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TRANSMITTAL LETTER

FILED
99 JUL 19 AM 8:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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-07/19/99--01054--002
*****78.75 *****78.75

SUBJECT: YES! WE CAN, INC.
(Proposed corporate name - must include suffix)

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 of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: James R. Webb
Name (Printed or typed)

P.O. Box 7188
Boca Raton, FL 33431
Address

City, State & Zip

(561) 447-9678
Daytime Telephone number

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

ARTICLES OF INCORPORATION
OF
YES! WE CAN, INC.

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The undersigned, acting as incorporator of a corporation under the Florida Not For Profit Corporation Act, adopts the following articles of incorporation for such corporation:

ARTICLE I

The name of the corporation, hereinafter referred to as the "Corporation", is YES! WE CAN, INC.

ARTICLE II

The period of duration of the Corporation is perpetual.

ARTICLE III

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The Corporation may receive and administer funds for scientific, religious, educational, and charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and to that end, the Corporation is empowered to hold any property, or any undivided interest therein, without limitation as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-Laws of the Corporation, or any applicable laws, to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under Florida Not For Profit Corporation Act.

No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, officer of the Corporation, or any private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes, and no member, trustee, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in or intervene in, including the publication or distribution of statements, any political campaign on behalf of any candidate for public office.

Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to one or more charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended, or to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IV

The qualifications for members and the manner of their admissions shall be regulated by the by-laws.

ARTICLE V

The initial street address in the state of Florida of the initial registered office of the Corporation is 1631 N.W. 24 Terrace, Fort Lauderdale, Florida, and the name of the initial registered agent at such address is Delilah Austin.

ARTICLE VI

The principal place of business and mailing address of this corporation shall be Post Office Box 1697, Boca Raton, Florida 33429.

ARTICLE VII

The initial board of directors shall consist of at least three (3) members, who need not be residents of the state of Florida.

ARTICLE VIII

The names and addresses of the persons who shall serve as directors until the first annual meeting of members, or until their successors shall have been elected and qualified, are as follows:

Marsha Delancy	2390 N.W. 34 Road, Coconut Creek, FL 33066
Constantina Robinson	3374 N.W. 33 Ave., Lauderdale Lakes, FL 33309
Donna M. Walker	201 W. Palmetto Park Rd., Boca Raton, FL 33432
Betsy Whisman	800 Meadows Road, Boca Raton, FL 33486
Doris Carpentier	800 Meadows Road, Boca Raton, FL 33486
Cynthia Hanna	4848 N.W. 8 Ct., Plantation, FL 33311

Carol L. Clyde	E.A.U. University Center
Director of Development	777 Glades Road, Room 221
	Boca Raton, Florida 33431

ARTICLE IX

The name and address of the initial incorporator is as follows: Delilah Austin, 1631 N.W. 24 Terrace, Fort Lauderdale, Florida.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at Boca Raton, Florida on July 15, 1999.

Delilah Austin
Delilah Austin

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in the Articles of Incorporation and 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.

Dated:

July 15, 1999

Delilah Austin
Delilah Austin

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED