

N96000004912
TRANSMITTAL LETTER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
-96 SEP 20 AM 11:04

400001953124
-09/20/96--01073--017
*****78.75 *****78.75

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Youth Empowerment Systems, Inc.
(Proposed corporate name)

Enclosed is an original and one (1) copy of the articles of incorporation and a check
for \$ 78.75 .

FROM: James A. Forchion, Jr.
Name (Printed or typed)
2057 N.E. 173rd Street
Address
North Miami Beach, FL 33162
City, State & Zip
(305)947-0831
Telephone number

James A. Forchion, Jr. GAVE
AUTHORIZATION BY PHONE TO

CORRECT *John A. Allen*
DATE *9/20/96*
DOC EXAM *John A. Allen*

NOTE: Please provide the original and one copy of the articles.

D. BROWN SEP 23 1996

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 20 11:11:04

ARTICLES OF INCORPORATION

OF

YOUTH EMPOWERMENT SYSTEMS, INC.

A FLORIDA NONPROFIT CORPORATION

Article 1. Name. The name of the Corporation is:
Youth Empowerment Systems, Inc.

Article 2. Duration. The Duration of the Corporation is perpetual.

Article 3. Purposes. The purpose of the Corporation is as follows:

- A. This corporation is a not-for-profit corporation organized under Chapter 617, Florida Statutes. It is not organized for the private gain of any person. The specific purposes of this corporation are: To formulate plans, activities, and programs for the development of organized empowerment of disadvantaged teenagers and their families, residing in low-income inner city neighborhoods, and; To provide assistance to young people through the development of positive community initiatives to cope with problems related to crime and violence, employment and jobs, teen pregnancy, education and training, health care issues, family life problems, substance abuse, and values and ethics to enhance the quality of life.

These specific purposes will be initially implemented in the South Florida area to raise the economic, social, health, and educational levels and well-being of area youth, to expand opportunities for family viability, and to promote new initiatives towards becoming self-sustaining.

- B. The Corporation will exercise all rights and powers conferred by the laws of the State of Florida upon non-profit corporations.
- C. The Corporation shall engage in any and all lawful activities for the futhurance, accomplishment, fostering, or attainment of the foregoing purposes, either directly or indirectly, and either independently or in conjunction or cooperation with others, whether such others be individuals or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations, or governmental agencies.
- D. Provided, however, that the Corporation shall not engage in any action which is not permitted to be carried on by nonprofit corporations under the Internal Revenue Code, and no part of the net earnings of the Corporation shall inure to the benefit of or be distributed to its members, Directors, or Officers; but the Corporation shall be authorized and empowered to pay reasonable compensation to these people for services rendered, and to make payments and distributions in the furthurance of its stated purposes.

Article 4. LIMITATIONS.

- A. Corporate Purposes:** Notwithstanding any other provision of these articles, this corporation shall not carry on any activities not permitted by an organization exempt from Federal and Florida state income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of United States Internal Revenue law.
- B. Lobbying and Political Campaigns:** No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.
- C. Dissolution:** Upon the winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501 (c)(3) of the Internal revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.
- D. Indemnification:** Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusion of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this article.

Article 5. Members. The Corporation shall have Voting Members (referred to as the Board of Directors), who shall be elected (and may be removed) by the Voting Members, and shall have all the rights and privileges of members of the Corporation. The Bylaws may provide for Nonvoting Members of one or more classes,

to be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but shall not have the right to vote. The name and address of each initial Voting member is as follows:

<u>Name</u>	<u>Address</u>
James A. Forchion	2057 N.E. 173rd Street, N. Miami Beach, FL 33162
Charles F. Johnson	1351 N.W. 88th Street, Miami, FL 33147
Purves Harley	1918 Harrison Street, Hollywood, FL 33020
Joyce B. Forchion	2057 N.E. 173rd Street, N. Miami Beach, FL 33162
Herbie Holland	2 South Shore Drive, Miami Beach, FL 33141
Jana Spaulding, M.D.	11600 S.W. 70th Avenue, Miami, FL 33156

Article 6. Initial Registered Agent and Office. The initial registered agent is James A. Forchion and the initial registered office 2057 N.E. 173rd Street, N. Miami Beach, Florida. The principal place of business is the same as the registered office.

Article 7. Initial Board of Directors. The initial Board of Directors shall have 6 members whose names and addresses are:

<u>Name</u>	<u>Address</u>
James A. Forchion	2057 N.E. 173rd Street, N. Miami Beach, FL 33162
Charles F. Johnson	1351 N.W. 88th Street, Miami, FL 33147
Purves Harley	1918 Harrison Street, Hollywood, FL 33020
Joyce B. Forchion	2057 N.E. 173rd Street, N. Miami Beach, FL 33162
Herbie Holland	2 South Shore Drive, Miami Beach, FL 33141
Jana Spaulding, M.D.	11600 S.W. 70th Avenue, Miami, FL 33156

Article 8. Officers. The officers of the Corporation shall consist of a President, Secretary, and Treasurer. Other officers may be provided for in the Bylaws. Each officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

<u>Title</u>	<u>Name</u>	<u>Address</u>
President	James A. Forchion,	2057 N.E. 173rd St., N. Miami Beach, FL 33162
Secretary	Joyce B. Forchion,	2057 N.E. 173rd St., N. Miami Beach, FL 33162
Treasurer	Charles F. Johnson,	1351 N.W. 88th St., Miami, FL 33147

Article 9. Incorporators. The names and addresses of the incorporators of this Corporation are:

<u>Name</u>	<u>Address</u>
James A. Forchion	2057 N.E. 173rd Street, N. Miami Beach, FL 33162
Charles F. Johnson	1351 N.W. 88th Street, Miami, FL 33147
Joyce B. Forchion	2057 N.E. 173rd Street, N. Miami Beach, FL 33162

Article 10. Nonstock Basis. The Corporation is organized (and shall be operated) on a nonstock basis within the meaning of the Florida Not For Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock, but may issue membership certificates if so provided in the Bylaws.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 4th day of September, 1996

James A. Forchion
Joyce B. Forchion
Charles F. Johnson

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: Youth Empowerment Systems, Inc. (YES)

2. The name and address of the registered agent and office is:

James A. Forchion, Jr.

(Name)

2057 N.E. 173rd Street

(P.O. Box NOT acceptable)

N. Miami Beach, FL 33162

(City/State/Zip)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 SEP 10 AM 11:04

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

SIGNATURE

DATE August 27, 1996

REGISTERED AGENT FILING FEE: \$35.00

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314