

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6377
Tallahassee, FL 32314

NA6000005380

SUBJECT: THE MESSIAH YOUTH PROJECT, INC.
(Proposed corporate name - must include suffix)

800001980148--1
-10/18/96--01068--019
****131.25 ****131.25

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☒ \$131.25
Filing Fee,
Certified Copy
& Certificate

FROM: NATHAN ROBINSON
Name (Printed or typed)

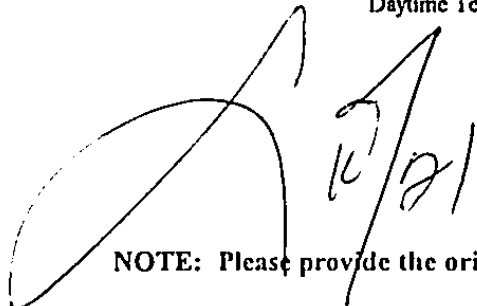
14351 N.E. 4th AVE.
Address

MIAMI, FL 33161
City, State & Zip

305-624-3608
Daytime Telephone number

FILED
96 OCT 18 PM 3:19
SECRETARY OF STATE
TALLAHASSEE FLORIDA

EFFECTIVE DATE
10-14-96



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

ARTICLES OF INCORPORATION
OF
THE MESSIAH YOUTH PROJECT, INC.
A FLORIDA NONPROFIT CORPORATION

FILED
96 OCT 18 PM 3:19
SECRETARY OF STATE
TALLAHASSEE FLORIDA

WE, the undersigned incorporators of this nonprofit corporation under Florida Statute 617, as amended, adopt the following Articles of Incorporation.

ARTICLE I

The name of this corporation is: The Messiah Youth Project, Inc.

ARTICLE II

Purposes

The general nature of the business and the objects and purposes proposed to be transacted and carried on by and powers of this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz:

To purchase, lease, or otherwise acquire, own hold, use, improve, build upon, construct, equip, license, manage and operate mortgage, sell, let, convey or otherwise dispose of, real and personal property, either within or without the State of Florida, in the United States, and in foreign countries, and any interest therein, necessary or convenient for the purposes herein expressed, including stores, shops, plants and commissaries to be used in or in connection with its business.

To acquire, hold, own, dispose of and generally deal in grants, concessions, franchises and contracts of every kind; to cause to be formed, to promote and to aid in any way in the formation of any corporation, domestic or foreign,

To act as financial, business and purchasing agent for domestic and foreign corporations, individuals, partnerships, associations, state governments or other bodies.

10-14-96

To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at a specified time or times, or payable upon the happening of a specified event or events, secured or unsecured, from time to time, for monies borrowed, or inpayment for the property acquired, or for any of the other objects or purposes of the corporation or for any of the objects of its business; to secure the same by mortgage or mortgages, or deed or deeds of trust, or pledge or other lien upon any or all of the property, rights, privileges or franchises of the Corporation, wheresoever situated, acquired or to be acquired; and to confer upon the holders of any debentures, bonds, or other evidences of indebtedness of the corporation, secured or unsecured, the right to sell, pledge or otherwise dispose of any or all debentures or other bonds notes and other obligations in such manner and upon such terms as the Board of Directors may deem judicious, subject, however, to provisions of Florida Statute 617.

To manufacture, purchase, or acquire in any lawful manner and to hold, own, mortgage, pledge, sell, transfer, or in any manner dispose of, and to deal, sell and trade in goods, wares, merchandise, and property of any and every kind, class, and description, and to carry on such business as franchisors, licensors, wholesalers, retailers, importers, and exporters and to acquire all such merchandise, supplies, materials, trademarks, patents, copyrights, and other articles as shall be necessary or incidental to such business.

To apply for, purchase, or in any manner acquire, and to hold, own, use and operate, and to sell or in any manner dispose of, and to grant license or other rights in respect of, and in any manner deal with, any and all rights, inventions, improvements, and processes used in connection with or secured under any trademark, letters, patent, or copyrights of the United States or other countries, or otherwise, and to work, operate, or develop the same, and to manufacture and sell products under any trademark, letters, patent, or copyrights, and grant licenses to do the same, and to carry on any business, manufacturing, or otherwise, which may directly or indirectly effectuate these objects or any of them.

To carry on the business of import and export of general merchandise for all foreign and domestic markets, to export from and import into the United States, its territories and possessions and any and all foreign countries, as principal or agent, and to act as brokers, commissionmen, factors, franchisors, franchisees, and agents for the buyers and sellers, both foreign and domestic, merchandise of every kind and nature, and to sell, purchase, and deal in with merchandise of everykind or nature.

To acquire the goodwill, rights, and property, and to undertake the whole or any part of the assets or liabilities of any person, firm, association, or corporation; to pay for the same in cash, bonds, or otherwise; to hold or in any manner dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of any business so acquired, and to exercise all the powers necessary or convenient in and about the conduct and management of such business.

To enter into, make and perform contracts of every kind with any person, firm, association, partnership, syndicate, entity, or corporation, domestic or foreign, municipality, county, territory, state, government, or colony or dependency thereof, domestic or foreign.

To purchase or otherwise acquire, hold, sell, exchange, pledge, hypothecate, and deal in stocks, bonds, notes, debentures, or other evidence of indebtedness and obligations and securities of any corporation, company, association, partnership, syndicate, entity, or person, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision or department thereof, and certificates or receipts of any kind representing or evidencing any interest in any such stocks, bonds, notes, debentures, evidences of indebtedness, obligations, or securities for the acquisition of any such stock, bonds, notes, debentures, evidences of indebtedness, obligations, securities, certificates, or receipts purchased or required by it; and, while the owner or holder of any such stocks, bonds, notes, debentures, evidences of indebtedness, obligations, securities, certificates, or receipts to exercise all the rights of ownership in respect thereof; and to the extent now or hereafter permitted by law, to aid by loan, subsidy, guarantee, or otherwise, those issuing, creating, or responsible for any such stocks, bonds, notes, debentures, evidences of indebtedness, obligations, securities, certificates or receipts except as prohibited by Florida Statute 617.0833.

To have offices, conduct its business, and promote its objects within and without the State of Florida, in other states, the District of Columbia, the territories and colonies of the United States, and in foreign countries, without restrictions as to place or amount.

In general, to carry on any other business or enterprise and exercise all or any of the corporate powers which may be carried on or exercised by a corporation organized under Chapter 617, Florida Statutes, as amended, not forbidden by the laws of the State of Florida.

And further, to do and perform and cause to be done or performed each, any, and all of the acts and things above enumerated, or otherwise granted or permitted by law, and any and all other acts and things insofar as the same may be incidental to or included in any or all of the general powers given.

To do all acts and things and conduct and carry on all business and enterprises to the same extent as any natural person which is not specifically prohibited by the laws of the State of Florida, United States of America, any rule or regulation promulgated thereunder.

This corporation is a not-for-profit corporation organized under Chapter 617, Florida Statutes. It is not organized for the gain of any person. The specific of this corporation is to also provide educational material and training to underprivileged children, regardless of race, color, or creed, including but not limited to positive motivation, computer training, vocational counseling, academic tutoring and mentoring programs and conducting church services.

To exercise all rights and powers conferred by laws of the State of Florida upon nonprofit corporations.

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 distributable 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 furtherance of its stated purposes.

The said corporation may perform any part of its business outside the State of Florida, in other states, territories, or possessions of the United States, and in all foreign countries.

ARTICLE III

Members

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

<u>Name</u>	<u>Address</u>
<u>Nathan Robinson</u>	<u>14351 N.E. 4th Avenue, Miami, FL 33161</u>
<u>Cathelene Robinson</u>	<u>14351 N.E. 4th Avenue, Miami, FL 33161</u>
<u>Gladys Ladner</u>	<u>1785 N.W. 52nd Street, Miami, FL 33147</u>

ARTICLE IV

Duration

This corporation is to have perpetual existence commencing on the date of execution and acknowledgement of these Articles of Incorporation.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 14351 N.E. 4th Avenue, Miami, Florida, 33161 and the name of the initial registered agent of this corporation at that address is Nathan Robinson.

ARTICLE VI

Initial Board of Directors

The initial Board of Directors shall have 3 members whose names and addresses are:

<u>Name</u>	<u>Address</u>
Nathan Robinson	14351 N.E. 4th Avenue Miami, Florida 33161
Cathelene Robinson	14351 N.E. 4th Avenue Miami, Florida 33161
Gladys Ladner	1785 N.W. 52nd Street Miami, Florida 33161

The Bylaws shall provide the method of election of all Directors, and the number may be raised or lowered by amendment of the Bylaws but shall in no case be less than three.

ARTICLE VII

Incorporator

The name of the incorporator of this corporation is Nathan Robinson and the address is 14351 N.E. 4th Avenue, Miami, Florida, 33161.

ARTICLE VIII

Nonstock Basis

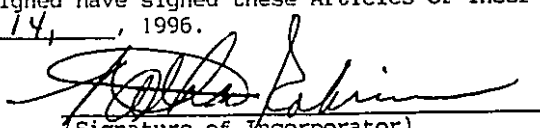
The Corporation is organized (and shall be operated) on a nonstock basis within the meaning of the Florida Not For Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock, but may issue membership certificates if so provided in the bylaws.

ARTICLE IX

Corporate Address

The street address of the Corporation's initial principal office is 14351 N.E. 4th Avenue, Miami, Florida, 33161.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this day of October 14, 1996.

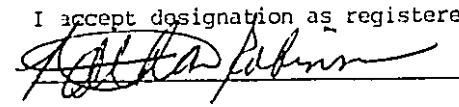

(Signature of Incorporator)

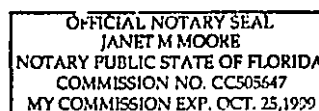
Acknowledged before me on October 14, 1996, by Nathan Robinson, who is personally known to me/_____ produced Florida Driver's License [document] indention, and who executed the foregoing Articles of Incorporation and acknowledge to and before me that he/she executed said instrument for the purposes therein expressed.


NOTARY PUBLIC-STATE OF FLORIDA

Name: _____
Commission No.: _____
My Commission Expires: _____

I accept designation as registered agent.





CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, 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: THE MESSIAH YOUTH
PROJECT, INC.

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

NATHAN ROBINSON
(NAME)

14351 N.E. 4TH AVE.

(P.O. BOX NOT ACCEPTABLE)

MIAMI, FL 33161

(CITY/STATE/ZIP)

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

Nathan Robinson
10/16/96

FILED
96 OCT 18 PM 3:19
SECRETARY OF STATE
TALLAHASSEE FLORIDA

REGISTERED AGENT FILING FEE: \$35.00