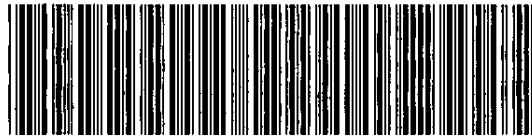


N080000009490

(Requestor's Name)

(Address)

(Address)



900158348169

Restated  
Articles

11 From 8/13/09 Sender's FedEx  
Date Account Number  
Sender's Name Ernest Sellers Phone 407 655-7907  
Company  
Address 944 NW 51 Ter Dept./Floor/State/Room  
City  Ft. Lauderdale  State  Fla  ZIP  33311

07/14/09--01036--003 \*\*43.75

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00789, 00585  
\*00789, 01048, 00706, 00671 8/26/09



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

August 11, 2009

Ernest Sellars  
944 NW 21 Terrace  
Ft. Lauderdale, FL 33311

SUBJECT: YOUTH MENTORING & EMPOWERMENT, INC.  
Ref. Number: N08000009490

We have received your document for YOUTH MENTORING & EMPOWERMENT, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

If the Restated Articles were adopted by the directors and do not contain any amendments requiring member approval, a statement to that effect must be contained in the document.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

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) 245-6907.

Annette Ramsey  
Regulatory Specialist II

Letter Number: 409A00027369

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

July 20, 2009

Ernest Sellars  
944 NW 21 Terrace  
Ft. Lauderdale, FL 33311

SUBJECT: YOUTH MENTORING & EMPOWERMENT, INC.  
Ref. Number: N08000009490

We have received your document for YOUTH MENTORING & EMPOWERMENT, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

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) 245-6907.

Annette Ramsey  
Regulatory Specialist II

Letter Number: 809A00024737

**RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**YOUTH MENTORING & EMPOWERMENT, INC**

**FILED**  
2009 AUG 24 AM 11:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned do hereby associate for the purpose of becoming a not for profit corporation under the laws of the State of Florida, and do hereby certify that the following Articles of Incorporation have been adopted:

**ARTICLE I**

The name of the corporation is YOUTH MENTORING & EMPOWERMENT, INC.

**ARTICLE II**

The street address of the initial registered office of this corporation is 444 N. W. 21<sup>st</sup> Terrace, Ft Lauderdale, FL 33311 and the name of the initial registered agent at that address is Ernest Sellars. The principal office address and mailing address of this corporation is 444 N. W. 21<sup>st</sup> Terrace, Ft Lauderdale, FL 33311.

**ARTICLE III**

This corporation has the exclusive purpose or powers as may be stated in these articles of incorporation. The primary purpose of this corporation is exclusively charitable and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future U.S. Internal Revenue law. Notwithstanding any other provisions of these articles, Youth Mentoring & Empowerment, Inc. shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future U.S. Internal law.

The activities of Youth Mentoring & Empowerment, Inc. shall include: (1) community outreach, (2) training classes, and (3) recreational activities. A description of each activity is listed below:

### **1. Community Outreach**

The community outreach activities will consist of mentoring and workshop sessions. The sessions will include both individual one-on-one and group counseling. The subject matter will include parental, health & wellness and tutoring. The community outreach activities will further the exempt purpose of the organization by working to provide positive change in the lives of children; whereby, inspiring them and directing them into productive lifestyles. The community outreach activities will be initiated in the fall of 2009. The community outreach activities will be managed by a Director of Community Outreach (DCO). The DCO will be responsible for designing, implementation, oversight and performance reporting. While the community outreach activities will not be limited to any children based on any prescribed requirements, emphasis will be focused on providing services to children who are residence of at-risk neighborhoods. There will be no fees charged to the participants for receiving community outreach activity services. The community outreach activities will aim to accomplish positive changes in the lives of children by inspiring them to lead more productive lifestyles. There will be no required age limit for participating in the community outreach activities.

### **2. Training Classes:**

The training classes will be offered in the areas of: 1) health and fitness, 2) cultural awareness, and 3) economic empowerment. The training classes will further the exempt purpose of the organization by providing instructions designed to enrich the lives of individuals and families. A Director of Training (DOT) will oversee all training classes. The DOT's responsibilities will include: hiring instructors, appointing volunteers, establishing corporate alliances, obtaining and communicate training material to the instructors; as well as, conducting training classes when needed. All training classes will

begin the winter of 2009. There are no formal requirements or charges required for participating in the training classes. The training classes are designed to accomplish improvements in the participant's lives regarding health and fitness, cultural awareness, and economic empowerment.

### **3. Recreational/Team Sports Activities:**

The recreational/team sports activities will consist of competitive team sports and other recreations (golf, tumbling, bowling, dance etc.). The competitive team sports will involve sports such as but not limited to football, basketball, baseball, track & field, etc. The other recreational activities such as golf dance tumbling will be offered on a need basis. The recreation activities will further the exempt purpose and function by promoting team work, perseverance and dedication. The recreational/team sports activities will be initiated in the fall of 2009. Each team will include team members within predetermined age groups (ages 6-19). A Recreational Athletic Director (RAD) will oversee all recreational and team sports activities. The RAD's duties will include: oversight, appoint coaches and volunteers, scheduling. The only requirement for participating in the recreational/team sports activities is the child's age (6-19). There will be no fees required to participate in the recreational activities. The fee for participating in the team sports will be \$80 per person per team sport. The recreational/team sports activities are designed to accomplish improvements in the participants character by emphasizing team work, dedication and perseverance.

## **ARTICLE IV**

The corporation shall have five (5) directors initially. The number of directors may be increased or decreased from time to time by majority vote of the association officers, but shall never be less than (3). The names and addresses of the first members of the Board of Directors who, subject to the

provisions of these Articles of Incorporation, the Bylaws of this corporation and the laws of the State of Florida, shall hold office until their resignation, removal from office, or death, is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Mr. Ernest Sellars	444 NW 21 <sup>st</sup> Terrace, Ft. Lauderdale, FL
Mr. James Williams	4347 NW 71 <sup>st</sup> Terrace, Lauderhill, FL 33319
Dr. Elizabeth Watts	3950 N 56 <sup>th</sup> Avenue #203, Hollywood, FL 33021
Mrs. Felicia Thomas-Bass	1206 NW 13 <sup>th</sup> Court, Ft. Lauderdale, FL 33311
Mr. Alphonso "Pete" Walker	6950 Landing Drive #201, Ft. Lauderdale, FL 33319-5085

#### ARTICLE V

The name and address of the incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Mr. Ernest Sellars	444 NW 21 <sup>st</sup> Terrace, Ft. Lauderdale, FL

#### ARTICLE VI

The officers of this corporation shall be an Executive Director, a Director of Community Outreach (DOC), a Director of Training (DOT), a Recreation Activities Director (RAD), a Secretary, and Treasurer and such other officers, directors, agents and factors as shall be chosen in such manner, hold their offices for such terms and have such powers and duties as may be prescribed by the bylaws or determined by the Board of Directors. Any two or more offices may be held by the same person and board directors may also be officers.

#### **ARTICLE VII**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

#### **ARTICLE VIII**

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter provided by law, and all rights conferred on shareholders herein are granted, subject to this reservation.

#### **ARTICLE VIII**

Upon the dissolution of Youth Mentoring & Empowerment, Inc., 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 tax code, or shall be distributed to the Federal, State or local government for a public purpose. Any such assets not disposed of shall be disposed of by the Broward County Clerk of Courts exclusively for such public purposes.



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICLE FOR SERVICE OF  
PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM SERVICE OF PROCESS MAY  
BE SERVED.

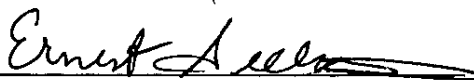
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Pursuant to Chapter 48.091, Florida Statutes, YOUTH MENTORING &  
EMPOWERMENT, INC.

desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the  
Articles of Incorporation, at the City of Ft Lauderdale, County of BROWARD, State of Florida, has  
named Ernest Sellars located at 444 N. W. 21<sup>st</sup> Terrace, Ft Lauderdale, FL 33311 as its resident agent to  
accept service of process within this state.

ACKNOWLEDGEMENT

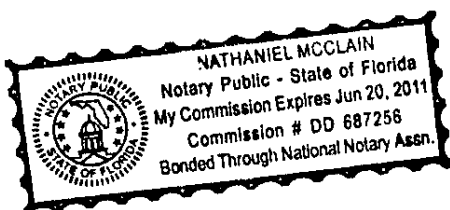
The undersigned having been named to accept service of process for the above state corporation,  
at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply  
with the provisions of said Act relative to keeping my office open


  
Ernest Sellars

STATE OF FLORIDA  
COUNTY OF BROWARD

BEFORE ME, personally appeared, to me well known and known to me to be the individual  
described in and who executed the foregoing Certification of Registered Agent status, and  
acknowledged before me that she executed the same for the purposes herein expressed.

WITNESS my hand and official seal this 13 day of July, 2008.2009



  
Notary Public State of Florida

The date of the adoption of the restated Articles of Incorporation was: JULY, 12, 2009

Effective date of the amended Articles of Incorporation: JULY, 12, 2009

The amended Articles of Incorporation were adopted by the Board of Directors

- ☒ There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Ernest Sellars, Executive Director

7/12/09  
Date

CERTIFICATION

These restated articles of incorporation are a true and correct copy adopted on July 12, 2009 as certified by the following three directors and/or principal officers.

Ernest Sellars

Ernest Sellars, Executive Director

7-12-09

Date

Dr. Elizabeth Watts

7-12-09

Date

James McMillan

7-12-09

Date