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TALLAHASSEE, FLORIDA

FLORIDA PROFIT/NON PROFIT CORPORATION

Young Entrepreneurs Society, Inc.

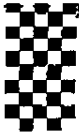
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December 13, 2007

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CORPORATION SERVICE COMPANY

SUBJECT: YOUNG ENTREPRENEURS SOCIETY, INC.
REF: W07000060379

RESUBMIT

Please give original
submission date as file date.

12/12/07

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

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.

An effective date may be added to the Articles of Incorporation if a 2008 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

If you have any further questions concerning your document, please call (850) 245-6933.

Dale White
Regulatory Specialist II
New Filing Section

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ARTICLES OF INCORPORATION
OF
YOUNG ENTREPRENEURS SOCIETY, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

By these Articles of Incorporation (the "Articles"), the undersigned Incorporator forms a corporation not for profit in accordance with the requirements set forth in Chapter 617, Florida Statutes, and pursuant to the following provisions:

ARTICLE I
NAME

The name of the corporation shall be YOUNG ENTREPRENEURS SOCIETY, INC. For convenience, the corporation shall be referred to in these Articles of Incorporation as the "Corporation".

ARTICLE II
DURATION

The Corporation shall exist perpetually unless and until dissolved according to law. Corporate existence of the Corporation shall commence upon the filing of these Articles with the Florida Department of State.

ARTICLE III
DEFINITIONS

The following words shall have the definitions set forth below for purposes of these Articles:

- 3.1 "Articles" shall mean these Articles of Incorporation.
- 3.2 "Board" or "Board of Directors" shall mean the Board of Directors of the Corporation.
- 3.3 "Bylaws" shall mean the Bylaws of the Corporation.
- 3.4 "Corporation" shall mean and refer YOUNG ENTREPRENEURS SOCIETY, INC., a Florida corporation not for profit, and its successors and assigns.
- 3.5 "Member" shall mean and refer to Members of the Corporation, from time to time, as provided in Article V hereof.

ARTICLE IV
PRINCIPAL OFFICE

The principal office of the Corporation shall be located at 301 South Tubb Street, Suite G, Oakland, Florida 34760.

ARTICLE V
REGISTERED OFFICE AND AGENT

Braxton Green III, whose address is 301 South Tubb Street, Suite G, Oakland, Florida 34760, is hereby appointed the initial registered agent of the Corporation and the registered office shall be at said address.

ARTICLE VI
PURPOSE AND POWERS OF THE CORPORATION

The Corporation shall not pay dividends and no part of any income of the Corporation shall be distributed to its Members, directors or officers. The Corporation is formed for the purposes of assisting, educating and mentoring young persons on the development of their entrepreneurial skills, and advancing, publicizing and advocating the concerns and needs of such individuals. The Corporation shall have all the powers of a non-profit corporation organized under the laws of the State of Florida, subject only to such limitations upon the exercise of such powers as may be expressly set forth in these Articles and or the Bylaws of the Corporation. The Corporation shall have the power and authority to perform any and all lawful acts permitted to be done by these Articles and the Bylaws, and to do and perform any and all acts which may be necessary or proper for, or incidental to, the exercise of any of its duties or powers.

The purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Notwithstanding any other provisions of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 401(C)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. Upon the dissolution of the Corporation, its assets shall be distributed for one or more exempt purposes within the meaning of Section 501(C)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal income tax code, or shall be distributed to the federal, 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 and state in which the principal office of the organization is then located, exclusively for such purposes.

ARTICLE VII
MEMBERSHIP

7.1 **Membership.** The Members of the Corporation shall be those individuals who, from time to time, have been accepted by the Corporation as members thereof pursuant to the terms and conditions set forth in the Corporation's Bylaws and who remain in good standing as such thereafter. The original Members of the Corporation are Braxton Green Jr., Brett Green and Braxton Green III.

ARTICLE VIII
VOTING RIGHTS

8.1 Each Member of the Corporation shall be entitled to exercise one vote on all matters which, pursuant to the Bylaws of the Corporation, are required to be submitted to and considered by the Members as a whole.

ARTICLE IX
BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by the Board of Directors consisting of three (3) persons (individually a "Director" and collectively the "Directors"), whose number may be either increased or decreased from time to time by amendment to the Bylaws of the Corporation; provided that there shall always be an odd number of directorships created. Directors shall be elected in the manner provided for in the Bylaws. The names and addresses of persons who are to act in the capacity of Director of the Corporation until appointment or election of their successors pursuant to these Articles are:

<u>Name</u>	<u>Address</u>
Brett Green	301 South Tubb Street, Suite G, Oakland, Florida 34760
Braxton Green Jr.	301 South Tubb Street, Suite G, Oakland, Florida 34760
Braxton Green III	301 South Tubb Street, Suite G, Oakland, Florida 34760

ARTICLE X
OFFICERS

The affairs of the Corporation shall be administered by the individuals who have been duly elected, from time to time, to the officer positions identified in the Bylaws. The officers shall be elected by the Board of Directors at a meeting designated for such purpose, and they shall serve at the pleasure of the Board of Directors.

ARTICLE XI INDEMNIFICATION

11.1 Indemnification. Every Director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him or her in connection with any proceeding whether civil, criminal, administrative or investigative, or any settlement of any proceeding, or any appeal from such proceeding to which he or she may be a party or in which he or she may become involved by reason of his or her being or having been a Director or officer of the Corporation, or having served at the Corporation's request as a Director or officer of any other corporation, whether or not he or she is a Director or officer at the time such expenses are incurred, regardless of by whom the proceeding was brought, except in relation to matters as to which any such Director or officer shall be adjudged liable for gross negligence or willful misconduct, provided that in the event of a settlement, the indemnification shall apply only when the Board of Directors of the Corporation approves such settlement and reimbursement as being for the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be otherwise entitled.

11.2 Expenses of Lawsuits. Expenses incurred in defending a suit or proceeding against a Director, whether civil, criminal, administrative or investigative, may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding if such payment has been authorized by all of the non-interested Directors and upon the Corporation's receipt of an undertaking in writing, in form and substance acceptable to legal counsel to the Corporation, by or on behalf of such Director or officer to repay all of such payments so made by the Corporation if it shall ultimately be determined that he or she is not to be indemnified by the Corporation as authorized by these Articles of Incorporation.

11.3 Insurance. The Corporation shall have the power to purchase and thereafter maintain at its expense insurance on behalf of any person who is or was a Director or officer of the Corporation, insuring such person against any liability asserted against or incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of these Articles.

ARTICLE XII BYLAWS

The Bylaws of the Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

ARTICLE XIII AMENDMENTS

Amendments to these Articles of Incorporation shall be made in the following manner:

13.1 Resolution. The Board of Directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of Members, which may be either the annual or a special meeting.

13.2 Notice. Within the time and in the manner provided in the Bylaws for the giving of notice of meetings of Members, written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Member of record entitled to vote thereon. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

13.3 Vote. At such meeting, a vote of the Members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of Members entitled to vote thereon.

13.4 Multiple Amendments. Any number of amendments may be submitted to the Members and voted upon by them at one meeting.

13.5 Agreement. If a majority of the Members entitled to vote, as provided above, sign a written statement manifesting their intention that an amendment to these Articles be adopted, then the amendment shall thereby be adopted as though the requirements set forth in subsections 13.1 through 13.3 above had been satisfied.

13.6 Action Without Directors. The Members may amend these Articles without an act of the Directors at a meeting for which notice of the changes to be made are given.

13.7 Limitations. No amendment shall make any changes in the qualifications for Members or the voting rights of Members without the unanimous approval in writing by all of the Members.

13.8 Filing. A copy of each amendment shall be certified by the Secretary of State, State of Florida.

13.9 Dissolution. In the event that the Corporation is dissolved, then the assets of the Corporation shall be conveyed to one or more non-profit charitable organizations as determined by the Directors of the Corporation.

ARTICLE XIV
INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are as follows:

Name

Address

Robert B. White Jr.

558 W. New England Avenue, Suite
240, Winter Park, Florida 32789

ARTICLE XV
NON-STOCK CORPORATION

The Corporation is organized on a non-stock basis and shall not issue shares of stock evidencing membership therein.

IN WITNESS WHEREOF, the undersigned Incorporator has caused these Articles of Incorporation to be executed on the 12th day of December, 2007.

Signed, sealed and delivered
in the presence of:

Maria Nixon
Maria Nixon
(Print Name)

Pamela S. Walker
PAMELA S. WALKER
(Print Name)

Robert B. White Jr.
ROBERT B. WHITE, JR.

STATE OF FLORIDA

)

) S.S.:

COUNTY OF ORANGE

)

The foregoing instrument was acknowledged before me, an officer duly authorized in the State and County aforesaid, to take acknowledgments, this 12th day of December, 2007, by ROBERT B. WHITE, JR., who is personally known to me, or has produced as identification;



My Commission Expires:

(Seal)

Maria Nixon
NOTARY PUBLIC

Maria Nixon
(Print Name)

(Serial Number, if any)


**CERTIFICATE DESIGNATING REGISTERED
AGENT FOR SERVICE OF PROCESS**

Pursuant to Chapters 48 and 617, Florida Statutes, the following is submitted in compliance with said Acts.

Young Entrepreneurs Society, Inc., desiring to organize as a not for profit corporation under the laws of the State of Florida, with its registered office at 301 South Tubb Street, Suite G, Oakland, Florida 34760, has named Braxton Green III, located at the above-registered office, as its Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Acts relative to keeping open said office.



Braxton Green III, Registered Agent

Dated: December 6, 2007

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TALLAHASSEE, FLORIDA