

**N99000003882**  
*Battaglia, Ross, Dicus & Wein, P.A.*

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Howard P. Ross ‡  
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*Larson & Larson, P.A.  
Counsel for Intellectual Property*

*‡ Board Certified Civil Trial and Business Litigation Lawyer*

March 25, 2002

Florida Department of State  
Division of Corporations  
Attn: New Filings  
409 East Gaines Street  
Tallahassee, FL 32399

Re: Project Mentor, Inc. - Document No. N99000003882  
Amended Articles of Incorporation of Youth Empowerment Alliance, Inc.  
Our File Number 020106

200005175552--6  
-03/28/02--01063--004  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Dear Madam or Sir:

Enclosed please find the original and a copy of Amended Articles of Incorporation which, among other things, amends the name of the corporation from Project Mentor, Inc to Youth Empowerment Alliance, Inc. The registered agent designation is the same. In addition, a check in the sum of \$43.75 is enclosed which represents the following fees (F.S. Sec. 607.0122): Filing Fee for Amended Articles of Incorporation and Certificate of Status... \$43.75.

Please file the originals of the enclosed and return a date stamped copy to the undersigned.

Very truly yours,

BATTAGLIA, ROSS, DICUS & WEIN, P.A.

*April D. Harley*  
Corporate Paralegal

Enclosures

cc: Howard P. Ross, Esq.

**FILED**  
02 APR 26 PM 3:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*4/29  
ac  
n/chg*

Anthony S. Battaglia  
Howard P. Ross ‡  
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April 22, 2002

Florida Department of State  
Division of Corporations  
Attn: New Filings  
409 East Gaines Street  
Tallahassee, FL 32399

Re: Project Mentor, Inc. - Document No. N99000003882  
Amended Articles of Amendment of Project Mentor, Inc.  
Our File Number 020106

Dear Madam or Sir:

Enclosed please find the original and a copy of Amended Articles of Amendment for Project Mentor, Inc. which were returned to us for revisions. We previously sent the sum of \$43.75 for the appropriate fee.

Please file the originals of the enclosed and return a date stamped copy to the undersigned.

Very truly yours,

BATTAGLIA, ROSS, DICUS & WEIN, P.A.

*A. Hanley*  
April D. Hanley,  
Corporate Paralegal

RECEIVED  
02 APR 23 AM 10:11  
DIVISION OF CORPORATIONS

Enclosures  
cc: Howard P. Ross, Esq.



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

April 4, 2002

BATTAGLIA, ROSS ETAL  
% APRIL D. HARTLEY  
PO BOX 41100  
ST. PETERSBURG, FL 33743-1100

SUBJECT: PROJECT MENTOR, INC.  
Ref. Number: N99000003882

We have received your document for PROJECT MENTOR, INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name in the heading needs to read PROJECT MENTOR, INC.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

The capacity of the person signing the document must be typed or printed beneath or opposite the signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6908.

Anna Chesnut  
Corporate Specialist

Letter Number: 302A00019850

FILED

02 APR 26 PM 3:32

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT OF  
PROJECT MENTOR, INC.  
a Florida not-for-profit corporation**

**Document Number N99000003882**

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida not-for-profit corporation adopts the following articles of amendment to its incorporation.

FIRST: Amendment(s) adopted - The Articles of Incorporation are amended as follows:

**ARTICLE 1: NAME AND MAILING ADDRESS**

The name of this Corporation is the **Youth Empowerment Alliance, Inc.** and its principal office or mailing address is: 235 Central Ave., St. Petersburg, FL 33701.

**ARTICLE 2: CORPORATE PURPOSE**

The Corporation is organized and shall be operated exclusively for the purposes of:

2.01 Specific Purpose. The specific purpose for which this Corporation is organized is for the education of the general public, specifically children about issue of social concern, so as to enhance positive decision making throughout the United States and internationally with respect to behaviors that empower the individual.

2.02 General Purposes. The general purpose is to possess all rights, privileges and amenities, and to enjoy all of benefits and powers granted to corporations not for profit under the laws of the State of Florida, and the United States of America, not otherwise inconsistent with the specific purposes states herein.

2.03 Internal Revenue Provisions. Notwithstanding the foregoing, and to supersede the same wherein conflict, the purposes for which this Corporation is organized are exclusively charitable and educational within the meaning of Section 501 (c) (3) of the Internal Revenue code of 1986 or the corresponding provisions of any future United States Internal Revenue law.

**ARTICLE 3: RESTRICTIONS ON CORPORATE POWERS**

The Corporation shall possess all powers granted corporations for not-for-profit under the laws of the State of Florida and shall be subject to all restrictions imposed upon such corporations and in addition thereto the following restrictions shall pertain:

3.01 Net Earnings. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, trustees, officers or other private persons

except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make expenditures in furtherance of the purposes set forth in Article 2 hereof.

3.02 Activities. No substantial part of the activities of the Corporation shall include the participation or intervention in (including distribution or publication of statements) political campaigns on behalf of or in opposition to any candidate for public office, carrying on propaganda, or otherwise attempting to influence legislation (except as specifically permitted by Section 501 (h) of the Internal Revenue Code of 1986, as amended.)

3.03 Tax Code. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended.; or (ii) by corporation contributions which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law); or (iii) by a corporation organized under Part I of Chapter 617 of the Florida Statutes.

#### ARTICLE 4: DURATION OF CORPORATE EXISTENCE

The Corporation shall have perpetual existence. Corporate existence shall commence on the date of filing of the Articles.

#### ARTICLE 5: DISPOSITION OF ASSETS UPON DISSOLUTION

In the event of dissolution of the Corporation, the Board of Directors shall, after paying or making provision of the payment of all of the liabilities of the Corporation, shall dispose of all of the assets of the Corporation exclusively for such purposes and to such entities as are authorized for corporations exempt for federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended or corresponding sections of any future federal tax code, or shall be distributed to the Federal, State or Local Government for a public purpose. Any assets not so disposed of shall be disposed by Circuit Court for the County in which this principal office of the Corporation is then located exclusively for such purposes.

#### ARTICLE 6: MEMBERS

6.01 Eligibility. Membership shall be open to all natural persons over the age of 18 years who are interested in furthering the purposes of this Corporation as set forth in Article 2. Membership status shall be determined by the Board of Directors in the adoption of Bylaws and Amendments thereto from the time to time and may embrace the qualifications for active, inactive, honorary, sustaining and lifetime membership and establish membership fees therefore.

6.02 Dues. Dues for the various classes of membership shall be determined from time to time by the Board of Directors in the adoption of Bylaws and Amendments thereto or otherwise.

6.03 Meeting. Membership meetings shall be held as scheduled and notice shall be given each member in advance of such meetings as determined by the Board of Directors in the adoption of Bylaws.

#### ARTICLE 7: SUBSCRIBERS

The names and residences of the subscribers to the Articles of Incorporation who constitute the founding members of the Corporation are:

|               |                                                       |
|---------------|-------------------------------------------------------|
| Sherry Sacino | 235 Central Ave., St. Petersburg, FL 33701            |
| Ron Sacino    | 2507 Pass-A-Grille Way, Pass-A-Grille Beach, FL 33706 |
| Larry Sharer  | 100 Second Ave South, #600, St. Petersburg, FL 33701  |

#### ARTICLE 8: OFFICERS

8.01 Defined. The affairs of the Corporation shall be managed by a president, a vice president, a secretary and treasurer who shall perform the usual functions of said offices together with such additional officers as may be from time to time constituted and appointed by the Board of Directors or as may be provided in the Bylaws.

8.02 Election. Officers of the Corporation shall be elected by the Board of Directors at an annual meeting of the Board of Directors. All officers shall continue to serve until the election of their successors.

8.03 Initial. The names and addresses of the officers who are to serve until the first annual meeting of the Directors are:

| <u>OFFICER</u> | <u>TITLE</u>               | <u>ADDRESS</u>                                          |
|----------------|----------------------------|---------------------------------------------------------|
| Sherry Sacino  | President                  | 235 Central Ave.<br>St. Petersburg, FL 33701            |
| Ron Sacino     | Vice President             | 2507 Pass-A-Grille Way<br>Pass-A-Grille Beach, FL 33706 |
| Larry Sharer   | Secretary and<br>Treasurer | 100 Second Ave South, #600<br>St. Petersburg, FL 33701  |

8.04 Vacancies. Any vacancy appearing in any office prior to the first annual meeting of the Board of Directors shall be filled by action of the Board of Directors and any vacancy occurring after the first annual meeting shall be filled in accordance with the Bylaws.

#### ARTICLE 9: BOARD OF DIRECTORS

9.01 Defined. The Corporation shall be governed by a Board of Directors each of whom shall be members of the Corporation and shall be elected by the membership in the manner provided for in the Bylaws. The Board of Directors may be increased or decreased as provided in the Bylaws but in no case shall the number of Directors be less than three.

9.02 Term. Directors shall hold their offices for three (3) years or such other period as the Bylaws shall determine and shall serve until their successors are elected and qualify.

9.03 Number. The number of Directors constituting the initial Board of Directors are three (3) persons and the names and addresses of the persons who are to serve as initial Directors until the first annual meeting of the Corporation and the election and qualification of their successors are as follows:

|                        |                                              |
|------------------------|----------------------------------------------|
| Sherry Wheatley Sacino | 235 Central Ave.<br>St. Petersburg, FL 33701 |
|------------------------|----------------------------------------------|

|            |                                                         |
|------------|---------------------------------------------------------|
| Ron Sacino | 2507 Pass-A-Grille Way<br>Pass-A-Grille Beach, FL 33706 |
|------------|---------------------------------------------------------|

|              |                                                        |
|--------------|--------------------------------------------------------|
| Larry Sharer | 100 Second Ave South, #600<br>St. Petersburg, FL 33701 |
|--------------|--------------------------------------------------------|

#### ARTICLE 10: ACCEPTANCE OF GIFTS, DEVICES AND BEQUESTS; APPLICATION THEREOF

10.01 The officers of Directors of the Corporation may accept on its behalf any designated contribution, gift or devise with the general purposes of the Corporation. Where consistent with the needs of the Corporation designated contributions by donors will be accepted and designations honored as to special funds, purposes or uses. The Corporation at all times reserves all rights over, interest in and control of such contributions in the full discretion as to the ultimate expenditure or distribution of the contributions in satisfaction of any specified fund, purpose or use. The Corporation shall, at all times, have full control overall donated funds and discretion as to their use so as to ensure that all contributions will be used to carry out its purposes as set out in Article 2. In the event the Corporation shall be beneficiary of any gift, devise or bequest, subject to

conditions subsequent with respect to the administration or alienation of said property, the Corporation shall, at all times, act in a manner consistent with such conditions and the purposes to be served by such conditions.

#### ARTICLE 11: ADOPTION AND AMENDMENT OF BYLAWS

The Bylaws of the Corporation shall be adopted by the Board of Directors. The Bylaws may thereafter be amended by a two-thirds vote of the Board of Directors at any regular or special meeting thereof provided that notice of such meeting containing the text of the proposed Bylaw amendment is furnished to each Director at least five (5) days prior to such meeting.

#### ARTICLE 12: AMENDMENT OF ARTICLES OF INCORPORATION

12.01 By Directors. Amendments of the Articles of Incorporation shall be by majority vote of the Board of Directors and shall not be subject to ratification and approval.

12.02 By Members. Amendments may be proposed by any member and may be considered at the annual or any regular meeting of the membership, provided that written notice of any such amendment or amendments shall be given in writing to all members at least ten days prior to the meeting at which such amendment or amendments is or are to be considered. An amendment shall be adopted by a two-thirds vote of the members voting, a quorum being present.

#### ARTICLE 13: REGISTERED AGENT

The name and street address of the corporation's initial registered agent and his office is:

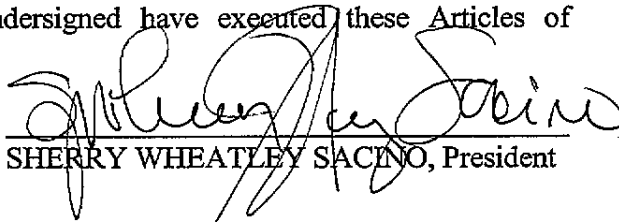
Sherry Wheatley Sacino  
235 Central Avenue  
St. Petersburg, L 33701

SECOND: The date of the amendment is March 14, 2002.

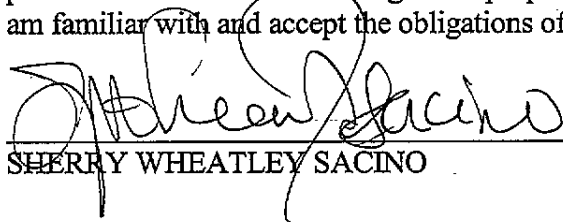
THIRD: Adoption of Amendment:

There are no members or members entitled to vote on the amendment. The amendment(s) was/were adopted by the board of directors.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Amendment the 16 day of April, 2002.

  
SHERRY WHEATLEY SACINO, President

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.

  
SHERRY WHEATLEY SACINO

4/16/02  
DATE