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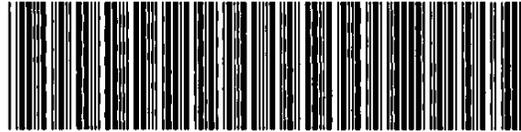
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. WHITE OCT 11 2006



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 22, 2006

DERRICK JACKSON
PO BOX 350702
PALM COAST, FL 32135

SUBJECT: HOUSE OF QUEENS YOUTH EMPOWERMENT SERVICES, INC.
Ref. Number: W06000041795

We have received your document for HOUSE OF QUEENS YOUTH EMPOWERMENT SERVICES, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

There are no volunteer directors or self-elected directors. Please select one of the three selections in the previous paragraph and indicate it in ARTICLE VI. Please remove any verbage regarding self-elected or volunteer directors wherever stated in the ARTICLES OF INCORPORATION. You may place them in your BY-LAWS. We do not receive them and they stay with your corporate business papers.

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) 245-6933.

Dale White
Document Specialist
New Filing Section

Letter Number: 806A00056866

**ARTICLES OF INCORPORATION
OF**

HOUSE OF QUEENS YOUTH EMPOWERMENT SERVICES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, all who are citizens of State of Florida, desire to form a nonprofit corporation under Chapter 617, Florida Statutes, and hereby do certify:

ARTICLE 1 - NAME

The name of the corporation is: **House of Queens Youth Empowerment Services, Inc.**

ARTICLE II - PRINCIPAL OFFICE & MAILING ADDRESS

Section 2.01 The street address of the initial principal office of the Corporation shall be:

13 Potterville Lane
Palm Coast, FL 32164

Section 2.02 The initial mailing address of the Corporation shall be:

P.O. Box 350702
Palm Coast, FL 32135

ARTICLE III - PURPOSES

The purposes for which the corporation is organized are set forth, as follows:

The Corporation is organized exclusively for such charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding provisions of any future federal tax code, including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code, and such purposes, including but not limited to:

- A. the provision of residential and developmental services for foster, displaced, and homeless youth through the provision of housing, educational training, spiritual enrichment, and personal development training, using residential housing, publicly and privately-funded educational institutions, and civic, business, religious and charitable organizations,
- B. the provision of the above listed services for youth separated from family living quarters,
- C. the provision of employability skills development opportunities,
- D. the provision of community service opportunities, and
- E. the provision of cultural enhancement development opportunities.

Unless otherwise indicated, as used in this Article 3 and hereinafter, all further references to the "Internal Revenue Code" or the "Code" are to the Internal Revenue Code of 1986, as amended, including any corresponding provisions of any subsequently enacted federal tax laws.

ARTICLE IV - POWERS

Section 4.01 The Corporation shall have and exercise all powers accorded not-for-profit corporations under the laws of the State of Florida which are not in conflict with the Corporation's exempt purposes as provided in Article 3 above. Specifically:

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any of its officers, members of the Board of Directors, or any other person, 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 3 above.

(b) No substantial part of the activities of the Corporation shall be dedicated to attempting to influence legislation by propaganda or otherwise.

(c) The Corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of or in opposition to any candidate for public office.

(d) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on:

(1) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or

(2) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(e) Upon the winding up and dissolution of the corporation, after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets shall be distributed 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 a 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.

Section 4.02 During any period that the Corporation is determined to be a "private foundation", as defined by Section 509(a) of the Internal Revenue Code, the Corporation shall:

(a) Distribute its income and such part of its capital as may be required by law for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942(a) of the Code, or corresponding provisions of any subsequent Federal tax laws;

(b) not engage or be involved in any act of self-dealing as defined in Section 4941(d) of the Code, as to give rise to any liability for the tax imposed by Section 4941(a) of the Code;

(c) not retain any excess business holdings as defined in Section 4943(c) of the Code, so as to give rise to any liability for the tax imposed by Section 4943(a) of the Code;

(d) not make any investments that would jeopardize the carrying out of any of its exempt purposes, within the meaning of Section 4944 of the Code, so as to give rise to any liability for the tax imposed by Section 4944(a) of the Code;

(e) not make any taxable expenditures as defined in Section 4945(d) of the Code, so as to give rise to any liability for the tax imposed by Section 4945(a) of the Code;

ARTICLE V - DIRECTORS

Section 5.01 The powers of the Corporation shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, the Board of Directors. The number of members of the Board of Directors shall be as stated in the Bylaws of the Corporation but shall consist of not fewer than three. Qualification for membership on the Board of Directors shall be as stated in the Bylaws of the Corporation. Where not inconsistent with Chapter 617, Florida Statutes, and the express provisions of these Articles of Incorporation, the Board of Directors shall have all the rights, powers, and privileges prescribed by law of directors of Corporations for profit.

Section 5.02 The names, addresses, and titles of the initial Directors of the Corporation are:

Derrick Jackson
President, Chief Executive Officer, Director
13 Potterville Lane
Palm Coast, FL 32164

Terris Richardson
Vice-President, Director
P.O. Box 351818
Palm Coast, FL 32135

Ester Jackson
Secretary/Treasurer, Director
13 Potterville Lane
Palm Coast, FL 32164

These initial directors shall serve for four years or until their successors are elected during a regular or special meeting of the Board of Directors.

Section 5.03 The number, qualifications, terms of office, manner of elections, and powers and duties of directors, the number of regular meetings, the powers and duties of calling special meetings of directors, quorum requirements and other matters appropriate under the law for governance of this Corporation through its board, is as stated in the Bylaws.

ARTICLE VI - AMENDMENTS

These articles may be amended by the affirmative vote of at least two-thirds of the Board of Directors present at any regular or special meeting provided proper notice of the changes to be made has been given and a quorum is present, or without a meeting if a consent in writing, signed by the number of Board of Directors whose votes would be necessary to authorize such amendment at a meeting, is filed in the minutes of the Corporation.

ARTICLE VII - DISSOLUTION

Upon dissolution, all of the Corporation's assets remaining after payment of all costs and expenses of such dissolution shall be distributed:

- (a) for one or more exempt purposes to any organization which shall then be qualified for exemption under Section 501(c)(3) of the Internal Revenue Code and to which a contribution shall be permitted as a deduction under Sections 170, 2055, or 2522 of the Code as applicable,
- (b) to the federal government, or
- (c) to a state or local government for a public purpose.

Any 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, as the said court shall determine, to one or more such organizations as have been organized and operated exclusively for such purposes. None of the assets shall be distributed to any officer, member of the Board of Directors, or any other person or organization not described in the preceding sentence.

ARTICLE VIII - INDEMNIFICATION

The Directors and Officers of the Corporation shall be indemnified by the Corporation to the fullest extent permissible under applicable law. The Corporation assumes all liability to any person other than the Corporation, its Officers, or its Directors for all acts or omissions of a

Director incurred in good faith performance of their duty as an officer occurring on or after the date of incorporation.

ARTICLE IX - BYLAWS

The bylaws of House of Queens Youth Empowerment Services, Inc. are the final authority in matters of conflict between documents except when a provision of proposal to change a provision in the bylaws would countermand the legal restrictions of a nonprofit tax exempt corporation. For such a provision or change in a provision to be the final authority, the Board of Directors must specifically vote to adopt or revoke the provision in question at a meeting as specified in the bylaws.

ARTICLE X - REGISTERED AGENTS

The street address of the Corporation's initial registered office and the name of its initial registered agent are as follows:

Derrick Jackson
13 Potterville Lane
Palm Coast, FL 32164

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

Signed _____


Derrick Jackson, Registered Agent

ARTICLE XI - OFFICERS

The initial Board of Directors shall include a President, Vice President, and Secretary/Treasurer. The terms, powers, and duties of these officers and their method of election shall be governed by the Bylaws of this Corporation. The method of election shall be as stated in the Bylaws. The initial officers shall serve until their successors are elected pursuant to the Bylaws.

ARTICLE XII - INCORPORATORS

The names and addresses of the Incorporators of this Corporation are:

Derrick Jackson
President, Chief Executive Officer, Director
13 Potterville Lane
Palm Coast, FL 32164

Terris Richardson
Vice-President, Director
P.O. Box 351818
Palm Coast, FL 32135

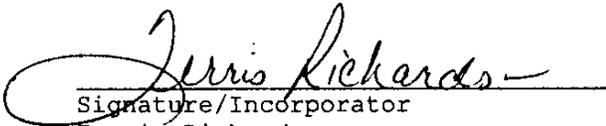
Ester Jackson
Secretary/Treasurer, Director
13 Potterville Lane
Palm Coast, FL 32164

IN WITNESS WHEREOF, we have executed these Articles of Incorporation of **House of Queens Youth Empowerment Services, Inc.**, on this 5th day of October, 2006.



Signature/Incorporator
Derrick Jackson

Date: October 5, 2006



Signature/Incorporator
Terris Richardson

Date: October 5, 2006



Signature/Incorporator
Ester Jackson

Date: October 5, 2006

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