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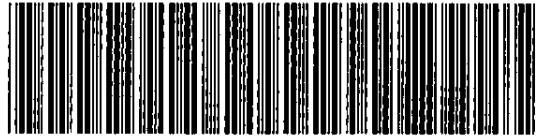
(Business Entity Name)

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2009 NOV 30 PM 1:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DEC 01 2009  
J. Shivers

## COVER LETTER

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

SUBJECT: Young Heroes of America, Inc.  
(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☒ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

FROM: MIKE ALABRE  
Name (Printed or typed)

24546 S.W. 108th Place  
Address

Homestead, FL 33032  
City, State & Zip

305-258-6275  
Daytime Telephone number

alabre.mike@hotmail.com

E-mail address: (to be used for future annual report notification)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
**FILED**

**NOTE: Please provide the original and one copy of the articles.**

**ARTICLES OF INCORPORATION**  
In Compliance with Chapter 617, F.S., (Not for Profit)

**ARTICLES OF INCORPORATION  
OF  
YOUNG HEROES OF AMERICA, INC.**

**ARTICLE I  
NAME, OFFICES, AND TERM**

Section 1. Name: The name of this corporation is and shall be: **Young Heroes of America , Inc.**

Section 2. Offices: The principal street address and mailing address, if different is: **24546 SW 108th Place, Homestead FL 33032**

Section 3. Term: This corporation shall have a perpetual existence unless dissolved accordingly to law.

**ARTICLE II  
STATEMENT OF CORPORATION NATURE**

This is a nonprofit corporation organized solely for general nonprofit and charitable purposes pursuant to Chapter 617 of the Florida Statutes.

This corporation is organized under a non-stock basis.

**ARTICLE III  
PURPOSES**

Section 1. Young Heroes of America is a mentoring organization which seeks to develop teenagers into active citizens and responsible leaders within their communities. Perspective teenagers are placed in leadership roles and provided the necessary tools to engage major issues which impact fellow youths and their communities. The organization is dedicated to producing future leaders and preparing them for tomorrow's challenges.

Section 2. In general, to do any and all acts and things, and to exercise any and all powers which it may now or hereafter be lawful for the corporation to do or exercise under the pursuant to the laws of the State of Florida for the purpose of accomplishing any of the purposes of the corporation.

Section 3. The purpose for which the corporation is organized shall be confined to those which are strictly charitable.

Section 4. The corporation shall not engage nor shall any of its funds, property, or income be used in carrying on propaganda or otherwise attempting to influence legislation, nor shall the corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, nor shall the corporation engage in subversive or un-American activities.

**ARTICLE IV  
POWERS**

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
In Compliance with Chapter 617, F.S., (Not for Profit)

The corporation shall have all powers set forth in Florida Statute 617.0302 unless specifically prohibited by these Articles of Incorporation.

Notwithstanding any other provision of these articles, the purpose for which the corporation is organized is 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 provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organizational exempt from the federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

**ARTICLE V**  
**MEMEBERSHIP**

The sole class of members of this corporation shall be its Directors and such other persons of moral character who may become members by a 2/3 vote of the existing membership.

The members of this corporation shall have no rights, title or interest whatsoever in its income, property, or assets, nor shall any portion of such income, property, or assets be distributed to any member on the dissolution or winding up of this corporation. Members of this corporation shall not be personally liable for the debts, liabilities, or obligation of the corporation, and shall not be subject to any assessments.

**ARTICLE VI**  
**INCORPRATOR**

The name and address of the Incorporator of these Articles of Incorporation is:  
Mike Alabre 24546 S.W. 108<sup>th</sup> Place, Homestead, Florida 33032

**ARTIICLE VII**  
**REGISTERED AGENT**

The street address of the initial register agent office shall be 24546 SW 108<sup>th</sup> Place, Homestead Florida 33032 and the name of the initial registered agent of the corporation at that address shall be Mike Alabre.

**ARTICLE VIII**  
**MANAGEMENT OF COROPORATE AFFAIRS**

Section 1. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by the Board of Directors. The number of Directors of the corporation shall be not less than three. Initially, the Board of Directors shall consist of three members, provided however, that such number may be changed (but in no event to a number less than three) by a bylaw duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until their successors are duly elected and qualified.

## **ARTICLES OF INCORPORATION**

In Compliance with Chapter 617, F.S., (Not for Profit)

Annual meetings shall be held each year 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 Directors shall be elected at each annual meeting of the members. Each Director shall hold office for one (1) year and until his successor is elected, qualified, or until his death, resignation or removal. Directors may be re-elected to serve more than one term in office. 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 members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceeding of the Board, any such action by written consent shall have the force and effects as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which 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 laws of this corporation authorize the Director to so act. Such statement shall be prima facie evidence of such authority.

The names and address of such first members of the Board of Directors are as follows:

Mike Alabre	24546 S.W. 108 <sup>th</sup> Place Homestead, Florida 33032
Tarah Sylvie Ernest	11155 N.W. 46 <sup>th</sup> Drive Coral Springs, Florida 33076
Pauline Husband	24546 S.W. 108 <sup>th</sup> Place Homestead, Florida 33032

Section 2. Corporate Officers. The Board of Directors may elect a Chairman, President, Treasurer and Secretary, such other officers as the bylaws of this corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first meeting of the Board of Directors.

### **ARTICLE IX BYLAWS**

Subject to the limitations contained in the bylaws, and any limitations set forth in Chapter 617, Florida Statutes, concerning corporate action that must be approved by the members, the bylaws may be alerted, rescinded, added to, or new bylaws may be adopted, either by a resolution of the Board of Directors or by following the procedure set forth therefore in the bylaws.

### **ARTICLE X DEDICATION OF ASSETTS**

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any Director, officer, or member thereof, or to the benefit of any private individual.

### **ARTICLE XI DISTRIBUTION OF ASSETS**

In the event of dissolution of the corporation, the 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 codes 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 the court of

# ARTICLES OF INCORPORATION

In Compliance with Chapter 617, F.S., (Not for Profit)

competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes.

## ARTICLE XII AMENDMENT OF ARTICLES

Amendments of these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to quorum of members for their vote. Amendments may be adopted by vote of two-thirds of a quorum of members of the corporation.

## ARTICLE XIII MISCELLANEOUS

The corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 2942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

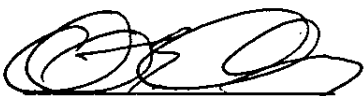
The corporation shall not engage in any act of self-dealing as define in section 4991(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

The corporation shall not make any investment in such manner as to subject it to tax under section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

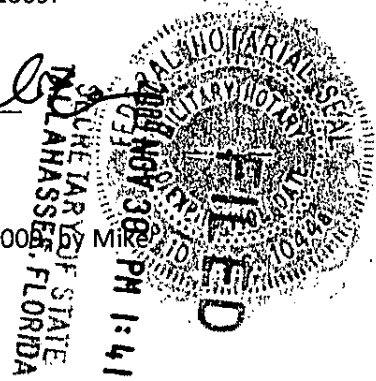
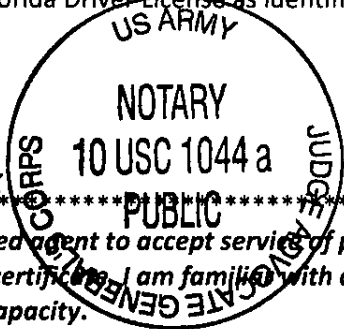
The undersigned, being the sole incorporator of this corporation, and being the subscriber to this corporation for the purpose of forming this nonprofit charitable corporation under the laws of the State of Florida has executed these Articles of Incorporation this 2<sup>ND</sup> day of November, 2009.

  
Mike Alabre


The foregoing instrument was acknowledged before me this 2<sup>ND</sup> day of November, 2009, at MIAMI, Florida, by Mike Alabre, who has produced his Florida Driver License as identification.




Notary DAVID DAWLEY  
SGT, US ARMY  
FEDERAL NOTARY



\*\*\*\*\*  
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/Registered Agent Date  
Mike Alabre  
2 NOV 2009

  
Signature/Incorporator Date  
Mike Alabre  
2 NOV 2009