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FLORIDA PROFIT/NON PROFIT CORPORATION

"REMEMBER THE CHILDREN" YOUTH SERVICES, INC.

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ARTICLES OF INCORPORATION OF
GARY COGSWELL'S
"REMEMBER THE CHILDREN" YOUTH SERVICES, INC.

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A FLORIDA NOT FOR PROFIT CORPORATION

The undersigned person, acting as incorporator of a corporation not for profit under the Florida Not For Profit Corporation Act as set forth in Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation for such corporation:

ARTICLE I
CORPORATE NAME

The name of the corporation shall be Gary Cogswell's "Remember the Children" Youth Services, Inc.

ARTICLE II
PRINCIPAL OFFICE

The corporation's principal address shall be 9614 NW 27th Street, Coral Springs, FL 33065.

ARTICLE III
PURPOSE

The corporation is organized as a not for profit corporation. The purposes for which the corporation is organized is to seek and distribute contributions and donations from the public in the State of Florida in order to provide today's student/athlete (and guardians) with training and support related to his or her chosen sport, matriculation through middle, upper school, and higher education scholarship, and academic opportunities. The corporation is also organized to provide sport specific training provided by high school and college coaches, academic referral assistance, information concerning higher education athletic scholarship opportunities, academic, test score, and admissions requirements. Moreover, the corporation will provide information related to building middle school and high school student/athletes' personal resume for application and other purposes, and support related to preparation of applications and application essays.

(a) The general purposes for which this corporation is formed are to operate exclusively for such charitable purposes as will qualify it as an exempt organization under Section 501 (c)(3) of the Internal Revenue Code or corresponding provisions of any federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax exempt organizations under that Code.

ARTICLE IV
ELECTION OF DIRECTORS

The Directors named herein as the initial Board of Directors shall hold office until the first meeting of members, to be held on June 19, 2009, at 6:00 p.m., at the principal address of the corporation, or at such other location as may be determined by the initial Board of Directors, at which time an election of the first Directors of the corporation shall be held. The number of directors to be elected at said first meeting of members is Three (3).

Directors elected at the first meeting of members (organizational meeting), and at all times thereafter, shall serve for a term of Two (2) Years, until the second annual meeting of members following the election of the initial Board of Directors, and until the qualification of successor Directors. There shall be no limit on the number of terms an individual may serve as a Director.

Annual Meetings of members shall be held at or about the anniversary date of the

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formation of the corporation, at the principal office of the corporation, or at such other place or places as the board of Directors may designate from time to time by resolution.

The corporation is organized upon a nonstock basis as defined in Section 617.011 of the Florida Statutes. The corporation shall have a Board of Directors, elected as aforesaid, composed of the members. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the Gary Cogswell's "Remember the Children" Youth Services, Inc. Articles of Incorporation property, voting, and other rights and privileges of members, shall be determined by the Board of Directors in the By-Laws.

**ARTICLE V
BOARD OF DIRECTORS AND INITIAL DIRECTORS**

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a Board of Directors. The number of directors of the corporation shall be three; provided, however, that such number may be changed by a By-Law duly adopted pursuant to the By-Laws of this corporation.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all the members of the board shall individually or collectively consent in writing to such action. Such written consent or consent shall be filed with the Minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of the law that relates to action so taken shall state the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and By-Laws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

**ARTICLE VI
REGISTERED AGENT AND INITIAL OFFICE**

The address of the corporation's initial registered office is 3600 N. Federal Highway, Third Floor, Ft. Lauderdale, FL 33308, and the name of the initial registered agent at said address is Richard A. Beauchamp, Esq.

**ARTICLE VII
INCORPORATOR**

The name and address of the incorporator is Richard A. Beauchamp: 1152 N. Rio Vista Blvd., Ft. Lauderdale FL 33301

**ARTICLE VIII
AMENDMENT**

These Articles of Incorporation and the corporation's By-Laws may be amended in the manner provided by law. The members shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at an annual or special meeting, with not less than a majority vote of the members entitled to vote thereon. The members, at an annual or special meeting of members, or the Board of Directors, at a duly noticed meeting of the Board of Directors, or without a meeting, in accordance with the provisions of Article V above,

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may adopt, amend, alter, change or repeal the By-Laws, with not less than a majority vote of the members or Directors entitled to vote thereon.

**ARTICLE IX
CORPORATE DURATION**

The corporation shall have perpetual existence and duration.

**ARTICLE X
EFFECTIVE DATE**

Pursuant to Florida Statutes, Section 617.0123 (2007), the effective date of the commencement of corporate existence is when these Articles of Incorporation are filed with the Florida Department of State.

**ARTICLE XI
PROVISIONS FOR COMPLIANCE WITH 26 USC SECTION 501(c) (1)**

1. The corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
2. The corporation will not engage in any act of self-dealing as defined in section 4941 (d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
3. The corporation will not retain any excess business holdings as defined in section 4943(e) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
4. The corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
5. The corporation will not make any taxable expenditures as defined in section 4945 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

IN WITNESS WHEREOF, the undersigned, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, does make and file this Certificate, hereby declaring and certifying that the facts herein stated are true, and hereunto sets her hand and seal this 8th day of June, 2009.


Richard A. Beauchamp
Incorporator

STATE OF FLORIDA

SS:

COUNTY OF BROWARD

BEFORE ME, the undersigned authority, duly authorized to take acknowledgments and administer oaths, personally appeared Richard A. Beauchamp, party to the foregoing Articles of Incorporation, known to be personally to be such, and I have first made known to his the contents of said Articles, he did acknowledge that he signed, sealed and delivered the same as his voluntary act and deed, and deposed that the facts therein stated were truly set forth.

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WITNESS my hand and official seal this 8th day of June, 2009.



KATHLEEN MOSKOWITZ
MY COMMISSION # DD 49645B
EXPIRES: December 3, 2009
Bonded Through Budget History Services

Kathleen Moskowitz
Notary Public

My Commission Expires:

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]
Signature (Incorporator)

Date: 6/8/09

[Signature]
Signature (Registered Agent)

Date: 6/8/09

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