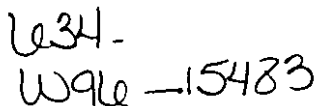


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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 24, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: GLADES YOUTH (PANTHERS), INC.
Ref. Number: W96000015483

STATE
CORPORATIONS
86 JUL 23 AM 9:42
RESUBMIT
Please give original
submission date as file date.

We have received your document for GLADES YOUTH (PANTHERS), INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return 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 (904) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 496A00035606

Articles of Incorporation
of
Florida Nonprofit Corporation

FILED
STATE
CORPORATIONS
96 JUL 23 AM 9:42

ARTICLE I

GLADES YOUTH (PANTHERS), INC.

The name of this corporation is Glades Youth (Panthers), Inc.

ARTICLE II

CORPORATE NATURE

This is a nonprofit corporation, organized solely for general charitable purposes pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.

ARTICLE III

DURATION

The term of existence of the corporation is perpetual.

ARTICLE IV

GENERAL AND SPECIFIC PURPOSES

The specific and primary purposes for which this corporation is formed are:

A. For the advancement of religion, charity, education and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.

B. The purpose of the corporation shall be to assist the youth of the Glades Area to bring the children back from the streets, crime, drugs, and gang fighting/shooting to a more positive way to express themselves through academic, sports, and agricultural activities regardless of race, creed, or color; to enhance our children's minds, bodies and souls intellectually, spirituality, athletically, and agriculturally; to enhance our children's ability to perform publicly to the best of their ability; to further create an active interest in good government and civic affairs; to promote a much needed respect and love for family; and to believe in one's self.

C. To operate exclusively in any other manner for such religious, charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding

provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

ARTICLE V

MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than (3) persons. The number of initial Directors of the corporation shall be 5, provided however, that such number may be changed by a By-Law duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held on the first Wednesday of October of each year at Belle Glade, Florida, or at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if a majority of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by majority vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by majority written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority, such action shall not be construed as consent of nonconsenting Directors.

The names and addresses of such initial members of the Board of Directors are as follows:

<u>Name.</u>	<u>Address.</u>
Daniel Bythwood	1217 S.W. Avenue B Place Belle Glade, Florida 33430
Santos Rodriguez	1117 N.E. 25th Street

	Belle Glade, Florida 33430
Valarie Harrell	120 S.W. 2nd Avenue South Bay, Florida 33493
Leroy Nelson	221 Shirley Drive Pahokee, Florida 33476
Althumelia McAllister	308 B Ruyon Village, P.O. Box 214 Belle Glade, Florida 33430

B. Corporate Officers. The Board of Directors shall elect a President, Vice President, Secretary and Treasurer, and such other officers as the By-Laws provide to serve at the pleasure of the Board of Directors. Initially, such officers shall be elected at the first meeting of the Board of Directors.

ARTICLE VI

EARNINGS AND ACTIVITIES OF CORPORATION

A. 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 Article IV hereof.

B. 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 any candidate for public office.

C. Notwithstanding any other provision of these articles, the corporation shall not 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 Internal Revenue Code of 1954 (or the corresponding provision 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 1954 (or the corresponding provision of any future United States Internal Revenue Law).

D. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VII

DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII

MEMBERSHIP

Members of this corporation shall be those persons willing to join the corporation and commit to adherence of the corporation's goals and objectives. Members must be of good moral character. Further qualifications, if any, for members and the manner of their admission shall be as provided in the bylaws.

ARTICLE IX

SUBSCRIBERS

The name and residence address of the Subscriber of this corporation is:

Name.

Address.

Daniel Bythwood

1217 S.W. Avenue B Place
Belle Glade, Florida 33430

ARTICLE X

AMENDMENT OF BY-LAWS

Subject to any limitations set forth in the Corporations Not

for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, amended, altered, rescinded, added to, or new By-Laws may be adopted, by a resolution of the Board of Directors.

ARTICLE XI

DEDICATION OF ASSETS

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

REGISTERED AGENT AND OFFICE

The address of the corporation's registered office shall be 1217 S.W. Avenue B Place, Belle Glade, Florida 33430 and the name of its registered agent at said address shall be Daniel Bythwood. The corporation's principal address shall be the same as the registered office's address.

ARTICLE XIII

AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors.

I, the undersigned, being the Subscriber and Incorporator of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation, this 11th day of July, 1996.

Signature of Subscriber

Daniel Bythwood
DANIEL BYTHWOOD

ACCEPTANCE BY THE REGISTERED AGENT

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 accept and agree to comply with provisions of all statutes relative to the proper and complete performance of my duties.

Daniel Bythwood
Daniel Bythwood,
Registered Agent

STATE OF FLORIDA

COUNTY OF PALM BEACH

FILED
SECRETARY OF STATE
CORPORATIONS

96 JUL 23 AM 9:42

Before me, the undersigned authority, personally appeared
DANIEL BYTHWOOD, to me well known to be the person who executed
the foregoing articles of incorporation and acknowledge before
me, according to law, that he made and subscribed the same for
the purposes therein mentioned and set forth. IN WITNESS
WHEREOF, I have hereunto set my hand and seal this 11th day of
July, 1996.

Dianne Carter
Notary Public

My commission expires: 6-14-98

Dianne Carter

