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Law Offices
HOLLAND & KNIGHT

A Partnership Including Professional Corporations

701 Brickell Avenue
P.O. Box 015441 (ZIP 33101-5441)
Miami, Florida 33131
305-374-8500
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FILED
96 FEB 26 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Atlanta
Fort Lauderdale
Jacksonville
Lakeland
Orlando
St. Petersburg
Tallahassee
Tampa
Washington, D.C.
West Palm Beach

February 22, 1996

GREGORY A. BALDWIN
305-789-7748

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32399

800001724138
-02/26/96--01063--013
*****70.00 *****70.00

Re: *Project Y.E.S., Inc.*

Dear Sir/Madam:

Enclosed are Articles of Incorporation for Project Y.E.S., Inc., together with our check in the amount of $70.00 for the filing fee.

Please file the Articles of Incorporation and return a filed copy to the undersigned at the above address.

Should you have any questions, please do not hesitate to contact me at (305) 789-7432.

Very truly yours,

HOLLAND & KNIGHT

Patricia J. Harvey

Patricia J. Harvey
Secretary to
Gregory A. Baldwin

/pjh
Enclosures

MIA3-370422

2-28-96

ARTICLES OF INCORPORATION

FOR

PROJECT Y.E.S., INC.
A FLORIDA NOT-FOR-PROFIT CORPORATION

FILED

96 FEB 26 AM 10:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporators of Project Y.E.S., Inc., under Chapter 617, Florida Statutes, and Section 501(c)(3) of the Internal Revenue Code of 1986, submit the following Articles of Incorporation.

ARTICLE I. GENERAL

Section 1. NAME. The name of the corporation shall be: Project Y.E.S., Inc.

ARTICLE II. ADDRESS

The address of the corporation's principal office is 6750 S.W. 59th Street, Miami, Florida, 33143.

ARTICLE III. DURATION AND COMMENCEMENT

The Corporation will exist perpetually, commencing with the filing of these Articles of Incorporation with the Florida Department of State.

ARTICLE IV. PURPOSE

The corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law, including but not limited to developing and fostering financial and community support for effective support systems, groups and communication and education efforts on issues relating to lesbian and gay youth. The purposes of the corporation shall also include the performance of activities related or incidental to the furtherance of the corporation's stated purposes and permitted under the laws of the United States and Florida.

ARTICLE V. PROHIBITED ACTIVITIES

This corporation shall not engage in any activities prohibited by Section 617.0835 of the Florida Statutes.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 purposes set forth in this Article. 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 distributing of statements) any political campaign on behalf of any candidate for public office or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future United States Internal Revenue Law, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or corresponding section of any future United States Internal Revenue Law.

ARTICLE VI. DIRECTORS

The initial board of directors of the Corporation shall consist of three (3) members. The names and addresses of the members of the Corporation's initial board of directors are:

NAME	ADDRESS
Martha Fugate	6750 S.W. 59th Street Miami, Florida 33143
Connie Barden	6750 S.W. 59th Street Miami, Florida 33143
Nancy Allen	6770 S.W. 59th Street Miami, Florida 33143

The method of election of directors shall be as stated in the Bylaws.

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of the corporation is Martha Fugate and the street address of the initial registered office of the corporation is 6750 S.W. 59th Street, Miami, Florida, 33143.

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator is Martha Fugate, 6750 S.W. 59th Street, Miami, Florida 33143. The incorporator of the Corporation assigns to the Corporation her rights under Section 617.013, Florida Statutes, to constitute a corporation.

ARTICLE IX. DISSOLUTION

In the event of the dissolution of the Corporation, the residual assets of the Corporation shall be distributed to one or more organizations that themselves are exempt from federal income taxation as organizations described within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, 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. Any such assets not so disposed of shall be disposed of by the Circuit Court for 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. No part of the assets or net earnings of the corporation may be distributed or inure to the benefit of any individual.

ARTICLE X. AMENDMENTS

The Corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 17th day of February, 1996.

Martha Fugate

Martha Fugate, Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENTS UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That Project Y.E.S., Inc., desiring to organize under the laws of the State of Florida with its initial registered office, as 6750 S.W. 59th Street, Miami, Florida, 33143, as indicated in the Articles of Incorporation, at the City of Miami, State of Florida, has named Martha Fugate as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity and to comply with the provisions of the Florida Business Corporation Act and Chapter 617, Florida Statutes, relative to keeping open the registered office.

Martha Fugate
Registered Agent

FILED
96 FEB 26 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MIA3-364424