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FLORIDA PROFIT/NON PROFIT CORPORATION
YOUNG AMERICA SPEAKS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

In compliance with the requirements of F.S. Chapter 617, the undersigned hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a not-for-profit Corporation.

ARTICLE I - NAME

The name of the not-for-profit Corporation is: YOUNG AMERICA SPEAKS, INC.

ARTICLE II - PRINCIPAL OFFICE

The mailing address of the principal office of the not-for-profit Corporation is: 2101 NW Corporate Boulevard, Suite 107, Boca Raton, FL 33431.

ARTICLE III - MAILING ADDRESS

The mailing address of the principal office of the not-for-profit Corporation is: 2101 NW Corporate Boulevard, Suite 107, Boca Raton, FL 33431.

ARTICLE IV - POWERS

The corporation shall have all of the powers of a not-for-profit corporation organized and operated pursuant to Chapter 617, Florida Statutes.

ARTICLE V - PURPOSE

YOUNG AMERICA SPEAKS, INC.'s purpose is to establish and support various activities including but not limited to educational programs and outreach programs to young Americans, primarily under the age of 35, with the goal of providing a platform and a mechanism for young adults to become educated, knowledgeable, active and vocal participants in the political process at all levels regarding many political issues, factors, and influences. The not-for-profit Corporation will also be using the latest technology, social media and also social activities in order to promote the not-for-profit Corporation and its mission.

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This Corporation is a not-for-profit Corporation organized under Chapter 617, Florida Statutes. It is not organized for the private gain of any person. All activities and purpose of the Corporation shall be limited exclusively for any and all charitable and educational purposes, either directly or by contributions to the organization that qualify as exempt under section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereinafter be amended.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or 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 disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the organization 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 VI - MEMBERS

This not-for-profit Corporation may have one or more classes of members who pay dues pursuant to a dues schedule approved by the Board of Directors. The designation of such class or classes, the qualifications and rights of the members of each class, any quorum and voting requirements for meetings and activities of the members and the notice requirements for meetings and activities of the members shall be set forth in the by-laws of the not-for-profit Corporation.

ARTICLE VII - DIRECTORS

Directors shall be elected in accordance with the By-Laws of the not-for-profit Corporation.

ARTICLE VIII - MANNER OF ELECTION

All corporate powers shall be exercised by or under the authority of, and the business of the not-for-profit Corporation shall be managed under the direction of the Board of Directors. The number of the initial Board of Directors for the not-for-profit Corporation shall be as provided for in the not-for-profit Corporation's Bylaws. It is further provided that the number of Directors may be increased or decreased, as provided in the not-for-profit Corporation's Bylaws. Such Directors are to be elected or appointed in the manner proved for by the not-for-profit Corporation's Bylaws.

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ARTICLE IX - AMENDMENT TO ARTICLES

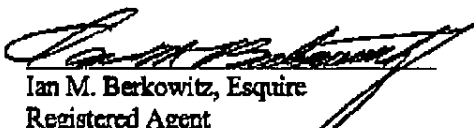
These articles may be amended as set forth in the by-laws of this not-for-profit Corporation.

ARTICLE X - REGISTERED AGENT

The name and the Florida street address of the initial registered agent are:

Ian M. Berkowitz, Esquire
Berkowitz & Associates, P.A.
Boca Corporate Center - Suite 107
2101 NW Corporate Boulevard
Boca Raton, Florida 33431

Having been named as registered agent and to accept service of process for the above stated not-for-profit Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in the Florida Statutes.


Ian M. Berkowitz, Esquire
Registered Agent

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ARTICLE VI - INCORPORATOR

The name and the Florida street address of the incorporator are:

Ian M. Berkowitz, Esquire
Berkowitz & Associates, P.A.
Boca Corporate Center - Suite 107
2101 NW Corporate Boulevard
Boca Raton, Florida 33431

The undersigned incorporator has executed these articles of incorporation.


Ian M. Berkowitz
Incorporator

11/25/11
Date

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