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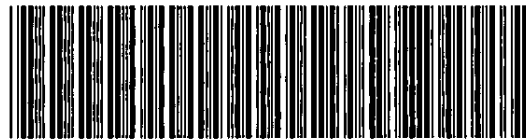
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11/14/14

Reese Marshall, Esquire
REESE MARSHALL, P.A., Attorney At Law
214 East Ashley Street, Jacksonville, FL 32202
Telephone: (904) 354-8429, FAX: (904) 358-8492
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November 6, 2014

STATE OF FLORIDA
Division of Corporations
P. O. BOX 6327
Tallahassee, FL 32314

Re: BELIZE YOUTH PROGRAMME FOUNDATION

Dear Sirs:

Enclosed please find application for "Belize Youth Programme Foundation", a nonprofit corporation.

Also, please find my check in the amount of \$78.75 to cover filing fees and certified copy.

Very truly yours,


Reese Marshall

RM/aj
Enc: As stated above

ARTICLES OF INCORPORATION
OF
BELIZE YOUTH PROGRAMME FOUNDATION, INC.

ARTICLE I

NAME

The name of the Corporation is BELIZE YOUTH PROGRAMME FOUNDATION, INC.

ARTICLE II

ADDRESS

The current address of the corporation is: 9332 Thomas Dukes Court, Jacksonville, Florida 32219;

ARTICLE III

DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE IV

PURPOSE

The corporation is not organized for pecuniary gain or profit and is organized under the Florida Corporations Not for Profit Code for the specific and primary purpose of operating for the advancement of youths which shall include, but be limited to:

- (1) To train youths to carry on the trade or business of builders and contractors of construction work or any kind and for the demolition of any structure;
- (2) To train youths to carry on the trade or business of electrical and constructional engineers whether for the purpose of temporary installations during building operations or for permanent use in the buildings erected;
- (3) To train youths to acquire upon such terms as the directors think fit the fee simple or any less interest in any land from which may be extracted any substance required in the manufacture of block, brick, tile, pipes, pottery earthenware, china and similar goods;
- (4) To trail youths to carry on all or any of the business o manufacturers of and dealers and workers in cement, lime, plasters, whiting, clay, gravel, sand, minerals, earth, coke, fuel, artificial stone, and builders' requisites and conveniences of all kinds, and of engineers, ship barge, lighter, and truck

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owners, quarry owners, builders, general contractors and carriers;

- (5) To train youths to carry on business and to act as merchants, traders, suppliers, contractors, warehouse keepers, commission agents, agents, ship owners, carriers, brokers, or in any other capacity in Belize or elsewhere, and to import, export, buy, sell, barter, exchange, pledge, make advances upon, or otherwise deal in goods, produce articles, merchandise, supplies, and movable property of every description;
- (6) To purchase or otherwise acquire and to carry on the manufacture of portable buildings for the use as offices, schools, storage or any other purpose connected with the work of builders and contractors;
- (7) To establish or acquire and carry on offices, schools, trading stations, factories, stores and depots;
- (8) To train the youths how to purchase, or otherwise acquire, open and work mines, forest, quarries, fisheries, farms and factories, and to stock, cultivate and improve any of the lands or properties of the Organization, to sell the produce thereof and erect buildings on the said lands or elsewhere;
- (9) To train youths to construct erect, build, carry out, maintain, alter, enlarge, pull down, remove, or replace, improve manage, work, control and superintend any building, offices, schools, factories, mills, shops, machinery, engines, reservoirs, watercourses, furnaces, hydraulic works, electrical works, refrigerator and lighting plants, warehouses, wharves, docks, piers, breakwaters, roads, ways tramways, railways, branches or siding bridges, and other works, plant, machinery, implements, appliances and conveniences, which are necessary and convenient for the purposes of the Foundation or which may seem directly or indirectly conducive to any objects of the Foundation and to contribute to, subsidize or otherwise aid or take part in any such operations and to act as suppliers of electric current to private individuals or corporations;
- (10) To train youths how to acquire any lands, and buildings in Belize or elsewhere, and any estate or interest in, and any rights connected with any such lands and buildings;
- (11) To educate youths on how to develop and turn to account any land acquired by the Organization or in which the Company is interested, and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, furnishing, fitting up and improving buildings and by planting, paving, draining, farming, cultivating, letting on building lease or building agreement, and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others;
- (12) To train and educate youths on how to repair and maintain all such vehicles;
- (13) To train and educate youths on how to construct yards, garages and other buildings and facilities for the repair and maintenance of such vehicles and the storage of fuels, tires, pools, parts and equipment required for the repair and maintenance of such vehicles;
- (14) To train youths on how to sell such vehicles and repair them and when the purposes of the business require;
- (15) To teach youths how to finance or assist in financing the purchase of goods, articles or commodities of every kind by way of credit sale, hire purchases or deferred payment, or similar transactions, and to subsidize, finance or assist in subsidizing or financing the purchase and maintenance of any goods or installation; to acquire and discount hire purchase or other agreements or any rights under them

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- (whether proprietary or contractual) and generally to carry on business and to act as financiers, factors or in any other capacity in any part of the world, and import, export, buy, sell, barter, exchange, pledge, charge, make advances upon otherwise deal in goods, produce and merchandise;
- (16) To train youths on how to purchase, take on lease or in exchange, or acquire, hold, manage, work, develop the resources of, and turn to account any estates, lands buildings, tenements, and other real property of every description, whether of freehold, leasehold, or other tenure and whatsoever, situation, and any interests, thereon and any rights connected therewith, and all or any parts of the live or dead stock thereon and any other assets used in connection therewith and with a view thereto to enter into agreements and to carry the same into effect;
 - (17) To train youths on how to buy, sell, manufacture, repair, alter exchange, let on hire, export, and deal in all kinds of articles and things which may be required for the purposes of any kind of the said business, or commonly supplied or dealt in by persons engaged in any such business, or which may seem capable of profitably dealt with in connection with any of the said business;
 - (18) To train youths on how to improve, manage, develop, grant, rights or privileges, in respect of, or otherwise deal with, all or any part of the property and rights of the Foundation;
 - (19) To train youths on how to vest any real, or personal property, rights or interest required by or belonging to the Company in any person or company on behalf of or for the benefit of the Foundation, and with or without any declared trust in favor of the Organization;
 - (20) To train youth on how to operate on-line gaming and other related ventures;
 - (21) To train youths on how to invest and deal with monies of the Foundation not immediately required in required in any manner;
 - (22) To lend and advance money or give credit to such persons or companies and on such terms as may seem expedient, and in particular to customers and others having dealings with the Foundation, and to guarantee the performance of any contract or obligation and the payment of money of or by any such persons or companies and generally to give guarantee and indemnities;
 - (23) To borrow or raise or secure the payment of money in such manner as the Foundation shall think fit, and in particular by the issue of debentures or other means, perpetual or otherwise charge upon all or any of the Organization's property (both present and future);
 - (24) To draw, make, accept, indorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferrable instruments;
 - (25) To act as guarantors for any person or firm;
 - (26) To pay out of the funds of the Foundation all expenses which the Foundation may lawfully pay with respect to the formation and registration of the Foundation;
 - (27) To take such steps by personal or written appeals, public meetings, or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Corporation in the shape of donations, annual subscriptions or otherwise;
 - (28) To procure the Foundation to be registered or recognized in any foreign country or place;

- (29) To establish or promote or concur in establishing or promoting any company or companies or organizations for the purpose of acquiring all or any of the property, rights and liabilities of the company or organization for any other purpose which may seem directly or indirectly calculated to benefit the Foundation or organization;
- (30) To sell, lease, mortgage, or otherwise dispose of the property, assets or undertaking of the Foundation or any part thereof for such consideration as the Foundation may see fit;
- (31) To subscribe to any local or other charities, and to grant donations for any public purpose;
- (32) To amalgamate with companies, institutions, societies or associations having objects altogether or in part similar to those of the Organization;
- (33) To do all other things (whether similar to the foregoing or not) deemed necessary, convenient or expedient to the accomplishment of any and all of the objects aforesaid.

ARTICLE V

QUALIFICATIONS OF MEMBERS

The qualifications of members of this Corporation and the manner of their admission shall be regulated by the bylaws of said corporation.

- Section 1: **Qualifications and Composition.** All members shall possess Integrity, Dignity/Respect Ethics, Loyalty, Commitment and Accountability.
- Section 2. **Meetings.** Trustee board meetings shall be scheduled four (4) meetings per year, or as called.
- Section 3. **Place of Meetings.** Meetings for the members shall be held at the principal place of business of the Corporation or at any other place designated by the Trustee Board.
- Section 4. **Vacancies and Termination:** A member of the Trustee Board who shall have unexcused absences from the two (2) consecutive regular meetings shall be notified of the intention of the Trustee Board to be deleted by the Board, unless confined by illness or otherwise excused. A third consecutive unexcused absence shall be considered as justification for termination from the Board.
- Section 5. **Property Rights:** Trustees shall be named as assignees or otherwise transferable to, for all real estate for the corporation, including selling the same.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have (2) Directors constituting the initial Board of Directors. The Bylaws shall provide the method of election of all directors, and the Board of Directors may be raised or lowered amending the Bylaws, but shall in no case be less than two (2) . The addresses of the Initial Board of Directors of the Corporation are:

THOMAS DUKES
9332 Thomas Dukes Court
Jacksonville, Florida 32219

JOHN SPEER
9332 Thomas Dukes Court
Jacksonville, Florida 32219

ARTICLE VII

TRUSTEES

The Trustees are:

THOMAS DUKES
9332 Thomas Dukes Court
Jacksonville, Florida 32219

JOHN SPEER
9332 Thomas Dukes Court
Jacksonville, Florida 32219

They shall serve for a period of: Two (2) years. After this time, the new Trustee Board shall be selected by the Board of Trustees, and can name the same persons to the Trustee Board if they are so deserving. Said appointments shall be made with the advice and consent of the trustees. Additionally, the appointment of Trustees may be changed or modified by the Bylaws.

ARTICLE VIII

OFFICERS

THOMAS DUKES
9332 Thomas Dukes Court
Jacksonville, Florida 32219

PRESIDENT and TREASURER

JOHN SPEER
9332 Thomas Dukes Court
Jacksonville, Florida 32219

VICE PRESIDENT and SECRETARY

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ARTICLE IX

INCORPORATORS

Only one (1) incorporator will sign the Articles of Incorporation



THOMAS DUKES

9332 Thomas Dukes Court, Jacksonville, Florida 32219

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ARTICLE X

RESIDENT AGENT

THE RESIDENT AGENT DESIGNATED FOR THIS CORPORATION IS: **THOMAS DUKES**,
9332 Thomas Dukes Court, Jacksonville, Florida 32219.

ARTICLE XI

INDEMNIFICATIONS

The Corporation shall, to the fullest extent permitted by the Florida Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all expenses liabilities, or other matters referred to in or covered by same provisions and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of stockholders, or disinterested directors, or otherwise, both as to action in his or official capacity and as to action while holding such office, and shall continue as a person who has ceased to be a director, officer employee or agent and shall insure to the benefit of the heirs, executors, and administrators of such a person.

ARTICLE XII

CHECKS

Checks shall be signed by: THOMAS DUKES, or his designee.

ARTICLE XIII

COMMITTEES

Committees shall be appointed from time to time on an as needed basis. The committees shall be appointed by: THOMAS DUKES.

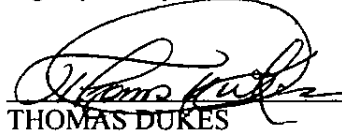
ARTICLE XIV

ADMENDMENTS

This Constitution may be amended at any regular or called meeting of the Membership by a two-thirds (2/3) vote of those present and voting, provided a Quorum is present and voting, and that notice of such amendment, stating the proposed change, shall have been given on two (2) successive meetings.

APPROVED by majority vote of the membership at its Annual Meeting held in January of each year.

Sign by Incorporator and the Resident Agent:


THOMAS DUKES

on this _____ day of _____, 2014.

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