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10 JAN 25 PM 3:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EP 1/26/10

## Transmittal letter

Department of state  
Division of corporations  
P.O. Box 6327  
Tallahassee, Fl. 32314

**SUBJECT: Young People's Recreation Association, Inc.**

Proposed Corporate Name –Must include suffix)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

<input checked="" type="checkbox"/> \$70.00	<input type="checkbox"/> \$78.75
Filing Fee	Filing Fee & Certificate of Status

<input type="checkbox"/> \$78.75 Filing Fee & Certified Copy	<input type="checkbox"/> \$87.5 Filing Fee, Certified Copy & Certificate of Status
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**ADDITIONAL COPY REQUIRED**

From:

**James C. O'Brian**

Name (Printed or typed)

**748 Harrison Ave.**

Address

**ORANGE PARK, FLORIDA 32065**

City, State & Zip

**(904) 707-3201**

Daytime Phone Number

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

# ARTICLES OF INCORPORATION

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

## YOUNG PEOPLE'S RECREATION ASSOCIATION, INC.

The undersigned subscriber to the Articles of Incorporation is a natural person competent to contract and hereby form a Non-Profit Corporation under Chapter 617 of the Florida Statutes.

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10 JAN 25 PM 3:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### ARTICLE I NAME

The Name of the Corporation is hereinafter Young People's Recreation Association, Inc.

### ARTICLE II PRINCIPAL OFFICE

The address of the principal office of this Corporation is 748 Harrison Ave., Orange Park, County of Clay, State of Florida 32065, and the mailing address is the same.

### ARTICLE III PURPOSE OF CORPORATION

Said Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(C)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, more specifically for the purpose of establishing a Church which in addition to holding religious services, it shall establish and maintain a child daycare, learning and developmental center to allow for families to work to provide a better life for themselves and their children and to assist in the education and development of young minds in an effort to allow them to become responsible members of society. For the accomplishment of these objects, the corporation shall have the power to distribute books, magazine, papers and other literature as may be necessary to further carry out the objectives of this corporation; to acquire by purchase or gifts, such as real and personal property, as may be necessary to carry out the objectives of this corporation and to receive subscriptions, grants and donations of real and personal property to be applied to the uses and purposes of the

corporation; to mortgage and otherwise encumber any of its property or to sell and convey the same; and to permit the use of its property for the care and educational development of children, and all other related lawful purposes. The Corporation shall engage in any activity or business permitted under the laws of the United States and in Compliance with Chapter 617, F.S. (Not for Profit) of the state of Florida. The term of existence of the Corporation is perpetual.

## **ARTICLE IV**

### **DIRECTOR TRUSTEES**

There shall be two (2) members of the initial Board of Director Trustees of the Corporation. Wherefore, the first election of the Board of Director Trustees shall be held in July following its initial incorporation. The names and addresses of the persons who are to serve as the initial Board of Director Trustees until the first election thereof are:

James C. O'Brian  
748 Harrison Ave.  
Orange Park, Florida 32065

James C. O'Brian II  
748 Harrison Ave.  
Orange Park, Florida 32065

## **ARTICLE V**

### **OFFICERS**

The affairs of the Corporation are to be managed by the President, Secretary and Treasurer. Such Officers will be elected annually by the Board of Director Trustees during the month of July as per this corporation's bylaws. The names of the persons who are to serve until the first election of the Officers under these Articles of Incorporation are as follows:

President: James C. O'Brian  
Vice President/Secretary/Treasurer: James C. O'Brian II

## **ARTICLE VI BYLAWS**

The Bylaws of the corporation are to be made, altered, or rescinded by the Board of Director Trustees of the Corporation. The Board of Director Trustees of the Corporation shall have power to make, alter, amend or repeal the Bylaws of the Corporation. An affirmative vote of a number of the Board of Director Trustees equal to a majority of the number who would constitute a full Board of Director Trustees at the time of such action shall be necessary to take any action for the making, alteration, amending or repealing of the any part of the Bylaws.

## **ARTICLE VII CORPORATE AMENDMENTS**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida and in Compliance with IRS Chapter 617, F.S. (Not for Profit) and all rights are granted subject to this reservation. These Articles of Incorporation may be amended by the act of the Board of Director Trustees or President of the Corporation. Such amendments may be proposed and adopted in the manner provided in the Bylaws of the corporation.

## **ARTICLE VIII INCORPORATOR**

The name and address of the Incorporator is:

James C. O'Brian 748 Harrison Ave., Orange Park, Florida 32065

## **ARTICLE IX REGISTERED OFFICE AND REGISTERED AGENT**

The name and address of the initial registered agent of this Corporation is James C. O'Brian at 748 Harrison Ave., Orange Park, Florida 32065.

## **ARTICLE X**

### **EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval by the Secretary of State of the State of Florida.

## **ARTICLES XI**

### **ILLEGAL OPERATIONS**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, Director Trustees, Officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on

- (a) By a corporation exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code, or the, corresponding section of any future federal tax code, or
- (b) By a corporation, contributions, to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- (c) Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

## **ARTICLE XII**

### **DISOLUTION**

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, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or

local government, for a public purpose. Any such assets not so disposed of as set out above, shall be disposed of by a 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.

## **ARTICLE XIII**

### **INDEMNIFICATION**

The Corporation shall indemnify a Director Trustee or Officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the Director Trustee or Officer was a party because the Director Trustee or Officer is or was a Director Trustee or Officer of the Corporation, against reasonable attorney fees and expenses incurred by the Director Trustee or Officer in connection with any proceedings.

The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a Director Trustee, Officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the Board of Director Trustee Trustees, that indemnification of the Director Trustee, Officer, employee or agent, as the case may be, is permissible in the circumstances because the Director Trustee, Officer, employee or agent has met the standard of conduct set forth by the board of Director Trustees.

The indemnification and advancement of attorney fees and expenses for Director Trustees, Officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a Director Trustee, Officer, employee or agent of the Corporation, as the case may be, as a Director Trustee, Officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation.

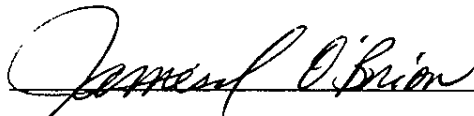
The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a Director Trustee, Officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding.

The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a Director Trustee, Officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law.

All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a Director Trustee, Officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner.

If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "Director Trustee", "Officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

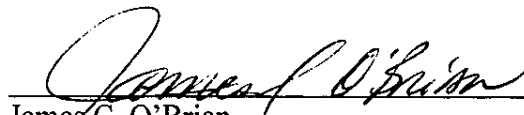
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 14<sup>th</sup> day of January, 2010

  
James C. O'Brian, Incorporator

FILED  
10 JAN 25 PM 3:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

James C. O'Brian, having a business office identical with the registered office of the Corporation named above, and having been designated as the Registered Agent in the above forgoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

  
James C. O'Brian