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COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Youth Professional's Club of America
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Diamond R. Epps
Name (Printed or typed)

18941 NE 1st Pl.
Address

Miami, FL 33179
City, State & Zip

784-519-9267
Daytime Telephone number

diamondrepps@gmail.com
E-mail address: (to be used for future annual report notification)

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

ARTICLES OF INCORPORATION

ARTICLE I

NAME

1.01 Name

The name of this corporation shall be **The Young Professional's Club of America, Incorporated**. The business of the corporation may be conducted as **The Young Professional's Club of America, Inc.** or **Young Professional's Club**.

ARTICLE II

Principal Office

2.01 Principal Office

18941 NE 1st Place, Miami, FL 33179

2.02 Duration

The period of duration of the corporation is perpetual.

ARTICLE III

PURPOSE

3.01 Purpose

The Young Professional's Club of America, Inc. is a non-profit corporation and shall operate exclusively for educational and charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

The Young Professional's Club of America, Inc.'s purpose is to provide teens and young adults with internships, scholarships, and outing opportunities to gain exposure to job openings, networking, and an interest in a healthy lifestyle. Our youth club's particular compelling force is scholarship, healthy lifestyle practices, and workforce development. We utilize seminars, social media channels, and the corporation's website to provide facts, statistics, and other related data on causes, current efforts and solutions to eradicating lack of knowledge to information that is appropriate to be adequately successful at a young age. **The Young Professional's Club of America's** projects are open to all people ages 10–30 years old and are places where the youth can meet with friends as well as practice new activities. We are here to advise and help young people understand the world around them.

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MID-LEVEL E.F. GELBA

The Young Professional's Club of America, Inc. seeks to provide students with the proper tools to be excellent at their career, wealth management, investing, scholarship, and social interaction by creating positive relationships in the communities and sponsoring events to bring the feeling of interconnectedness in abundance throughout our the inner city as well as suburban communities directly affected. Our main goal is to provide awareness, opportunity, and change.

Our programs include sending out ambassadors to raise social consciousness about the cause on a local and global level, and to hold fundraising events in order to provide immediate relief, and assistance to those less fortunate regardless of their race, ethnicity, or religion.

To maximize our impact on current efforts, we may seek to collaborate with other non-profit organizations which fall under the 501(c) (3) section of the internal revenue code and are operated exclusively for educational and charitable purposes.

At times, per the discretion of the board of directors, volunteer opportunities which will provide opportunities for involvement in said activities and programs in order to have a greater impact for change.

3.02 Public Benefit

The Young Professional's Club of America, Inc. is designated as a public benefit corporation.

ARTICLE IV

NON-PROFIT NATURE

4.01 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of **The Young Professional's Club of America, Inc.** of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

4.02 Non-profit Nature

The Young Professional's Club of America, Inc. is organized exclusively for charitable and educational 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 corresponding section of any future federal tax code. No part of the net earnings of **The Young Professional's Club of America, Inc.** shall inure to the benefit of, or be distributable to its members, 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 the purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The Young Professional's Club of America, Inc. is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

4.03 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of **The Young Professional's Club of America, Inc.** of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

4.03 Dissolution

Upon termination or dissolution of **The Young Professional's Club of America, Inc.**, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c) (3) of the Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of **The Young Professional's Club of America, Inc.** hereunder shall be selected by the discretion of a majority of the managing body of **Young Professional's Club of America, Inc.** and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against **The Young Professional's Club of America, Inc.** by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Florida.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets

lawfully available for distribution to the Treasurer of the State of Florida to be added to the general fund.

4.03 Prohibited Distributions

No part of the net earnings, or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, 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, Section 3.01.

4.04 Restricted Activities

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

4.05 Prohibited Activities

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) 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.

ARTICLE V

BOARD OF DIRECTORS

5.01 Governance

The Young Professional's Club of America, Inc. shall be governed by its board of directors.

5.02 Initial Directors

The initial directors of the corporation shall be:

Diamond Epps, Chief Executive Officer, 18941 NE 1st Pl., Miami, FL 33179

Nathalia Bridgette Theogene, Chief Operations Officer, LMSW, 109 Weirfield St., Brooklyn, NY 11021 Floor 1

Winter M. Epps, Membership Chairman, 45 N. Belvedere, Apt 206, Memphis, TN 38104

5.03 Manner of Election

In order to be eligible to serve as a director on the board of directors, the individual must be 17 years of age and an affiliate within affiliate classifications created by the board of directors. Directors may be elected at any board meeting by the majority vote of the existing board of directors. The election of directors to replace those who have fulfilled their term of office shall take place in January of each year

ARTICLE VI

MEMBERSHIP

6.01 No Membership Classes

The corporation shall have no members who have any right to vote or title or interest in or to the corporation, its properties and franchises.

6.02 Non-Voting Affiliates

The board of directors may approve classes of non-voting affiliates with rights, privileges, and obligations established by the board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the corporation. The board, a designated committee of the board, or any duly elected officer in accordance with board policy, shall have authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and to make determinations as to affiliates' rights, privileges, and obligations. At no time shall affiliate information be shared with or sold to other organizations or groups without the affiliate's consent. At the discretion of the board of directors, affiliates may be given endorsement, recognition and media coverage at fundraising activities, clinics, other events or at the corporation website. Affiliates have no voting rights, and are not members of the corporation.

6.03 Dues

Any dues for affiliates shall be determined by the board of directors

ARTICLE VII

AMENDMENTS

7.01 Amendments

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

ARTICLE VIII

ADDRESSES OF THE CORPORATION

8.01 Corporate Address

The physical address of the corporation is:

18941 NE 1st Pl., Miami, FL 33179

The mailing address of the corporation is:

18941 NE 1st Pl., Miami, FL 33179

ARTICLE IX

Appointment of registered agent

9.01 Registered Agent

The registered agent of the corporation shall be:

Diamond Epps

18941 NE 1st Pl., Miami, FL 33179

14 DEC 13 PM 5:32
CITY OF MIAMI
CLERK OF THE COURT

ARTICLE X

INCORPORATOR

The incorporators of the corporation are as follow:

Diamond Epps, CEO, 18941 NE 1st Pl., Miami, FL 33179

Nathalia Bridgette Theogene, LMSW, COO, 109 Weirfield St., Brooklyn, NY 11021 Floor 1

Winter M. Epps, Membership Chairman, 45 N. Belvedere, Apt 206, Memphis, TN 38104

Certificate of Adoption of Articles of Incorporation

We, the undersigned, do hereby certify that the above stated Articles of Incorporation of **The Young Professional's Club of America, Inc.** were approved by the board of directors on **December 9, 2014** and constitute a complete copy of Articles of Incorporation of **The Young Professional's Club of America, Inc.**

Names, addresses and signatures of all directors and incorporators.

Acknowledgment of consent to appointment as registered agent

I, **Diamond R. Epps**, agree to be the registered agent for **The Young Professional's Club of America, Inc.** as appointed herein.

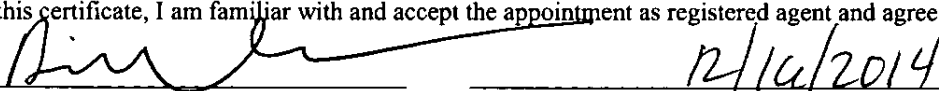
Registered Agent



Date:

12/16/2014

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

