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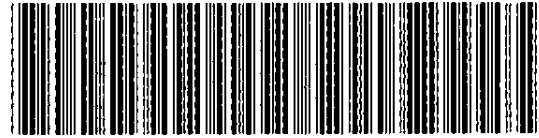
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lg 2/22/11

# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

ST. LUCIE YOUTH INC.

Signature \_\_\_\_\_

Requested by: SETH      02/21/11      3:00  
Name                      Date                      Time

Walk-In \_\_\_\_\_ Will Pick Up \_\_\_\_\_

- \_\_\_\_\_ Art of Inc. File \_\_\_\_\_
- \_\_\_\_\_ LTD Partnership File \_\_\_\_\_
- \_\_\_\_\_ Foreign Corp. File \_\_\_\_\_
- \_\_\_\_\_ L.C. File \_\_\_\_\_
- \_\_\_\_\_ Fictitious Name File \_\_\_\_\_
- \_\_\_\_\_ Trade/Service Mark \_\_\_\_\_
- \_\_\_\_\_ Merger File \_\_\_\_\_
- \_\_\_\_\_ Art. of Amend. File \_\_\_\_\_
- \_\_\_\_\_ RA Resignation \_\_\_\_\_
- \_\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_
- \_\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_
- \_\_\_\_\_ Cert. Copy \_\_\_\_\_
- \_\_\_\_\_ Photo Copy \_\_\_\_\_
- \_\_\_\_\_ Certificate of Good Standing \_\_\_\_\_
- \_\_\_\_\_ Certificate of Status \_\_\_\_\_
- \_\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_
- \_\_\_\_\_ Corp Record Search \_\_\_\_\_
- \_\_\_\_\_ Officer Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Owner Search \_\_\_\_\_
- \_\_\_\_\_ Vehicle Search \_\_\_\_\_
- \_\_\_\_\_ Driving Record \_\_\_\_\_
- \_\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Search \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_
- \_\_\_\_\_ Courier \_\_\_\_\_

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STATE OF FLORIDA  
OFFICE OF CORPORATIONS

**ARTICLES OF INCORPORATION OF  
ST. LUCIE YOUTH INC.**

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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**Article I  
Name**

The name of the corporation is ST. LUCIE YOUTH INC.

**Article II  
Principal Place of Business**

The principal place of business and mailing address for ST. LUCIE YOUTH INC. is 928 SW Grand Reserve Boulevard, Port St. Lucie, Florida 34986.

**Article III  
Purposes**

This corporation is organized exclusively for charitable, scientific, literary, and educational purposes, including for such purposes, the making of distributions either directly or by contributions 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.

Additional purposes include: to solicit funds from the community, governmental organizations, and foundations; to provide financial resources to youth serving agencies in St. Lucie County, Florida; to identify, organize, and coordinate resources available for youth programming in St. Lucie County, Florida; to organize and coordinate initiatives and projects addressing the challenges facing St. Lucie County's youth; to provide technical assistance to bolster youth outreach, service delivery, and community planning efforts; and to establish strategic alliances with other organizations, civic groups, and the community at large.

Notwithstanding any of the statements of purposes and powers of this corporation contained herein, the corporation shall not, except to an insubstantial degree, engage in any activity or exercise any powers that are not in furtherance of the specific purposes of this corporation.

**Article IV  
Tax Exemption Requirements**

- (a) The corporation is organized and operated exclusively for the purposes set forth herein.
- (b) Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code.

(c) No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements on behalf of any candidate for public office).

#### **Article V Restrictions on Private Foundations**

Notwithstanding any other provision in these Articles, if this corporation is deemed or determined to be a "private foundation" within the meaning of section 509 of the Internal Revenue Code, then this corporation shall be subject to the following limitations and restrictions:

(a) The corporation shall distribute its income for each tax year at such time and in such 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.

(b) The corporation shall 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.

(c) The corporation shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(d) The corporation shall not make any investment in such 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.

(e) The corporation shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### **Article VI Board of 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 (3); provided, however, that the number of directors can be changed by a bylaw duly adopted pursuant to the bylaws of this corporation. The directors named in these articles as the first Board of Directors shall hold office until the first meeting of members to be held in Port St. Lucie, Florida, at which time an election of directors shall be held.

Directors elected at the first annual meeting and at all times thereafter shall serve for a term of three years.

Annual meetings shall be held in Port St. Lucie, Florida in January of each year at the principal office of the corporation or as such other places as the Board of Directors may designate from time to time by resolution.

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 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. Such action by written consent will 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 law relating to actions so taken must state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the articles of incorporation and bylaws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
Steven D'Argenio	928 SW Grand Reserve Blvd. Port St. Lucie, FL 34986
Dolores Neu	20723 Fenwick Drive Ashburn, VA 20147
Raymond D'Argenio	20723 Fenwick Drive Ashburn, VA 20147

#### **Article VI Incorporators**

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Steven D'Argenio	928 SW Grand Reserve Blvd. Port St. Lucie, FL 34986

#### **Article VII Officers**

The Board of Directors shall elect the president, vice president, treasurer, secretary, and

such other officers as the bylaws of this corporation may authorize the directors to elect from time to time. Initially such officers are to be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

<u>Name</u>	<u>Address</u>
Steven D'Argenio	928 SW Grand Reserve Blvd. Port St. Lucie, FL 34986
Dolores Neu	928 SW Grand Reserve Blvd. Port St. Lucie, FL 34986
Raymond D'Argenio	928 SW Grand Reserve Blvd. Port St. Lucie, FL 34986

#### **Article VIII Bylaws**

Subject to the limitations contained in the bylaws and any limitations set forth in the Bylaws of the ST. LUCIE YOUTH, INC. concerning corporation action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted either by a resolution of the Board of Directors or by following the procedures set forth for such action in the bylaws.

#### **Article IX Property and Profits**

The property of this corporation is irrevocably dedicated to the purposes set forth in Article III herein 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 person, 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 purpose or purposes set forth in Article III herein.

#### **Article X Distribution Upon Dissolution**

Upon the dissolution of the corporation, its assets shall be distributed for one or more exempt purpose(s) within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, 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 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 such court shall determine, that are organized and operated exclusively for such purposes.

Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to organizations which are organized and operated exclusively for the purposes set forth in Article III herein, and exempt from taxation under section 501(c)(3) of the Internal Revenue Code; or the assets of this organization shall be distributed to a fund, foundation or organization organized and operated exclusively for the purposes specified in section 501(c)(3) of the Internal Revenue Code.

**Article XI**  
**Registered Office and Agent**

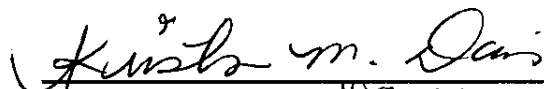
The street address of the initial registered office of the corporation is: 1000 SE Monterey Commons Boulevard, Suite 202, Stuart, Florida 34996. The name of the original registered agent is Gregory G. Keane, Esquire.

I, the undersigned, being the incorporator of this corporation for the purpose of forming this nonprofit charitable corporation under the laws of Florida have executed these articles of incorporation on FEBRUARY 18<sup>th</sup>, 2011.

  
\_\_\_\_\_  
STEVEN D'ARGENIO, Incorporator

STATE OF Virginia  
COUNTY OF Loudoun

The foregoing Articles of Incorporation for ST. LUCIE YOUTH INC. was acknowledged before me this 16<sup>th</sup> day of February, 2011, by STEVEN D'ARGENIO, who is personally known to me or produced VA Driver's License as identification, and who did not take an oath.

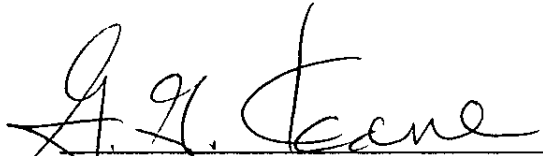
  
\_\_\_\_\_  
Notary Public, State of Virginia  
My Commission Expires: February 28, 2014

KRISTIN M. DAVIS  
NOTARY PUBLIC  
COMMONWEALTH OF VIRGINIA  
Registration #  
7376148

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for ST. LUCIE YOUTH INC. at the place designated in the Articles of Incorporation, GREGORY G. KEANE, agrees to act in this capacity, and agrees to comply with the provisions of Section 607.0501 of the Florida Business Corporation Act relative to keeping open such office.

Date: Feb. 17, 2011

  
\_\_\_\_\_  
GREGORY G. KEANE

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