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LAW OFFICES

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April 1, 1996

FILED  
96 APR -3 PM 6:13  
TALLAHASSEE, FLORIDA

Florida Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, Florida 32314

600001768016  
-04/03/96--01055--017  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Sir/Madam:

Enclosed herein please find a check in the amount of \$70.00 representing payment for the filing of Articles of Incorporation of TEEN OUTREACH MISSION, INC., a Florida Not For Profit Corporation.

Thank you for your attentions herein.

Very truly yours,

Richard W. Wasserman

RICHARD W. WASSERMAN

RWW:sa  
Encls.

F. CHESSEY APR 9 1996

ARTICLES OF INCORPORATION OF  
TEEN OUTREACH MISSION, INC.,  
a Florida Not For Profit Corporation

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TALLAHASSEE, FLORIDA

THE UNDERSIGNED PERSON, this 29 day of April, 1996,  
acting as incorporator of a corporation not for profit under  
the Florida Not For Profit Corporation Act, as set forth in  
Chapter 617 of the Florida Statutes, adopt the following

Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is:

TEEN OUTREACH MISSION, INC.

The principal place of business and mailing address of  
this corporation shall be:

25 N.W. 7th Avenue  
Dania, Florida 33004

ARTICLE II

The corporation shall have perpetual duration.

ARTICLE III

The corporation is a not for profit corporation. The  
purposes for which this corporation is organized are:

- A. The specific and primary purposes for which this  
corporation is formed is for the advancement of  
education of the youth of Dade, Broward, Monroe, and

other counties concerning sexual abstinence, safe sex methods, sexually transmitted diseases, family values, morals, spirituality, and social behavior.

- B. The general purposes for which this corporation is formed is to operate exclusively for the foregoing educational and religious purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.
- C. This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.
- D. To engage in, participate in, and carry out any acts or activities necessary or convenient for the accomplishment of the foregoing purposes.
- E. This corporation will not carry on any other

activities not permitted to be carried on by (a) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law or (b) a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue Law.

#### ARTICLE IV

This corporation does not and will not afford pecuniary gain, incidentally otherwise, to its members. The net earnings of this corporation, if any, shall not inure in whole or in part to the benefit of any person or individual having a personal or private interest in the activities of this corporation. Any income of the corporation computed with respect to the taxable year of the corporation, shall be distributed at such time and in such manner as not to subject the corporation to tax under Section 4942 of the Internal Revenue Code of 1954. This corporation shall not engage in any act of self dealing, as defined in Section 4941(d) of said Code shall not retain any excess business holdings, as defined in Section 4943(c) of said Code; shall not make any investment in such manner as to subject the corporation to tax under Section 4944 of said Code; and shall not make any

taxable expenditures, as defined  
in Section 4945(d) of said Code.

#### ARTICLE V

##### INITIAL REGISTERED AGENT

The name and address of the Initial Registered Agent:

RICHARD W. WASSERMAN, ESQ.  
420 Lincoln Road  
Suite #256  
Miami Beach, Florida 33139

#### ARTICLE VI

The corporation is organized upon a nonstock basis as defined in Section 617.011 of the Florida Statutes. The corporation shall have a membership distinct from the board of directors. The authorized number and qualification of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof, shall be as regulated in the By-Laws.

#### ARTICLE VII

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be three (3); provided, however, that such number may be changed by a By-Law duly adopted pursuant to the By-laws of

this corporation.

The names and residential addresses of the persons who are to serve as the initial directors are:

|                      |   |
|----------------------|---|
| DORA J. MC GREGOR    | 18925 N.W. 43 Court<br>Opa Locka, Florida 33055 |
| JOHNNIE F. MC GREGOR | 18925 N.W. 43 Court<br>Opa Locka, Florida 33055 |
| CINDY ANN MC GREGOR  | 18925 N.W. 43 Court<br>Opa Locka, Florida 33055 |

#### ARTICLE VIII

The name and address of each incorporator are:

|                   |   |
|-------------------|---|
| DORA J. MC GREGOR | 18925 N.W. 43 Court<br>Opa Locka, Florida 33055 |
|-------------------|---|

#### ARTICLE IX

The Board of Directors shall elect the following

Officers: President, Treasurer, and Secretary.

#### ARTICLE X

Subject to limitations contained in the By-Laws and any limitations set forth in the Not For Profit Corporation Act of Florida described above, concerning corporate action that must be authorized or approved by the members of the corporation, the By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors or by following the procedure set forth therefor in the By-Laws.

#### ARTICLE XI

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any Director, Officer, or member thereof, or to the benefit of any private individual.

#### ARTICLE XII

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 Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

#### ARTICLE XIII

Amendments to these article of incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of two-thirds of a quorum of members of the corporation.

#### ARTICLE XIV

The Board of Directors of this corporation may provide

such By-laws for the conduct of its business and the carrying out of its purposes, and may amend, alter or rescind the same, as they may deem necessary from time to time. A majority of the Directors must be present at such meetings to constitute a quorum in order to approve said amendments, revisions, additions, repeals, or rescissions.

#### ARTICLE XV

Section 1. These Articles of Incorporations may be amended at a special meeting of the Board of Directors called for that purpose, by a two-thirds vote of those present.

Section 2. Amendments may also be made at a regular meeting of the Board of Directors if notice is given, as provided by the By-Laws, of intention to submit such amendments. Notice must be sent in writing to all Board Members in good standing, seven (7) days prior to the scheduled date for the meeting called for the purpose of making an amendment to the Articles of Incorporation.

#### ARTICLE XVI

This corporation shall be deemed to commence its existence on the date of filing and assignment of charter number.

IN WITNESS WHEREOF, the undersigned incorporator executed and acknowledged that she executed these Articles of



Incorporation for the purposes therein expressed the day and  
year above written.

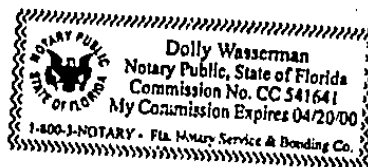
  
DORA MC GREGOR, President

State of Florida )  
                          ) SS  
County of Dade    )

The foregoing instrument was acknowledged before me this  
29th day of March, 1996, by DORA MC GREGOR, who is personally  
known to me.

My commission expires:

  
Notary Public




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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCEPTANCE OF  
DESIGNATION AS REGISTERED AGENT

Having been named to accept service of process for the Corporation known as TEEN OUTREACH MISSION, INC. at the place designated in the certificate included in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida Statutes relative to keeping open said office.

DATED this 29th day of March, 1996.

  
RICHARD W. WASSERMAN, ESQ.  
Registered Agent