

# N98000005253

John Anthony

Requestor's Name

1030 West Olive Street

Address

Lakeland, FL 33805 (941)682-0654

City/State/Zip

Phone #

700002639247--5

-09/15/98-01012-005

\*\*\*\*131.25 \*\*\*\*131.25

Office Use Only

## CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. It's Alright To Say No Club, Inc.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

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☐ Pick up time \_\_\_\_\_

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X	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

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98 SEP 15 AM 8:45  
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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**IT'S ALRIGHT TO SAY NO CLUB, INC.**

We, the undersigned natural persons of age twenty-one (21) years or more, acting as incorporators of a corporation, not for profit, adopt the following articles of Incorporation for such Corporation pursuant to Chapter, 617, of Title 34 of the Statutes of the State of Florida.

**ARTICLE I**  
**NAME**

The name of the Corporation shall be It's Alright To Say No Club, Inc.

**ARTICLE II**  
**DURATION**

The term of the Corporation shall be perpetual.

**ARTICLE III**  
**INITIAL REGISTERED OFFICE AND AGENT**

The address of the Corporation's initial principal office is 1010 West Eleventh Street, Lakeland, Florida 33805. The Board of Directors may from time to time move the principal office to any other address in Florida.

The initial registered office and agent of the Corporation is Cassandra Manago, whose address is 1010 West Eleventh Street, Lakeland, Florida 33805.

**ARTICLE IV**  
**PURPOSE**

The purpose for which the corporation is organized is exclusively for educational, charitable and scientific, that are described in Section 501(c)(3) of the Internal Revenue Code of 1986, including but not limited to the organization, maintenance and supervision of an office.

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- (1.) To provide programs which will help youth develop their maximum potential so that they will become productive and contributing citizens in a diverse society.
- (2.) To develop and provide affective programs and activities which will enhance self-esteem, respect within and toward others while promoting self dignity and self-worthy.
- (3.) To serve as a clearing house for positive information to youth.
- (4.) To provide counseling and mentoring programs for youth.
- (5.) To provide shelter for those youth who need a wholesome home environment.
- (6.) To provide spiritual guidance programs.

In furtherance, but not in limitation of the foregoing purposes, the corporation shall have the power and authority;

- (1.) To receive assistance, money (as grants or otherwise), real or personal property and any other form of contribution, gifts, bequest or devise from any person, firm or corporation to be utilized in the furtherance of the necessary, objects and purposes of this Corporation; to enter into agreements or contracts for contributions to the Corporation for its objects and purposes, provided however, that gifts shall be subject to acceptance by the Board of Directors as required by the bylaws.
- (2.) To distribute, in the manner, form and method, and by means determined by the Board of Directors of this corporation, any and all forms of contributions received by it in carrying out the programs of the corporation in furtherance of its stated purposes. Money and real or personal property contributed to the corporation in furtherance of those objects and purposes are and shall continue to be impressed with a trust for such purposes.
- (3.) To adopt and use a corporation seal containing the words Corporation Not For Profit if desired and deemed necessary, but, this shall not be compulsory unless required by law.
- (4.) Each and all of the objects, purposes and powers of the Corporation, however, shall be exercised, construed and limited in their application to accomplish the purpose for which this Corporation is formed.

Notwithstanding any other provision of these articles, this corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue Law.

## **ARTICLE V** **MEMBERS**

The corporation shall have members.

## **ARTICLE VI** **LIMITATION**

**Section 1.** The Corporation shall not carry on propaganda or otherwise attempt in any way to influence legislation or participate or intervene in (including the publishing or distribution of statement), any political campaign on behalf of any candidate for public office.

**Section 2.** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Directors, or Officer, 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 purpose set forth above.

## **ARTICLE VII** **DISSOLUTION**

The regulation of internal affairs of the Corporation, including the distribution of assets on dissolution, shall be provided for in the bylaws and shall include that:

- (1.) Upon dissolution of the Corporation or winding down of its affairs, the assets of the Corporation shall be applied and distributed as follows.
  - (a.) All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provisions shall be made;
  - (b.) Assets held by the Corporation upon condition requiring, return, transfer or conveyance, which condition occurs by reason of the dissolution or winding down, shall be

returned, transferred or conveyed in accordance with such requirements; and

- (c.) All remaining assets not disposed of under either of the preceding paragraphs (a) or (b) shall be transferred or conveyed to one or more religious, charitable, education or scientific organizations (i) which are described in Section 509 (a)(1),(2), or (3), and (ii) to which deductible contributions can be made under Section 170(c)(2), 2552(a)(2), as the Board of Directors shall select.

## **ARTICLE VIII**

### **INDEMNIFICATION**

Every director and officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed in connection with any proceeding or any settlement of any proceeding (including any appeal thereof) to which a director may be a party or may become involved by reason of being or having been a director or officer at the such expense incurred, except when the director or officer is adjudged guilty of, or liable for, willful misfeasance in the performance of duties; provided that in the event of a settlement before entry of judgment, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled by law. Appropriate liability insurance shall be provided for every officer, director and agent of the Corporation in amounts determined from time to time by the Board.

## **ARTICLE IX**

### **BOARD OF DIRECTORS**

**Section 1. Management.** The management of the Corporation shall be vested in a Board of Directors. The number of Directors constituting the initial Board of Directors is four (4). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than four(4). The Directors shall elect the officers of the Corporation in the manner prescribed by the bylaws. The bylaws may provide for ex-officio and Honorary Directors, and their rights and privileges. Directors shall be elected as according to the by-laws.

**Section 2. Vacancies.** If a Director elected by the Board of Directors shall be any reason cease to be a Director, the remaining Directors may elect a successor to fill the vacancy for the balance of the term in the manner prescribed by the bylaws.

The name and address of each original Director of the Corporation is as follows:

Cassandra Manago	1010 W. Eleventh St. Lakeland, Florida 33805
Cynthia Young	1108 Southern Avenue Lakeland, Florida 33815
Shirley Shabazz	7767 Habersham Drive Lakeland, Florida 33809
Lynn Beard	405 Fulton Green Road Lakeland, Florida 33809

## **ARTICLE X** **OFFICERS**

The Officers of the Corporation shall consist of a President, Vice-President, Secretary, Treasurer, and such other Officers and Assistant Officers as may be provided in the bylaws. The name and address of each initial Officer of the Corporation is as follows:

Cassandra Manago	1010 W. Eleventh St. Lakeland, Florida 33805	President
Cynthia Young	1108 Southern Avenue Lakeland, Florida 33815	Vice-President
Shirley Shabazz	7767 Habersham Drive Lakeland, Florida 33809	Secretary/ Treasurer
Lynn Beard	405 Fulton Green Road Lakeland, Florida 33805	Resource Director

## **ARTICLE XI** **INCORPORATORS**

Cassandra Manago	1010 W. Eleventh St. Lakeland, Florida 33805
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Cynthia Young                      1108 Southern Avenue  
Lakeland, Florida 33815

Shirley Shabazz                    7767 Habersham Drive  
Lakeland, Florida 33809

Lynn Beard                         405 Fulton Green Road  
Lakeland, Florida 33809

**ARTICLE XII**  
**BYLAWS**

The Bylaws of the Corporation shall be made and adopted by the Board of Directors consistent with these Articles of Incorporation. Such Bylaws may be altered, amended or repealed in the manner set forth in the Bylaws by the Board of Directors.

**ARTICLE XIII**  
**FISCAL YEAR**

The Fiscal year of the Corporation shall begin January 1 and end December 31 of each calendar year.

**ARTICLE XIV**  
**TERRITORY**

The territory in which the operations of the Corporation is principally to be conducted is Lakeland, Florida.

**IN WITNESS WHEREOF**, we, the undersigned do acknowledge these Articles of Incorporation and accordingly have hereunto set hands this 14<sup>th</sup> day of September, A.D. 1998.

*Cassandra Manago*  
Cassandra Manago

*Cynthia D. Young*  
Cynthia Young

*Shirley Shabazz*  
Shirley Shabazz

*Lynn Beard*  
Lynn Beard

**STATE OF FLORIDA  
COUNTY OF POLK**

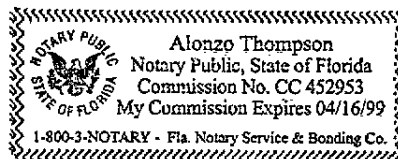
**I HEREBY CERTIFY** that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared:

Cassandra Manago  
Cynthia Young  
Shirley Shabazz  
Lynn Beard

to me well known to be the persons described in the foregoing Articles of Incorporation and acknowledge before me that they subscribed to same.

**NOTARY PUBLIC**

*Alonzo Thompson*





**CERTIFICATE OF DESIGNATION OF  
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: It's Alright To Say No Club, Inc.

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

Cassandra Manago

(Name)

1010 West Eleventh Street

(P.O. Box NOT acceptable)

Lakeland, Florida 33805

(City/State/Zip)

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SECRETARY OF STATE  
TALLAHASSEE, FL 32314

*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 *Cassandra Manago*

DATE September 1, 1998

REGISTERED AGENT FILING FEE: \$35.00

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