

NO 6000072

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FLORIDA PROFIT/NON PROFIT CORPORATION

association for black youth in america, inc.

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July 19, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

EMPIRE CORPORATE KIT COMPANY

SUBJECT: ASSOCIATION FOR BLACK YOUTH IN AMERICA, INC.
REF: W06000032034

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**ARTICLES OF INCORPORATION OF
ASSOCIATION FOR BLACK YOUTH IN AMERICA, INC.
A NONPROFIT FLORIDA CORPORATION**
In Compliance with Chapter 617, F.S., (Not for Profit)

**ARTICLE I
NAME**

The name of this corporation is **ASSOCIATION FOR BLACK YOUTH IN AMERICA, INC.**, a Nonprofit Florida Corporation.

**ARTICLE III
INITIAL PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

Mailing Address: Post Office Box 669042, Pompano Beach, FL 33066-9042
Principal Place of Business: 333 NW 5th Street, Apt. 1, Pompano Beach, FL 33060

**ARTICLE IV
TERMS OF EXISTENCE**

This corporation shall exist perpetually.

**ARTICLE V
PURPOSE**

This corporation is organized exclusively for charitable purposes within the meaning of 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. More particularly, to conduct programs and activities, sponsor research, sponsor promotions, raise funds, request and receive grants, gifts, contributions, dues and bequests of money, real and personal property; or acquire, receive hold, invest and administer, in its own name, securities, funds, objects of value, or other property, real or personal; and make expenditures and distributions to or for the benefits of the African American or Black Youth in America.

**ARTICLE VI
BOARD OF DIRECTORS AND OFFICERS**

1. The affairs of the corporation are to be managed initially by a Board of Directors of three (3). Additional Directors in any odd number may be added to the Board as set forth in the duly adopted By-Laws. New Directors shall be elected annually by the members according to the By-Laws that may be in existence from time to time.

2. The names and addresses of the individuals, each of whom are 18 years of age or older, to serve on the initial Board of Directors are as follows:

Anthony McCutcheon, Executive Director and Chair
333 NW 5th Street, Apt. 1
Pompano Beach, FL 33060

Annie Wimberly, Vice President
333 NW 5th Street, Apt. 1

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Pompano Beach, FL 33060

Kaleatha Wimberly, Secretary/Treasurer
333 NW 5th Street, Apt. 1
Pompano Beach, FL 33060

3. The initial officers of the Corporation shall be the Executive Director, the Vice President, and the Secretary/Treasurer and such other officers and assistant officers as may be created from time to time by the Board of Directors. The officers shall be elected annually by the Board of Directors.

ARTICLE VII INCORPORATOR

The name and address of the incorporator is:

Anthony McCutcheon
333 NW 5th Street, Apt. 1
Pompano Beach, FL 33060

ARTICLE VIII PUBLICLY SUPPORTED TAX-EXEMPT NONPROFIT CORPORATION

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, 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 IV 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 other activities not permitted to be carried on (a) by a corporation 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 a corporation, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE IX DISSOLUTION

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a nonprofit fund, foundation or corporation organized and operated exclusively for educational purposes which has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

ARTICLE X ADMINISTRATION

This corporation is organized, and shall be operated, on a non-stock basis.

**ARTICLE XI
MEMBERSHIP**

1. The qualifications for members and the manner of their admission shall be regulated by the By-Laws of the corporation.

2. The corporation shall provide for equal membership and employment opportunities to all persons regardless of race, color, religion, sex, age, disability, or natural origin.

**ARTICLE XII
BY-LAWS**

The Directors, by majority vote, are authorized to establish By-Laws for the corporation not inconsistent with these Articles of Incorporation, and to amend same from time to time.

**ARTICLE XIII
AMENDMENTS TO ARTICLES OF INCORPORATION**

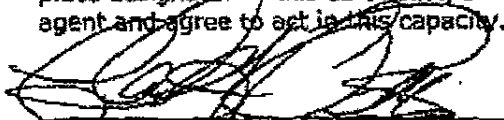
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation. Amendments to the Articles of Incorporation shall be proposed by the Board of Directors in the form of a resolution, which must be adopted by a majority vote of all members present and those represented by proxy at any meeting of the membership called for that purpose. Notwithstanding anything herein to the contrary, amendments which are required or advisable to obtain or maintain the Corporation's tax exempt status may nevertheless be adopted at a meeting of the Board of Directors by a unanimous vote of the directors then in office.

**ARTICLE XIV
INITIAL REGISTERED AGENT**

The Name and Florida Street Address (P.O. Box NOT acceptable) of the registered agent is:

Charles H. Oliver, III
2100 East Hallandale Beach Suite 400
Hallandale Beach, Florida 33009


*****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

Charles H. Oliver, III
Print Name/Registered Agent


Date


Date


Signature/Incorporator

Anthony McCutcheon
Print Name/Incorporator


Date


Date

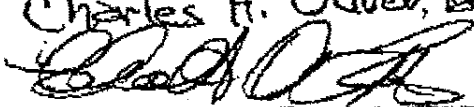
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Association For Black Youth In America, Inc.

(NAME OF CORPORATION)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO
ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
CORPORATION AT THE PLACE DESIGNATED IN THE ARTICLES
OF INCORPORATION, 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.

Charles H. Oliver, II

REGISTERED AGENT

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