

7/26/2021

Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION
YOUNG MEN'S SERVICE LEAGUE, WINTER PARK CHAPTER, INC.

Certificate of Status	0
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ARTICLES OF INCORPORATION**OF****YOUNG MEN'S SERVICE LEAGUE, WINTER PARK CHAPTER, INC.**

I, the undersigned natural person, having the legal capacity to contract, acting as the organizer of a nonprofit corporation (the "Corporation") under the Florida Not for Profit Corporation Act (the "Act"), do hereby adopt the following Articles of Incorporation (the "Articles") for such Corporation:

**ARTICLE I
NAME**

The name of the Corporation is Young Men's Service League, Winter Park Chapter, Inc. The Corporation is a nonprofit corporation.

**ARTICLE II
PRINCIPAL PLACE OF BUSINESS**

The street address of the initial principal office and the mailing address of the Corporation is 2618 Park Place Drive, Winter Park, Florida 32789.

**ARTICLE III
PURPOSE**

The purpose for which the Corporation is organized is to operate exclusively for charitable, educational, scientific and religious purposes, or for any one of such purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax law (hereinafter referred to as the "Code"). Without limiting the generality of the foregoing, purposes of the Corporation are, among other things, (a) to initiate and encourage young men and their mothers in the pursuit of philanthropic involvement in their community, (b) to provide an opportunity to enhance mother/son relationships, and (c) to assist, serve and support those who are in need in such community.

**ARTICLE IV
MANNER OF ELECTION**

The manner in which the directors are elected and appointed shall be regulated by the Bylaws of the Corporation.

**ARTICLE V
BOARD OF DIRECTORS**

The full and complete management and control of the Corporation shall be vested in its board of directors, the number of which shall be subject to change from time to time as provided in the bylaws of the Corporation; provided, however, that the number of directors shall never be less than three (3). The number of directors constituting the current board

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of directors of the Corporation is three (3). and the names and addresses of the persons who are to serve as the initial directors of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Kelley, Erin	2618 Park Place Drive Winter Park, Florida 32789
Peters, Megan	1911 Stonehurst Road Winter Park, Florida 32789
Gregg, Haley	559 North Park Court Winter Park, Florida 32789

ARTICLE VI MEMBERSHIP

The Corporation shall have a single class of members as provided in the bylaws of the Corporation.

ARTICLE VII INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 2618 Park Place Drive, Winter Park, Florida 32789 and the name of its initial registered agent at such address is Erin Kelley.

ARTICLE VIII DISSOLUTION

Upon the dissolution or the winding up of the Corporation, the board of directors shall, after paying or making provision for payment of all of the liabilities of the Corporation, distribute the remaining assets of the Corporation to one or more organizations exempt from federal income tax as an organization described in Section 501(c)(3) of the Code, contributions to which are deductible under Section 170(a)(1) of the Code by virtue of being charitable contributions as defined in Section 170(c)(2) of the Code.

ARTICLE IX DURATION

The period of the Corporation's duration is perpetual.

ARTICLE X AMENDMENT

The power to amend or restate these Articles, and the power to adopt, amend or repeal the bylaws of the Corporation, shall be vested in its board of directors.

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ARTICLE XI LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of any director of the Corporation, any officer of the Corporation, any member of the Corporation, or any other private individual, and no director, officer or member of the Corporation, or any other private individual, shall be entitled to share in the distribution of any of the corporate assets on winding up of the Corporation; provided, however, that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes.

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 publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

The Corporation shall have all of the powers, duties, authorizations and responsibilities provided for a nonprofit corporation by the Act; provided, however, the Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status as a corporation that is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Code, or as a corporation contributions to which are deductible under Section 170(a)(1) of the Code by virtue of being charitable contributions as defined in Section 170(c)(2) of the Code.

ARTICLE XII LIMITATIONS ON LIABILITY

To the fullest extent permitted by applicable law, no director of the Corporation shall be liable to the Corporation for monetary damages for an act or omission of such director in such director's capacity as a director of the Corporation. Any repeal or amendment of this article by the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or amendment.

ARTICLE XIII INDEMNIFICATION

To the fullest extent allowed under the Act, the Corporation shall indemnify any person who was, is or is threatened to be made a named defendant or respondent in a proceeding (as hereinafter defined) because the person (a) is or was a director or officer of the Corporation or (b) while a director or officer of the Corporation, is or was serving at the request of the Corporation as a trustee, officer, director, partner, agent, employee or other functionary of another foreign or domestic organization or venture.

Such right shall be a contract right and shall include the right to be paid by the Corporation expenses incurred in defending any such proceeding in advance of its final disposition to the maximum extent permitted under the Act. To the extent permitted by

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then applicable law, the grant of mandatory indemnification to any person pursuant to this article shall extend to proceedings involving the negligence of such persons.

The Corporation may additionally indemnify any person covered by the grant of mandatory indemnification contained above to such further extent as is permitted by law and may indemnify any other person to the fullest extent permitted by law. Notwithstanding the foregoing, no person shall be indemnified pursuant to the provisions of this Article if such indemnification would subject the Corporation to income or excise tax under the Code.

As used herein, the term "proceeding" means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitral or investigative, any appeal in such an action, suit or proceeding, and any inquiry or investigation that could lead to such an action, suit or proceeding.

The foregoing right of indemnification shall not be exclusive of other rights to which those seeking indemnification may be entitled.

ARTICLE XIV MISCELLANEOUS

If the Corporation is classified as a private foundation pursuant to Section 509(a) of the Code, then while so classified the Corporation shall be subject to the following provisions:

- (1) The Corporation shall distribute its income for each taxable year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Code.
- (2) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.
- (3) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.
- (4) The Corporation shall not make any investments in a manner that would subject it to tax under Section 4944 of the Code.
- (5) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE XV INCORPORATION

The name of the incorporator of the Corporation is Erin Kelley and the address of the organizer is 2618 Park Place Drive, Winter Park, Florida 32789.

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IN WITNESS WHEREOF, I, the undersigned incorporator of the Corporation, have hereto set my name this 26th day of July, 2021.

By: Erin K. Kelley
Name: Erin Kelley

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**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

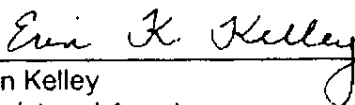
WITNESSETH:

That, **YOUNG MEN'S SERVICE LEAGUE, WINTER PARK CHAPTER, INC.**, desiring to organize under the laws of the State of Florida, has named Erin Kelley, located at 2618 Park Place Drive, Winter Park, Florida 32789, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 617.0501, Florida Statutes.

Dated this 26th day of July, 2021.



Erin Kelley
Registered Agent

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