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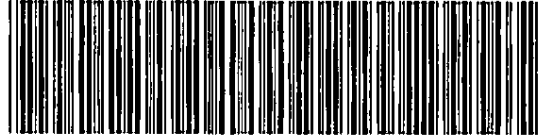
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T. SCOTT

JUL 26 2022



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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

2022 JUL 26 PM 5:40

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 1, 2022

YES! PRAYERS PLEASE, INC.
1719 BRASSIE CT
KISSIMMEE, FL 34746

SUBJECT: YES! PRAYERS PLEASE, INC.
Ref. Number: W22000042749

We have received your document for YES! PRAYERS PLEASE, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Florida nonprofit corporations are required to have at least 3 directors or trustees. Please place the letter "D" or "T" beside the names and business addresses of each director or trustee.

We do not file bylaws or conflict of interest.,

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Tyrone Scott
Regulatory Specialist II
New Filings Section

Letter Number: 122A00007683

**ARTICLES OF INCORPORATION
OF
YES! PRAYERS PLEASE, INC.**

The undersigned, a majority of whom are citizens of the United States, desiring to form a Nonprofit Corporation under the Nonprofit Corporation Law of Florida, do hereby certify:

**ARTICLE I
CORPORATION NAME**

The name of the Corporation shall be: Yes! Prayers Please, Inc.

**ARTICLE II
PRINCIPAL OFFICE**

The principal place of business address is: 1719 Brassie Ct, Kissimmee, FL 34746.

**ARTICLE III
CORPORATE PURPOSES: POWERS**

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

1. The purpose for which the Corporation is organized and operated purpose/is exclusively for charitable, religious, educational, and scientific 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 the corresponding section of any future federal tax code. Such purposes shall include the following:
 - a. Charitable, educational and religious.
 - b. To win lost souls through prayer, intercession and prophetic ministry.
 - c. To promote spiritual growth and development through Prayer Support.
 - d. To provide a Prayer Line for Prayer Requests.
 - e. To implement, grow, and sustain a Prayer Support and Outreach Ministry that will help those suffering mentally, physically, spiritually, etc.
 - f. To form collaborate partnerships with local, state and federal agencies that will work together to support Prayer in schools and public municipalities.
 - g. To advocate for the necessary changes in policy and funding to revitalize prayer in our nation.
2. As a means of accomplishing the above purposes and methods, the Corporation shall have the following powers:

- a. To receive and accept gifts of money and property and to hold the same for any of the purposes of the Corporation and its work.
 - b. To raise and assist in raising funds for the purposes herein set forth, including the issuance of bonds or other instruments of credit.
 - c. To acquire, own, lease, mortgage, and dispose of property both real and personal.
 - d. To conduct and carry on charitable and educational services, activities, and instruction through the public media, including electronic broadcasting, AM and FM radio, telecasting, microwave distribution, closed circuit transmission, and cable television.
 - e. To accept property and donations in trust for charitable and educational purposes.
 - f. To acquire, hold, own, sell, assign, transfer, mortgage, pledge, or otherwise dispose of shares of the capital stock, bonds, obligations, or other securities of other corporations, domestic or foreign, as investment or otherwise, in carrying out any of the purposes of the Corporation and, while the owner thereof, to exercise all rights, powers, and privileges of ownership, including the power to vote thereon.
3. The property of the Corporation is irrevocably dedicated to religious, education, and charitable purposes, and no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, directors, officers, or other private persons, except that the corporations shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501 (C)(3) purposes.
- 4.
- a. 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.
 - b. The Corporation shall not:
 - i. Operate for the purpose of carrying on a trade or business for profit;
 - ii. Accumulate income, invest income, or divert income, in a manner endangering its exempt status; or
 - iii. Except to an insubstantial degree, engage in any activity or exercise any powers that are not in furtherance of the purpose of this corporation.
 - iv. The Corporation's operations are to be conducted principally in the United States of America.

ARTICLE IV CORPORATE NATURE

The Corporation is organized under a non-stock basis.

ARTICLE V

REGISTERED OFFICE AND AGENT

The initial street address and mailing address of the principal office and registered office of the Corporation is: 1719 Brassie Ct, Kissimmee, FL 34746, and the name of the registered agent at such address is Ayele Cargill Mayer

ARTICLE VI MANAGEMENT OF CORPORATE AFFAIRS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the directions of, a Board of Directors which shall have five (5) directors initially. The number of directors may be increased or decreased from time to time by a majority of the directors, but at no time shall there be fewer than three (3) directors of the Corporation.

ARTICLE VII INITIAL DIRECTORS

The manner in which the Directors of the Corporation shall be elected or appointed shall be governed by the provisions of the Bylaws of the Corporation. The names and street addresses of the initial directors of the Corporation are:

Name	Title	Mailing Address	City, State, Zip
Ayele Cargill Mayer	Director, President	1719 Brassie Ct	Kissimmee, FL 34746
Kaleena F. Henry	Director, Secretary	1719 Brassie Ct	Kissimmee, FL 34746
Shana Brown	Director, Treasurer	1719 Brassie Ct	Kissimmee, FL 34746

ARTICLE VIII MEMBERS

Members of Yes! Prayers Please, Inc. consist only of the members of the Board of Directors.

ARTICLE IX AMENDMENTS

Amendments to these Articles of Incorporation may be adopted by a majority of the directors in the manner set forth in the Bylaws of this Corporation.

ARTICLE X DURATION

The period of duration of this Corporation is perpetual, unless dissolved according to law. Corporate existence shall commence upon the filing of these Articles of Incorporation.

ARTICLE XI INCORPORATOR

The name and address of the Incorporator is: Ayele Cargill Mayer, 1719 Brassie Ct, Kissimmee, FL 34746.

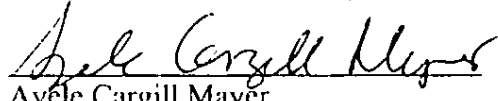
ARTICLE XII MISCELLANEOUS

- a. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities nor permitted to be carried on:
 - i. By a corporation exempt from Federal income tax under Section 501 (C)(3) of the IRC (or 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 IRC (or corresponding section of any future Federal tax code.)
 - iii. Upon dissolution of this corporation, 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.

I Ayele Cargill Mayer hereby am familiar with and accept the duties and responsibilities as Registered Agent.

Dated this 15th day of April 2022.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation.



Ayele Cargill Mayer.

Director/Incorporator/Registered Agent

Yes! Prayers Please, Inc.

1719 Brassie Ct ~ Kissimmee, FL 34746
(321) 402-6806

Conflict of Interest Policy

Adopted by Board Resolution 03/31/2022

ARTICLE 1 **PURPOSE**

This conflict of interest policy is designed to identify and address potential, actual, and apparent conflicts of interest. Individuals involved in decision making on behalf of Yes! Prayers Please, Inc. may have other interests that impair, or might appear to impair his or her responsibilities to the Organization. Yes! Prayers Please, Inc. encourage each of its officers, directors, trustees, volunteer leaders, and member of a committee to be in compliance with all applicable state and federal laws governing conflict of interest applicable to nonprofit charitable organizations.

ARTICLE 2 **DEFINITIONS**

1. Interested Person

Any officer, director, trustees, volunteer leader, or member of a committee with governing board delegated powers, which has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person is an officer, director, trustee, volunteer leader, or member of a committee directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity, individual, or third party with which Yes! Prayers Please, Inc. has a transaction or arrangement.
- b. Has any financial interest or other proprietary interest in any entity, individual, or third party (supplying or seeking to supply) goods or services to Yes! Prayers Please, Inc.
- c. A compensation arrangement from any entity, individual, or third party who has a past, present, or future business relationship with Yes! Prayers Please, Inc.
- d. A potential ownership or investment interest in, or compensation arrangement with any entity, individual, or third party with which Yes! Prayers Please, Inc. is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration, as well as, gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has financial interest or other proprietary interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.