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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**World Federation of Youth Clubs, Inc.**

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**ARTICLES OF INCORPORATION  
OF  
WORLD FEDERATION OF YOUTH CLUBS, INC.  
(a Florida Not For Profit Corporation)**

The undersigned for the purposes of forming a not for profit corporation (hereinafter the "Corporation") under the Florida Not For Profit Corporations Act ("FNFPCA"), Chapter 617.0202, F.S., do make, file and record these Articles, and do certify that:

**ARTICLE I  
NAME**

The name of the Corporation shall be ***WORLD FEDERATION OF YOUTH CLUBS, INC.***, (hereinafter referred to as the "Corporation").

**ARTICLE II  
PRINCIPAL ADDRESS**

The principal address of the Corporation shall be 9100 Conroy-Windermere Road, Suite 200, Windermere, Florida 34786.

**ARTICLE III  
PURPOSE**

The Corporation is a not-for-profit corporation, organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding provision of any future federal tax code.

**ARTICLE IV  
NUMBER AND MANNER OF ELECTION OF DIRECTORS**

The number and the manner in which the directors are elected or appointed shall be as stated in the Bylaws of the Corporation. The names and addresses of the initial Board of Directors are as follows:

E. V. Goings	9100 Conroy-Windermere Road, Suite 200 Windermere, FL 34786
Elinor Steele Zegelbone	9100 Conroy-Windermere Road, Suite 200 Windermere, FL 34786
Glenn Permuy	9100 Conroy-Windermere Road, Suite 200 Windermere, FL 34786

## **ARTICLE V**

### **MEMBERS**

The members, if any, and qualifications of the members shall be as stated in the Bylaws of Federation.

## **ARTICLE VI**

### **LIMITATIONS**

A. No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to its directors, 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 purpose set forth herein.

B. No part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and 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 or engage in political activities of any kind.

C. Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, as amended, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055, 2106(a)(2) and 2522 of the Code, as amended, or corresponding sections of any future federal tax code.

## **ARTICLE VII**

### **INDEMNIFICATION AND LIMITATIONS ON LIABILITY**

The liability of directors, officers and members of the Corporation shall be eliminated or limited to the fullest extent permitted by the FNFPCA. If any of the provisions of the FNFPCA are amended to further eliminate or limit or authorize corporate action to further eliminate or limit the liability of directors or officers or members, the liability of directors, officers, and member of the Corporation shall be eliminated or limited to the fullest extent permitted by the FNFPCA, as so amended from time to time. In addition to any other rights of indemnification permitted by the laws of the State of Florida or as may be provided for by the Corporation in its Bylaws or by agreement, the expenses of directors, officers, and members incurred in defending a civil or criminal action, suit or proceeding, involving alleged acts or omissions of such director or officer or member in his or her capacity as a director or officer or member of the Federation, must be paid by the Corporation or through insurance purchased and maintained by the Corporation or through other financial arrangements made by the Federation, as they are incurred and in advance of the final disposition of the action, suit or proceeding, upon receipt of an undertaking by or on behalf of the director or officer or

member to repay the amount if it is ultimately determined by a court of competent jurisdiction that he or she is not entitled to be indemnified by the Federation. Any repeal or modification of this Article VII approved by the directors of the Corporation shall be prospective only, and shall not adversely affect any limitation on the liability of a director or officer or member of the Corporation existing as of the time of such repeal or modification. In the event of any conflict between this Article VII and any other provision of these Articles, the terms and provisions of this Article VII shall control.

#### **ARTICLE VIII** **DISSOLUTION**

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Code, or corresponding provisions of any subsequent federal tax laws. Any such assets not so distributed shall be distributed 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 said court shall determine, which are organized and operated exclusively for such purposes.

#### **ARTICLE IX** **AMENDMENTS**

These Articles may be altered, amended, or repealed, in whole or in part, as provided in the Bylaws of the Corporation.

#### **ARTICLE X** **INITIAL REGISTERED OFFICE; REGISTERED AGENT**

Federation's initial Registered Office in the State of Florida is to be located at 1200 S Pine Island Road, Suite #250, Plantation, FL 33324; and, the Registered Agent in charge of such Registered Office is C T Corporation System.

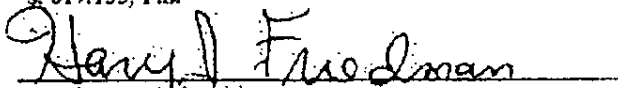
**ARTICLE XI**  
**INCORPORATOR**

The name and address of the Incorporator is:

Harry J. Friedman  
c/o Greenberg Traurig, P.A.  
401 East Las Olas Boulevard  
Suite 2000  
Fort Lauderdale, FL 33301

**IN WITNESS WHEREOF**, these Articles of Incorporation are hereby executed by the undersigned Incorporator on May 2, 2019.

*I submit this document and affirm that the facts stated herein are true. I am aware that the 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.*

  
Harry J. Friedman  
Incorporator

**Acceptance of Appointment of Registered Agent**

Having been named as registered agent and to accept service of process for the above stated limited liability company 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 in Chapter 605, Florida Statutes.

CT CORPORATION SYSTEM

By: Angel Shearer

Name: Angel Shearer, Secretary

Date: May 2, 2019