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FLORIDA PROFIT CORPORATION OR P.A.

YOUTH IN ACTION OUTREACH PROGRAM, INC.

Certificate of Status	0
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Handwritten signature and date: 12/12/98

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**Youth in Action Outreach Program , Inc.
A Not For Profit Corporation**

We, the undersigned, being natural persons competent to contract, for the purpose of forming a corporation under the Not for Profit Corporation Law of the State of Florida, Chapter 617, Florida Statutes as amended, do hereby adopt the following Articles of Incorporation:

A) The name of the Corporation shall be Youth in Action Outreach Program , Inc.

B) The purposes for which the Corporation is organized shall be exclusively charitable and educational, within the meaning of Section 501 (c) (3) of the United States Internal Revenue Code of 1954 as the same may be amended. The corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under 170(c)(2) of the Internal Revenue Code and regulations, as they now exist or as they may hereafter be amended.

These purposes shall be to develop the intellectual and creative capacity of the youth without regard to race, creed, color, national origin or religious belief, to enter and/or continue their education in the professions and the technical fields so that such persons may offer their training, skills and dedication to the betterment of the community and the solution of community problems; to plan, create, program, carry out , implement and coordinate through studies, research, surveys, consultation, supervision, guidance, counseling and action a comprehensive program designed to develop, motivate and orient all capable applicants in and toward the education and intellectual development of themselves.

C) The Corporation shall have the powers to:

- 1) Increase, or decrease, as the by-laws may direct, the number of its officers.
- 2) Increase, or decrease, as the by-laws may direct, the number of its directors so that the number shall not be less than five but may be any number in excess thereof.
- 3) Make contracts and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises or income.

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- 4) Conduct its affairs, carry on its operations, have offices and exercise its powers in any state, territory, district, or possession of the United States or any foreign country .
 - 5) Purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use, or otherwise deal in and with real in personal property, or any interest therein, wherever situated.
 - 6) Acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses and other rights or interests thereunder or therein.
 - 7) Sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets.
 - 8) Purchase, take, receive, subscribe, for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with, shares and other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships or individuals, or direct or indirect obligations of the United States, and any other government, state, territory, governmental district, municipality, or of any instrumentality thereof.
 - 9) Lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
 - 10) Make donations for the public welfare or for religious, charitable, scientific, educational or other similar purposes.
 - 11) Merge and consolidate with other corporations both for profit and not for profit, domestic and foreign, provided that the surviving corporation is a corporation not for profit.
 - 12) Do all lawful acts and things which may be necessary or convenient to effect any or all of the purposes for which the Corporation is organized .
- D) The Corporation shall not be a membership corporation.
- E) The Corporation shall have perpetual existence.
- F) No substantial part of the Corporation's activities shall be devoted to attempting to influence legislation by propaganda or otherwise.

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G) No part of the net earnings nor any distribution of assets on dissolution can inure to the benefit of any director or officer of the Corporation.

H) The board of directors shall set policy for the Corporation including the form in which the directors and board members will be elected, which will be contemplated in the By-laws.

I) The number of directors constituting the initial board of directors of the Corporation is eleven and the names and addresses of these people who are to serve as the initial directors are:

Manuel Cruz
19655 S.W. 87th Pl.
Miami, Fl 33157

Chairman

Franco Cabrera
19001 S.W. 91 Ave.
Miami, Fl 33157

Board Member

David Roman
650 S.W. 88th Court
Miami, Fl 33174

Vice-Chairman Program

Carlos Pascual
12757 S.W. 257th St.
Miami, Fl 33032

Board Member

S Lourdes Ovide
14275 S.W. 92nd St.
Miami, Fl 33186

Secretary

K Maria Cruz
19655 S.W. 87th Pl.
Miami, Fl 33032

Treasurer

Julie Pascual
12757 S.W. 257 St.
Miami, Fl. 33032.

Board Member

Eduardo Pimentel
13600 S.W. 312 St.
Homestead, Fl 33030

Board Member

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Mabel Pimentel
13600 S.W. 312 St.
Homestead, Fl 33030

Board Member

Hubert Mosquera
15112 S.W. 109th Lane
Miami, Fl 33196

Vice-Chairman Finance

Agustin Bouza
9751 S.W. 211 St.
Miami, Fl 33189

Board Member

J) The affairs of the Corporation shall be managed, pursuant to the policy set by the board of directors, by officers with the following titles: Chairman, Vice-Chairman, Secretary, Treasurer.

Such officers shall be elected or appointed within three (3) months after incorporation, and annually, as more specifically provided in the by-laws, thereafter.

K) The names of the officers who are to serve until the first election or appointment under these Articles are:

Manuel Cruz	Chairman
Franco Cabrera	Board Member
David Roman	Vice-Chairman Program
Carlos Pascual	Board Member
Lourdes Ovide	Secretary
Maria Cruz	Treasurer
Julie Pascual	Board Member
Eduardo Pimentel	Board Member
Mabel Pimentel	Board Member
Hubert Mosquera	Vice-Chairman Finance
Agustin Bouza	Board Member

L) The by - laws of the Corporation shall be made, altered or rescinded by a majority vote of the board of directors.

M) Amendments to these Articles of Incorporation shall be proposed by any director and adopted by the board of directors by majority vote after notice, pursuant to procedures delineated in the by-laws.

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N) The incorporators of this corporation are:

Manuel Cruz
19655 S.W. 87th Pl.
Miami, Fl 33157

David Roman
650 S.W. 88th Court
Miami, Fl 33174

Lourdes Ovide
14275 S.W. 92nd St.
Miami, Fl 33186

Maria Cruz
19655 S.W. 87th Pl.
Miami, Fl 33032

Hubert Mosquera
15112 S.W. 109th Lane
Miami, Fl 33196

O) The Registered Agent of Tthis corporation is:

Manuel Cruz
19655 S.W. 87th Pl.
Miami, Fl 33157

P) The first address of this corporation is 19655 S.W. 87th Place Miami, Florida 33157.

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In witness hereof, the undersigned incorporator has executed these articles of incorporation the 21 day of October, 1998.

Manuel Cruz
Manuel Cruz

David Roman
David Roman

Lourdes Ovide
Lourdes Ovide

Maria Cruz
Maria Cruz

Hubert Mosquera
Hubert Mosquera

Acknowledgement

Having been named above as registered agent to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in the capacity, and agree to comply with the provision of said act relative to keeping open said office.

Manuel Cruz
Manuel Cruz

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