

N96000006220

TRANSMITTAL LETTER

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

4100000211211214--U
-12/05/96-01023--008
*****78.75 *****78.75

SUBJECT: Empowerment, Inc.

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

<u> </u> \$70.00	<u>XX</u> \$78.75	<u> </u> \$122.50	<u> </u> \$131.25
Filing Fee	Filing Fee & Certificate	Filing Fee & Certified Copy	Filing Fee, Certified Copy & Certificate

FROM: Daisey Townsend
3216 Wallington Drive
Orlando, FL 32810
(407) 290-1925 or (407) 222-1566

FILED
96 DEC -5 AM 8:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

See 12/9

ARTICLES OF INCORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I:

EMPOWERMENT, Inc.

ARTICLE II:

3216 Wallington Drive, Orlando, Florida (County: Orange) 32810

ARTICLE III:

The purpose of this corporation is to provide at-risk middle school youth, ages 12 - 15 with services in the areas improving their educational and career planning needs, communication skills, in-home counseling to entire family, daily workshops on various topics, act as liaison between parents, students and school officials, leisure activities/physical training and to act as a referral source for other needed services the family may have. These services will be provided within the school system and housed at one or several local schools in the Orange and Seminole Counties. The principal office and mailing address will be as stated above unless change of address is needed at a later time.

The Mission of Empowerment, Incorporation is to Empower youth and their families through educational, social and physical training to become better equipped with knowledge and teaching them the needed tools to be more productive and successful in reaching their goals and to prevent the increase in crime and the school drop-out rate.

ARTICLE IV:

Empowerment, Incorporation will have no need for electing Directors at this time. When and if this becomes necessary, the Bylaws will be setup and the method in which Directors will be elected will be outlined in the Bylaws.

ARTICLE V:

1. No person (s) shall be able to use this business/organization for anything other than the purpose it was intended, nor, use Corporation's name or change the name that has been set unless written consent is obtained from both owners which will be the President and Vice President of this corporation.

ARTICLES OF INCORP.

2. This Corporation does not accept responsibility for any person (s) or employee acting on their own behalf, without the written permission of the President and Vice President of this corporation and will not be sued or defend such actions.
3. No person (s) or employee shall be able to alter, adopt or use corporation's seal without written consent from President and Vice President of corporation and seal must contain the words "Corporation not for profit."
4. This corporation will not have directors at this time. When and if the election of directors becomes necessary, the Bylaws will be established and this will be specified in the Bylaws and shall be no more than five (5) unless otherwise noted in the Bylaws and members shall not be compensated for holding seat.
5. Bylaws will not be adopted at this time. Bylaws will not be established for this corporation as there is no need at this time for directors. This is a very small corporation with only three to four persons involved. This corporation will operate only on grants from State, Federal, School Board, donations from the public, and any in-kind gifts. If Bylaws are established, no persons shall be able to adopt, repeal or change Bylaws without consent and will remain in conjunction with state and federal laws.
6. If a board of directors, at some point in time, be elected, they may, by vote, elect the number of directors so that it shall not be less than three (3) and no more than five (5).
7. No contracts or any other liabilities, borrow money, issue notes, bonds, secure mortgage or pledge any property, franchises or income on behalf of this corporation except by written consent of President and Vice President of Corporation.
8. This corporation will conduct it's affairs, operations and have offices and exercise powers only in compliance with Florida State and Federal Laws.
9. No person (s) shall be able to use, deal, hold, own, improve, take, purchase, receive, lease, take by gift, devise, bequest, acquire, deal in or with real or personal property, or any interest therein without written consent from President and Vice President and if only one owner remains (by reason of death or dissolution of ownership), that person may give his/her consent in writing.

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ARTICLES OF INCORP.

10. No person (s) can or will acquire, enjoy, utilize, dispose of patents, copyrights and trademarks and any licenses and other rights or interests thereunder or therein unless given written authorization by President and Vice President of Corporation.
11. No person (s) shall be able to sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise dispose of all or any part of it's property and assets without written consent from President and Vice President. Any purchase made with State, Federal and/or School Board funds shall be the property of that funding source and at time of dissolution of corporation property is to be returned to that funding source.
12. Only the President and Vice President in combined collaboration, may obtain partnerships, individuals, deal in, employ or hire for said corporation.
13. No funds shall be withheld, invested or loan out, and no property real or personal shall be held for repayment of loans or invested without written consent of President and Vice President.
14. Donations this corporation may give for public welfare, religious, charitable, and educational may be donated by obtaining written authorization from President and Vice President.
15. President and Vice President may exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized.
16. This corporation may merge only if merging parties are "not for profit" and will accept this corporation has being major holders of said corporation and will utilize and obtain this corporation's President and Vice President has leading authorities in merged corporation.

ARTICLE VI:

Daisey Townsend, Registered Agent
3216 Wallington Drive, Orlando, Florida 32810

ARTICLE VII:

A. Daisey Townsend
3216 Wallington Drive
Orlando, Florida 32810

Mr. Wonderful T. Monds, Sr.
3216 Wallington Drive
Orlando, Florida 32810

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ARTICLES OF INCORP.

1. There are no board of directors at this time. The owners, which are this corporation's President and Vice President's names and addresses are listed above.
2. There will be no members to or for this corporation.
3. Termination of membership is not necessary due to the fact that there is no memberships or members rights.
4. There is no membership to this corporation.
5. All property, equipment shall be returned to funding source or purchaser.
6. No memberships, therefore, class of members or rights is not necessary.
7. No members, just President and Vice President and two (2) other employees at this present time.
8. Corporation is not subordinate to the authority of any head or national association, fraternal or beneficial society, foundation, federation, or other corporation, society, organization, or association not for profit. This corporation will abide by State and/or Federal contract or the School Board's contract, if any.
9. No Bylaws will be established and no election of directors will be necessary.
10. Corporate Powers have been enumerated within the Articles of Incorporation.

The undersigned incorporator has executed these Articles of Incorporation this
31st day of October _____, 1996.


Signature of Incorporator

Daisey Townsend, Vice President
Typed name of incorporator signing

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

FILED
96 DEC -5 AM 8:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 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:

Empowerment, Inc.

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

Daisey Townsend

3216 Wallington Drive

Orlando, Florida 32810

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.

Daisey Townsend
Signature

October 31, 1996
Date