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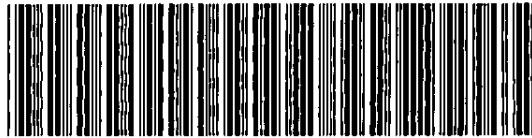
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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J 12/9/14

THE MEN ACT NOW PROGRAM OF GADSDEN, INC.

**P O BOX 7673
TALLAHASSEE, FL 32314**

APPROVED
AND
FILED

14 DEC -9 AM 11:39

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 8, 2014

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: THE MEN ACT NOW PROGRAM OF GADSDEN, INC.

Dear Sirs:

Enclosed please find the following documents with regard to registering The Men Act Now Program of Gadsden County, Inc. as a Non-Profit Corporation.

- (1) Original of the Articles of Organization; and
- (2) A check in the amount of SEVENTY EIGHT AND 75/100 (\$78.75) DOLLARS made payable to the Department of State representing payment of the filing fee.

Please return certified copies of the Articles of Organization to us along with a Certificate of Organization. Thank you for your assistance.

Cordially,



Vincent Palmer,
C.E.O./C.O.O.

Enclosure

APPROVED
AND
FILED

14 DEC -9 AM 11:39

SECRET
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

of

THE MEN ACT NOW PROGRAM OF GADSDEN COUNTY, INC.

EIN:45-4651871

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation shall be:

THE MEN ACT NOW PROGRAM OF GADSDEN COUNTY, INC.

ARTICLE II

PRINCIPAL OFFICE

The principal place of business address of this corporation shall be:

2729 Blairstone Lane
Tallahassee, FL 32301

The principal mailing address of this corporation shall be:

P O Box 7673
Tallahassee, FL 32314

ARTICLE III

PURPOSE(S)

The Men Act Now Program, Inc. is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as an exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The specific purpose(s) for which the corporation is organized is (are):

- 1. To reduce the level of truancy for participants.**

The Men Act Now Program, Inc., is based on the on the premise of, Getting each participant involved in something positive to reduce the chances of them becoming a crime statistic.

This program implements a plan to increase Options for Unsupervised Adolescents and Young Teens.

2. To reduce/eliminate suspensions, expulsions and disciplinary referrals for participants.

The Men Act Now Program, Inc., implements a plan to offer alternatives for suspended and Expelled adolescents and young teens, as well as early prevention and intervention to prevent the behavior that will lead to such courses of action.

3. To increase academic performance of participants.

The Men Act Now Program, Inc., implements a plan for providing after school and evening activities to keep *at risk* adolescents and young teens occupied and supervised while providing useful tutoring. These are youngsters who have been identified to be most likely to become involved in juvenile crime. Studies have proven that there is a direct relation between truancy and academic performance.

4. To reduce juvenile crime in participating communities.

The Men Act Now Program, Inc., is aware of the many problems faced by its participants and the direct correlation these problems may have on juvenile criminal activity. By providing after school and evening activities The Men Act Now Program is addressing the need to offer supervised activities as an alternative to street life for its participants. Seminars and workshops focused on the parents and the communities are aimed at educating the public and encouraging their involvement in crime prevention.

5. To introduce socially desirable lifestyles to participants.

The Men Act Now Program, Inc., is aware of the negative social infrastructures which permeates the community and awaits to assail each of its participants. By implementing a hypodermic model of diverse life activities, it will allow participants to become aware of other opportunities for life growth and development that exist. In addition, the proliferation of this model will break the mode of complacency and acceptance of mediocrity saturates the community. Seminars and workshops focused on developing life skills are aimed at educating our participants and arming them with aspirations of more desirable lifestyles.

ARTICLE IV

MANNER OF ELECTION OF DIRECTORS

The board of directors will be elected by The Men Act Now Program, Inc. of Gadsden County officers. Each officer will make a motion to have an individual considered as a director. Once that motion has been properly seconded, it will be put to a vote. In order to be elected as a director, the candidate must receive a majority vote from The Men Act Now Program, Inc. of Gadsden County officers. There will be a minimum of four directors for The Men Act Now Program, Inc. of Gadsden County.

ARTICLE V

EXEMPTION REQUIREMENTS

A. The Corporation is intended to qualify as an organization described in Code Section 501(C)(3). No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any of its directors, officers, or other private persons, except that the Corporation shall be authorized to make payments and distributions in furtherance of the purposes set forth in these Articles of Incorporation and the Corporation's Bylaws.

B. 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.

C. Notwithstanding any other provision of the Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by a Corporation described in, and exempt from federal income tax under, Code section 501(c)(3) or by a Corporation, contributions to which are deductible under Code section 170(c). The Corporation is intended to qualify as a public charity. However, during any period that the Corporation is determined to be a private foundation, as defined in Code Section 509, the Corporation shall not (i) engage in any act of self-dealing as defined in Code section 4941(d), (ii) retain any excess business holdings as defined in Code section 4943(c) which would be subject to tax under Code section 4943, (iii) make any investments which would subject the Corporation to tax under Code section 4944, or (iv) make any taxable expenditures as defined in Code section 4945(d), and it shall distribute foundation income and, to the extent income is not sufficient, principal for each taxable year at such time and in such manner as not to subject the Corporation to tax on undistributed income under Code section 4942.

D. Upon the dissolution of the Corporation, assets of the Corporation remaining after the satisfaction of liabilities shall be distributed exclusively for one or more exempt purposes within the meaning of Code Section 501(c)(3), or shall be distributed to the federal government or to a state or local government for a public purpose, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, which are organized and operated exclusively for such purposes, as said court shall determine.

ARTICLE VI

INITIAL DIRECTORS AND/OR OFFICERS

The name and address of the Officers are:

Vincent Palmer, II, **C.E.O./C.O.O.**, P O Box 7673, Tallahassee, FL 32314

Kenneth J Alexander, **C.F.O.**, P O Box 7673, Tallahassee, FL 32314

ARTICLE VII

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Vincent Palmer, II
2729 Blairstone Lane
Tallahassee, FL 32301

ARTICLE VIII

DISSOLUTION CLAUSE

Upon dissolution of this 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.

ARTICLE IX

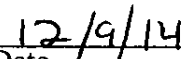
INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Vincent Palmer, II
2729 Blairstone Lane
Tallahassee, FL 32301



Vincent Palmer, II



Date

Certificate of Designation
Registered Agent/Registered Office

Pursuant to the provisions of Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: The Men Act Now Program of Gadsden County, Inc.
2. The name and address of the registered agent is: Vincent Palmer, II, 2729 Blairstone Lane, Tallahassee, FL 32301.
3. The address of the office is: 2729 Blairstone Lane, Tallahassee, FL 32301.

Having Been Named as Registered Agent and to Accept Service of Process for the above Stated 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

Vincent Palmer II
Vincent Palmer, II

12/9/14
Date

APPROVAL
AND
FILED
14 DEC -9 AM 11:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA