of Directors.

Amendments shall be adopted by the vote of two-thirds of the Board of Directors of the corporation.

No such amendment shall terminate, shorten or lengthen the term of office of any incumbent officer or Board member on the date of adoption.

The undersigned, being the incorporator of this corporation, for the purpose of forming this Non-Profit Corporation under the laws of the State of Florida has executed these Articles of Incorporation this 16 day of June, 2006.


Frandley L. DeFilie, Incorporator