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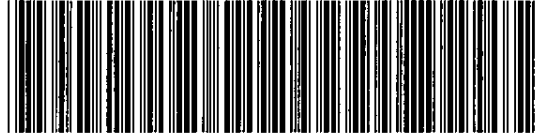
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



**"A Royal Generation Development"  
Of**

**Kings and Queens, Inc**

24 Bass Ave  
Fort Walton Beach Florida, 32548


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

April 1, 2008

SUBJECT: A Royal Generation Development of Kings and Queens, Inc.

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for:  
\$78.75 Filing Fee and Certificate of Status.

FROM: Jerry D. Jones  
24 Bass Ave.  
Fort Walton Beach, FL 32548  
(850) 862-3899 ext 106

  
Jerry D. Jones  
Chairman



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

April 17, 2008

RGD - A ROYAL GENERATION DEVELOPMENT  
% JERRY D. JONES  
24 BASS AVE.  
FORT WALTON BEACH, FL 32548

SUBJECT: A ROYAL GENERATION DEVELOPMENT OF KINGS AND  
QUEENS  
Ref. Number: W08000019431

We have received your document for A ROYAL GENERATION DEVELOPMENT  
OF KINGS AND QUEENS and your check(s) totaling \$. However, the enclosed  
document has not been filed and is being returned for the following correction(s):

The person designated as registered agent in the document must list a Florida  
street address, a post office box is not accepted.

Please return 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) 245-6934.

Loria Poole  
Regulatory Specialist II

Letter Number: 708A00022993

RECEIVED  
08 APR 24 AM 8:00  
DIVISION OF CORPORATIONS

ARTICLES of INCORPORATION  
OF  
A ROYAL GENERATION DEVELOPMENT OF KINGS AND QUEENS  
(A Community Youth Development Program)

FILED  
2008 APR 24 PM 3:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*The undersigned Incorporators, in order to form a non-profit corporation under the laws of the State of Florida, hereby adopt the following Articles of Incorporation:*

**ARTICLE I**  
**NAME**

The name of the Corporation shall be **A ROYAL GENERATION DEVELOPMENT OF KINGS AND QUEENS, INC.**

**ARTICLE II**  
**PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESSES**

The mailing address for the corporation is P.O. Box 1626 Fort Walton Beach, Florida 32549.  
The business address for the corporation is 24 Bass Ave SW, Fort Walton Beach, Florida 32548.  
The corporation may have offices at other locations as the board of directors may designate.

**ARTICLE III**  
**Purposes and Mission Statement**

**Section 1. Purposes.** The purpose for which this corporation is formed are as follows:

- (a) To provide equal opportunities to all participants to be a part of and, achieve success through this program regardless of race or socioeconomic status.
- (b) To provide educational programs that encourage participants to reach their fullest potential.
- (c) To encourage and reward excellence in academic and volunteer arenas with a perpetual scholarship for both college and vocational schools.
- (d) To enhance friendship and family relationship through effective problem solving and conflict resolution skills.
- (e) To build self-confidence and esteem with 'King' and 'Queen' attitudes through proper etiquette training.
- (f) To produce responsible citizens who make the 'right choices' and positively impact their community.
- (g) To have fun along the entire learning continuum through a curriculum that embraces the value of sports and recreation.

**Section 2. Mission Statement.** The mission statement of the corporation is:

(a) The corporation is open to all youth in grades six – twelve. It is committed to harvesting; inspiring and developing a generation of youth in this community to be successful adults empowered to make a positive difference in any community. The corporation believes and agrees that; **“If they are treated like Royalty, they will act like Royalty.”**

(b) The corporation is dedicated to focusing on the real issues today’s youth encounter with life application based lessons and experiences. The aim is to prepare participants to face the challenges of adulthood through committed mentoring and tutoring.

#### **ARTICLE IV** **Prohibited Activity**

Notwithstanding any other provision of the Bylaws or the Articles of Incorporation of this Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization that shall be exempt under Section 501 © (3) of the Internal Revenue Code and its regulations, now existing or hereafter amended, or by any organization contributions to which are deductible under Section 170 (e) (2) of the Internal Revenue Code of 1986 and its regulations, now existing or hereafter amended.

#### **ARTICLE V** **Membership**

##### **Section 1. No Members.**

The corporation hereby elects to have no members. All rights which otherwise would vest with members shall vest in the Directors.

#### **ARTICLE VI** **Board of Directors**

##### **Section 1. Board of Directors.**

The general management of the affairs of the Corporation shall be vested in the Board of Directors.

##### **Section 2. Number of Directors: Term, Tenure, Election.**

The Corporation shall initially have seven (11) directors to hold office until the first annual meeting of members and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the by-laws of the Corporation, but at no time shall there be less than three (3) directors. The names and addresses of the initial directors of the Corporation are as follows:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Jerry D. Jones	Chairman of The Board	2292 Prytania Circle Navarre, FL 32566
Timothy Grandberry	Vice-Chairman	1241 Gabrielle Dr Crestview, FL 32536
Latasia Waters	Secretary	31 Fleet Street Fort Walton Beach, FL 32548
Diane Sullivan	Treasurer	868 Mande Ct. Shalimar, FL 32579
Latanya Bryant	Member-at-Large	104 Destin Drive Fort Walton Beach, FL 32548
Carmen Jones	Member-at-Large	109 West Audrey Drive Fort Walton Beach, FL 32548
Virginia Swindell	Member-at-Large	1970 Crosslake Cove- Unit L Fort Walton Beach, FL 32547
Mose Johnson	Member-at-Large	504 Crossroad Fort Walton Beach, FL 32547
Robert Hills	Member-at-Large	420 Pristine Water Lane Mary Esther, FL 32569
Timothy Gipson	Member-at-Large	248 Hollywood Blvd. SE Fort Walton Beach, FL 32548
John Lewis	Member-at-Large	408 Riverchase Blvd. Crestview, FL 32536

### **Section 3. Duties of Directors.**

The Board of Directors may:

- (a) hold meetings at such times and places as it may deem proper and necessary;
- (b) admit, suspend or expel board members;
- (c) appoint committees on particular subjects from members of the Board of Directors or from the community advisory board. The Board of Directors may designate one or more directors as alternate members of any such committee who may act in the place and stead of any absent member or members at any meeting of such committee.
- (d) audit bills and disburse the funds of the Corporation;
- (e) print and circulate documents and publish articles;
- (f) correspond and communicate with other associations with the same interests;

- (g) employ agents;
- (h) devise and execute such other measures as it deems proper and expedient to promote the objectives of the Corporation and protect the interests and welfare of the Corporation;
- (i) except as otherwise provided herein, remove any or all of the officers of the Corporation with due cause prior to the termination date of such office;
- (j) elect substitute directors in the event any director resigns or is removed from office prior to the termination date of such office;
- (k) terminate the contract of any firm, individual or other entity employed by the Corporation to perform any and all nature of services to the Corporation.

## **ARTICLE VII**

### **Meetings of the Board of Directors**

#### **Section 1. Annual Meetings.**

The annual meeting of the Board of Directors shall be held in December of each year at the principal office of the Corporation or at such other place or places as may be determined by the Chairman of the Board of Directors.

#### **Section 2. Special Meetings.**

Special meetings of the Board of Directors may be called for any specific purpose by the Chairman of the Board or if the Chairman is absent, by the Vice-Chair or a majority of the board members. Written notice of such meeting, stating the purpose of such meeting, shall be either hand—delivered or mailed to each member of the Board of Directors at the last known address of such director at least three (3) days prior to the meeting date.

#### **Section 3. Regular Meetings.**

The Board of Directors shall hold regular meetings on a quarterly basis (December, March, June, September). The date, time and place of the regular meetings shall be set by the Chairman of the Board. At least ten (10) days prior; written or telephone notice of such meetings shall be communicated to each member of the Board of Directors. Members of the Board may participate in a meeting through use of a conference telephone or similar communications device, so long as members can hear one another.

#### **Section 4. Quorum, Voting.**

A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business. The Chairman, Vice Chairman or a designated representative must be present at all meetings. The affirmative vote of a majority of the directors present shall be considered the act of the Board of Directors at any annual, special or regular meeting.

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**Section 5. Order of Business.**

The order of business at a Board of Directors meeting shall be as follows:

- (i) Prayer/Scripture
- (ii) Roll call of members
- (iii) Reading of minutes of previous meeting
- (iv) Reports of Officers
- (v) Reports of Committees
- (vi) Old business
- (vii) New business
- (viii) Open Forum

Any question concerning the priority of the business to be conducted before the meeting shall be decided by the Chairman of the Board.

The order of business may be amended and changed at any meeting by a majority vote of the members present at such meeting.

**Section 6. Vacancies.**

The Board of Directors shall select Directors to fill vacancies. No Director shall be added without the affirmative vote of the Chairman of the Board.

**Section 7. Absence.**

Should any member of the Board of Directors fail to attend three (3) consecutive meetings of the Board of Directors without satisfactory cause and without notifying the Chair or Secretary of his or her reason for doing so, his or her seat on the Board may be declared vacant. The Board shall have the power to fill any vacancy on the Board caused by resignation, removal from office or death.

**Section 8. Resignation.**

Any Director may resign at any time by giving written or verbal notice of such resignation to the Board of Directors.

**Section 9. Removal; Termination of Office.**

Any Director may be removed with cause at any time by the Board of Directors.

**Section 10. Delegation of Authority.**

The Board of Directors may delegate authority to the Executive Committee or any Community Advisory Committee to conduct the business of the Corporation in accordance with the policies prescribed by the Board of Directors from time to time.

**Section 11. Election and Appointment of Directors.**



Each year, the Chairman of the Board shall appoint the members of the Board of Directors, each to serve for a term of one (1) year.

**Section 12. Voting of Directors.**

Each member of the Board of Directors shall be entitled only to one vote at any meeting thereof on any issue or matter of business before such meeting. No member of the Board of Directors shall be entitled to vote at any meeting unless he or she is physically present at such meeting, or is in attendance by conference telephone or a similar device.

**Section 13. Compensation of Directors.**

Directors shall not receive a stated salary for their services. However, by resolution of the Board, a fixed sum and/or expenses of attendance, if any, may be allowed at each regular or special meeting.

**Section 14. Liability.**

The Directors of the Corporation shall not be personally liable for any debts, liabilities, or other obligations of the Corporation. The Corporation shall, to the maximum extent permitted by Florida Statutes, indemnify each of its agents against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact any such person is or was an agent of the Corporation. The private property of the Directors and Officers of the Corporation shall be nonassessable and shall not be subject to the payment of any corporate debts, nor shall the Directors or Officers become individually liable or responsible for any debts, or liabilities of the Corporation.

**Section 15. Community Advisory Board.**

The Chairman of the Board of the Corporation shall appoint local citizens to serve as members of a Community Advisory Board. Members of the Community Advisory Board shall have no voting power. Meetings of the Community Advisory Board shall be chaired by the Chairman of the Board of Directors of the Corporation.

**ARTICLE VIII**  
**Committees**

**Section 1. Committees.** The Corporation shall have such committees as shall be necessary for the conduct of the Corporation's business and to carry out its objectives and purposes. All committees shall serve for one year. Committees may be designated from time to time by the Board of Directors, except for the Executive Committee.

**A. Executive Committee.**

**1. Duties and Powers.** The Executive Committee shall be composed of the Chairman of the Board, the elected officers of the Corporation, namely the vice-chairman, secretary, and treasurer. It shall be the duty of the Executive Committee to discharge the business of the Corporation in accordance with the policy decisions of the Board of Directors, and has the power to act on behalf of the full Board of Directors.

**2. Meetings.** The Executive Committee shall meet as often as shall be necessary to

discharge its duties. The Chairman of the Board shall have the power to call such meetings. Reasonable written or telephonic notice of these meetings shall be provided.

#### **B. Other Committees**

1. The Board of Directors or the Executive Committee may designate, appoint, or establish committees to assist the Corporation in achieving its goals and objectives for efficiency of operations, for example: Grant Writing Committee, Finance Committee, Social Services Committee, Business Development Committee, etc.
2. Neither the designation of any such committee, the delegation of authority to such committee, nor action by such committee pursuant to such authority, shall alone constitute compliance by any member of the Board of Directors, who is not a member of the committee in question, with his or her responsibility to act in good faith, in a manner he reasonably believes to be in the best interests of the Corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances.

### **ARTICLE IX**

#### **Officers**

##### **Section 1. Number.**

The officers of the Corporation shall be the Chairman of the Board, Vice Chairman of the Board, Board Secretary, Board Treasurer, and such other officers with such powers and duties not inconsistent with these Bylaws as may be appointed and determined by the Board of Directors from time to time.

##### **Section 2. Election and Term of Office.**

The principal officers of the Corporation (other than the Chairman of the Board) shall be elected by the Board of Directors at the annual meeting of the Board of Directors. Subordinate officers may be elected from time to time as the board may see fit. Each Officer shall hold office until his or her successor is elected and qualified.

##### **Section 3. Installation, Commencement of Duties.**

The officers newly elected at the annual meeting of the Board of Directors shall be installed and take office immediately.

##### **Section 4. Duties of Officers**

###### **A. Chairman of the Board.**

Shall be the duty of the Chairman of the Board as the Chief Executive Officer of the Corporation to preside at all meetings of the members. He shall call all regular and special meetings of the Board of Directors when deemed necessary and when called for. He shall have the power to sign all contracts and any other obligations on behalf of the Corporation that are approved by the Board of Directors. He shall be ex-officio member of all committees. He shall be authorized to sign checks on the Corporation's bank account. In addition, he shall have and perform such other duties as may be delegated to him by the Board of Directors.

**B. Vice-Chairman of the Board.**

The Vice-Chairman of the Board shall act for the Chairman of the Board in his absence. He or she shall be empowered to sign checks on the Corporation's account in his absence, along with the Treasurer. He or she shall serve on all committees in the absence of the Chairman of the Board in the event of the Chairman of the Board's absence or inability to serve.

**C. Secretary.**

The Secretary shall take and keep the minutes of all meetings of the membership, Board of Directors and Executive Committee. He or she shall furnish a copy of the minutes to the Chairman of the Board immediately after each meeting and shall be custodian of all records and papers of the Corporation except those that pertain to a special committee. He or she shall receive and file all written reports. In the absence of the Secretary, the Chairman of the Board may appoint a temporary Secretary.

**D. Treasurer**

The Treasurer shall receive and deposit all funds in the name of the Corporation in a bank account approved by the Board of Directors. He or she shall sign checks for the disbursement of funds with the counter—signature of the Chairman of the Board or the Vice-Chairman of the Board. Current financial records shall be kept at all times, and reports on the financial status of the Corporation shall be submitted at all meetings of the Board of Directors, with copies to be provided to the Chairman of the Board for his files. The books of the Corporation shall be delivered to his or her successor, duly audited, immediately following the termination of the office and election of a new Treasurer.

**Section 5. Compensation.**

The officers of the Corporation shall receive no compensation for their services.

**ARTICLE X**

**Bylaws or Charter Amendment**

The Bylaws or the Articles of Incorporation of this Corporation may be amended, repealed or altered in whole or in part by a vote of two—thirds of the members of the Board of Directors at any duly—organized meeting of the Board at which a quorum shall be present. Notice of the proposed change shall be mailed to each Director at his or her last known address at least ten (10) days prior to the time and date of the meeting; which is to consider and vote on such change or amendment. Only those Directors present may cast their vote on the action before the meeting.

Upon approval by the Board of such amendment to the Bylaws or Articles of Incorporation, as set forth above, the Secretary

shall thereupon proceed to prepare such amendment and see to the filing of any necessary documents with the proper governmental authority. Copies of such revised and amended Bylaws or Articles of Incorporation shall be given to any member upon request.

## **ARTICLE XI**

### **Fiscal Year**

The Fiscal Year of the Corporation shall commence on the 1st day of January, and terminate on the 31st day of December.

## **ARTICLE XII**

### **Seal**

The Corporation shall have a seal of such design as may be approved by the Board of Directors.

## **ARTICLE XIII**

### **Distribution of Assets**

In the event of the dissolution of the Corporation, or in the event it shall cease to carry out the objectives and purposes herein set forth, all of the business, property and assets of the corporation shall go and be distributed to such non-profit charitable corporation, or municipal corporation(s), as may be selected by the board of directors of the Corporation and shall then be used for, and devoted to, one or more exempt purposes within the meaning of 501 (C) (3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code, or shall be distributed to be federal government, or to a state or local government, for public purpose.

Any such assets not so disposed of shall be disposed of in a Florida 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. Under no circumstances shall any of the assets or property of the Corporation, or the proceeds of any of the assets or property of the Corporation, in the event of dissolution, go to or be distributed to its members, directors, trustees or officers; it being the intent, in the event of the dissolution of this Corporation, or upon its ceasing to carry out the objectives and purposes herein set forth, that the property and assets then owned by the Corporation shall be devoted to one or more exempt purposes within the meaning 501 (C) (3) of the Internal Revenue Code 1986, as amended, or the corresponding section of any future federal tax code.

## **Article XIV**

### **Indemnification**

The Corporation may be empowered to indemnify any officer or director, or any former officer or director, by a majority vote of a quorum of directors who were not parties to such action, suit or proceeding, in the manner provided in Section 607.0850 of the Florida Statutes, as amended. If such indemnification is authorized by the directors; expenses incurred in defending such civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding in the manner described in Subsection 6 of Section 607.0850 of the Florida Statutes, as amended, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless he or she is found to be entitled to such indemnification.

## **ARTICLE XV**

### **Contracts, Deposits, Checks**

#### **Section 1. Contracts.**

The Board of Directors may authorize any officer or agent of the Corporation to enter into any contract or to execute and deliver any instrument or document on behalf of the Corporation, which authority may be general or specific.

#### **Section 2. Deposits.**

All funds received by the Corporation shall be deposited to the credit of the Corporation in such banks or other depositories as may be approved and authorized by the directors.

#### **Section 3. Checks.**

All checks, drafts, or other orders for the payment of money by or to the Corporation, and all notes and other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in the manner as shall from time to time be determined by resolution of the Board of Directors.

## **ARTICLE XVI**

### **Records**

The Corporation shall maintain correct and proper books and records and shall keep minutes of all the meetings of the members and Board of Directors, at the principal office of the Corporation. All such records may be inspected by any director, or the agent or attorney of either, or any proper person, at any reasonable time.

**A ROYAL GENERATION DEVELOPMENT OF KINGS AND QUEENS**  
**Conflicts of Interest Policy**

**Article I**

**Purpose**

The purpose of the conflicts of interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable corporations.

**Article II**

**Definitions**

**1. Interested Person**

Any Director, principal officer, or member of a committee with board delegated powers who has a direct or indirect financial interest, as defined below, is an interested person. If a person is an interested person with respect to any outreach or exempt function within the church of which the Corporation consists, he or she is an interested person with respect to all outreaches or exempt functions within the church.

**2. Financial Interest**

A person has a financial interest if the person has directly or indirectly, through business, investment, or family –

- a. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement, or
- b. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2 below, a person who has a financial interest may have a conflict of interest only if the appropriate board or committee decides that a conflict of interest exists.

## Article III

### Procedures

#### 1. Duty to Disclose

In connection with any actual or possible conflicts of interest, an interested person must disclose the existence and nature of his or her financial interest and all material facts to the Directors and members of committees with board delegated powers considering the proposed transaction or arrangement.

#### 2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts and after any discussion with the interested person, he or she shall leave the board or committee meeting while the financial determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

#### 3. Procedures for Addressing a Conflict of Interest

- a. An interested person may make a presentation at the board or committee meeting, but after such presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that results in a conflict of interest.
- b. The chairperson of the board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the board or committee shall determine whether the Corporation can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest and for its own benefit and whether the transaction is fair and reasonable to the Corporation and shall make its decision as to

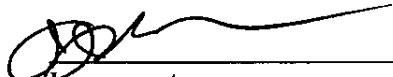
whether to enter into the transaction or arrangement in conformity with such determination.

4. Violations of the Conflict of Interest Policy

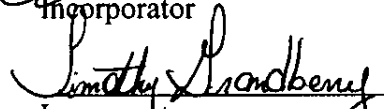
- a. If the board or committee has reasonable cause to believe that a member has failed to disclose possible actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the board or committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

IN WITNESS WHEREOF, the undersigned has executed these **Articles of Incorporation of A Royal Generation Development of Kings and Queens** this 1st day of April 2008.

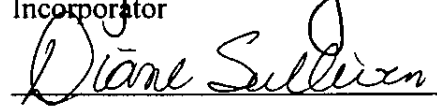
Jerry D. Jones

  
Incorporator

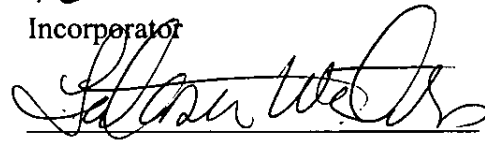
Timothy Grandberry

  
Incorporator

Diane Sullivan

  
Incorporator

Latasia Waters

  
Incorporator


STATE OF FLORIDA  
COUNTY OF OKALOOSA

Sworn to and subscribed before me this 10th day of April 2008 by Jerry Jones, who is personally known to me or who has produced identification and who did/did not take an oath.





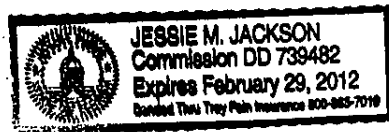
I, Jerry D. Jones hereby am familiar with and accept the duties and responsibilities as Registered Agent for A Royal Generation Development of Kings and Queen.

  
Jerry D. Jones

1 Apr 2008  
Date

2292 Prytania Circle  
Navarre, FL 32566





FILED  
2008 APR 24 PM 3:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA