

19600005837

JAMES BROWN
FIRST UNION BANK BLDG.
351 SOUTH CYPRESS ROAD #100
POMPANO BEACH, FL 33060
(954) 941-1148

vis Federal Express

Air Bill No: 9050340001

1179049362

November 4, 1996

Department of State
Division of Corporation
409 E. Gaines Street
Tallahassee, FL 32399

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****131.25 ****131.25

RE: Fresh Start, Inc.

Dear Sir/Madam:

Enclosed herewith, please find enclosed, via FedEx, an original and one copy of the Articles of Incorporation and Registered Agent Designation for review and filing of record.

We enclose our check in the amount of \$131.25 for filing fee, certified copy of Articles and certificate.

Upon your review, if our remittance shall require technical or clerical corrections, your are authorized to correct the same. We are duly bound to follow the law and approved practices of your offices.

Please be kind enough to return our certified copy of the requested Articles and Certificate of Incorporation to our Office via FedEx using the pre-addressed Air Bill No: 1921033022 which payment is attached thereto.

Sincerely,

James Brown

JB:mt

Enclosures as stated

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TALLAHASSEE
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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 8, 1996

JAMES BROWN
FIRST UNION BANK BLDG.
351 S. CONGRESS ROAD #100
POMPANO BEACH, FL 33060

SUBJECT: FRESH START, INC.
Ref. Number: W96000023768

We have received your document for FRESH START, INC. and check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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 (904) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 296A00051258

**ARTICLES OF INCORPORATION
OF
FRESH START PROGRAM, INC.**

The undersigned, acting as incorporators of a corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation for such corporation.

**ARTICLE I
NAME**

The name of the corporation is FRESH START PROGRAM, INC.

**ARTICLE II
CORPORATION NOT ONE FOR PROFIT**

This corporation is not organized for profit and shall have no capital stock.

**ARTICLE III
PURPOSES**

A) FRESH START

To plan, develop and employ a fresh start for at risk children in high crime neighborhoods by establishing tutorial, educational and mentoring programs to foster leadership, character building development, and mental and physical development, especially in the areas of Leadership, Independence and Unity, Respect, Hygiene, AIDS Awareness, Responsibility, Manhood, Parenthood, Womanhood and Brotherhood, Earnings and Savings.

B) CHILD MENTORING

To recruit, enroll and assist appropriately screened at risk juveniles in a community based structured, educational and training environment and to nurture productive manhood, cultured ladies, provider fatherhood, finer womanhood and permanent and continuing spousehood.

C) ADVOCACY OF VICTIM'S RIGHTS

To develop and pursue programs and activities, which shall help diminish the economic cost of crime to the State of Florida, the United States and internationally, which continues to drain existing resources and sky rockets costs to victims, both economically and psychologically.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

D) COMMUNITY JUVENILE DELINQUENCY PREVENTION

To develop and pursue effective juvenile delinquency programs which shall prevent children from entering the juvenile justice system and also meet local community needs and have substantial community involvement and support; To develop and pursue structured and well supervised alternative educational programs for children suspended or expelled from school.

E) REAL ESTATE ACQUISITION

Surrogate parental work among the poor, the improvement of the social conditions for poor children, mutual religious improvement, the training of surrogate parents and other missionary work, and the purchase, rental, or acquisition of such real estate or the erection of such building as are necessary for the above mentioned purposes.

F) BRANCH FRESH START OFFICES

The corporation shall have the power to organize, conduct and supervise BRANCH FRESH START OFFICES throughout Florida, the United States and Internationally, which Branch offices shall have the same powers as are conferred in these articles, but shall be subject to and under the control of the Board of Directors in these articles.

G) FAMILY VALUES AND COMMUNITY INVOLVEMENT

The purpose for which this corporation is formed shall be educational, philanthropic and civic, to the end that the members shall become more efficient in their homes, broader in their sympathies, and more forceful in raising the standard of civil morality and familiihood.

H) CHRISTIAN COMMUNITY FELLOWSHIP

To encourage among the members closer personal acquaintance and a friendly spirit of mutual cooperation, and the fostering of Christian Fellowship.

A. This corporation shall not possess or exercise any power or authority either expressly, by interpretation, or by operation of law that will or might prevent it at any time from qualifying, and continuing to qualify, as a corporation described in Section 501 (c) (3) of the Internal Revenue Code 1954, as amended (hereafter sometimes referred to as "the Code"), contributions to which are deductible for federal income tax purposes, nor shall it engage directly or indirectly in any activity which might cause the loss of such qualification.

I) CHILD MENTORING

To recruit, enroll and assist appropriately screened at risk juveniles into a community based structural educational and training environment to nurture productive manhood, fatherhood and spousehood.

To develop and manage tutorial programs in character building for appropriately screened at risk juveniles.

To develop and pursue programs and activities, which shall help diminish the economic cost of crime to the State of Florida, the United States and internationally, which continues to drain existing resources and sky rockets the costs to victims, both economic and psychological.

To develop and pursue effective juvenile delinquency programs which shall prevent children from entering into the juvenile justice system and also meet local community needs and have substantial community involvement and support.

To develop and pursue structured and well supervised alternative educational programs from children suspended or expelled for school.

J) RADIO AND TELEVISION TRAINING

To engage and employ training programs for at risk children to become conversant and competent in the business of modern television and radio broadcasting, demonstrating by example and precept of how to build, own and operate A.M. and F.M. radio and television broadcasting stations, how to produce over public broadcast radio and television stations and such other stations as the cooperation may license for such purpose.

K) PRE-EMPLOYMENT COUNSELING

To add, assist, advise and counsel at risk children to properly and successfully seek employment with private enterprise and governmental agencies, to provide information, pamphlets and data relating to employment with governmental agencies and private enterprises, to print, publish, sell, and distribute periodicals, pamphlets, papers, brochures, cards, and letters relating to employment with governmental agencies and private enterprises; to make, perform and carry out contracts of every kind and description pertaining to the purpose of this corporation and for any lawful purposes necessary and expedient to those purposes with any persons, firm, association, or corporation.

L) PRINT JOURNALISM TRAINING

To engage and employ training programs for at risk children to become proficient and literate and otherwise acquire the requisite skills to excel and to carry on business as proprietors and publishers of newspapers, journals, magazines, books and other literary works and undertakings; and also to carry on business as printers, booksellers, bookbinders, papermakers, stationers, engravers, photographers, photographic printers, stereotypers, electrotypes, lithographers, machinists, and mechanical engineers, ink manufacturers, or any other business or manufacture that may seem expedient.

M) THREE "R" TRAINING

To develop and pursue effective and innovative instructive methods in a structured program to insure that at risk children shall successfully master reading, writing and arithmetic skills, which are essential for participation in Democratic capitalism.

N) ART AND THEATER TRAINING

To engage and employ training programs for at risk child to become conversant to and competent in the portrayal of skills in the arts and theater.

O) DEMOCRACY AND CAPITALISM TRAINING

To develop and pursue an efficient and productive programs, which shall engender a love of country, family and self; to instill and inculcate a keen sense of awareness for and a working utilization of the principles of Democracy and Capitalism.

ARTICLE IV TAX EXEMPT STATUS

At all times, and notwithstanding the merger, consolidation, reorganization, termination, dissolution, or winding up of this corporation, voluntary or involuntary or by operation of law.

B. No part of the assets or net earnings of this corporation shall ever be used, nor shall this corporation ever be organized or operated, for purposes that are not exclusively religious, charitable, scientific, literary, or educational within the meaning of Section 501 (c) (3) of the code.

C. This corporation shall never be operated for the primary purpose of carrying on a trade or business profit.

D. No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation; nor shall it participate or intervene in any manner, or to any extent, in any political campaign on behalf of any candidate for public office, whether by publishing or distributing statements, or otherwise.

E. At no time shall this corporation engage in any activities which are unlawful under the laws of the United States of America, the State of Florida or any other jurisdiction where its activities are carried on; nor shall it engage in any transaction defined at the time as prohibited under the Internal Revenue Code of 1954.

F. No compensation, loan or other payment shall be paid or made to any officer, director, incorporator of this corporation, or substantial contributor to it, unless such payment is permissible under paragraph H of this article and except as a reasonable compensation for services rendered and/or as a reasonable allowance for authorized expenditures incurred on behalf of this corporation; and no part of the assets or net earnings, current or accumulated, of this corporation shall ever be distributed to or divided among any such person or persons, or inure to be used for, accrue to the benefit of any such person or private individual (pursuant to the prohibition contained in Section 501 (c) (3) of the Code).

G. No solicitation of contributions to this corporation shall be made, and no gift, bequests or devise to this corporation shall be accepted, upon any condition or limitation which, in the opinion of the corporation, may cause the corporation to lose its exemption from payment of federal income taxes.

H. Notwithstanding any other provision of these articles, if at any time or times the corporation shall be a "private foundation" as defined in section 509 of the code, then during such time or times the corporation shall distribute its income for each taxable year at such time and such manner as not to subject the corporation to tax under Section 4942 of the code; shall not engage in any act of self-dealing, as denied in Section 4941 (d) of the code; shall not retain any excess business holding as defined in Section 4943 (c) of the Code; shall not make any investments in any manner as to subject the corporation to tax under Section 4944 of the Code; and shall not make any taxable expenditure as denied in Section 4945 (d) of the Code.

1. Upon the termination, dissolution, or winding up of this corporation in any manner or for any reason, its assets, if any, remaining after payment (or provision for payment) for all liabilities of the corporation, shall be distributed to, and only to, one or more organizations described in Section 501 (c) (3) of the Code, and such organization or organizations shall not be "private foundations" within the meaning of the Internal Revenue Code and shall be "publicly supported" within the meaning of the Code.

2. Any references herein to any provision of the Internal Revenue Code 1954 shall be deemed to mean such provision as now or hereafter existing, amended, supplemented, or superseded, as the case may be.

ARTICLE V BOARD OF DIRECTORS

A. The management of this corporation shall be vested in a board of not less than three nor more than twenty-one directors chosen by ballot from the active members, which shall organize departments and branches, and shall have supervision of all work of the corporation and shall make all contracts and leases.

B. One-third of the board of directors shall be elected by ballot, cast by the active members of the association, at each annual meeting to serve for a period of three years. The board shall have the power to fill any vacancy occurring in the interim of annual meetings. After the establishing of more than three (3) Branch Offices, not more than one-third of the board of directors shall be members of any one Branch Offices.

C. The control and management of the affairs of this corporation shall be vested in a board of directors or not less than three not more than twenty-five and the names of those selected to serve beginning with the incorporation of this corporation and until their successors shall be chosen. The board of directors shall be elected at a regular annual meeting of the directors which shall be held at such place within the state of Florida as shall be determined by the board of directors each year commencing with the year 1997 a date selected by the board of Directors, and each director shall hold office for a term of three years or until his or her successor is elected and qualified.

The Board of Directors shall have the right to increase and decrease within the limits above set forth the number of directors of the corporation and shall have the right to fill any vacancy in the board of directors in the manner provided in the bylaws. The board of directors shall have full power to adopt, alter and amend bylaws and to make proper rules and regulation for the transaction of the affairs of the corporation and to elect all officer designated.

The Board of Directors shall elect a president, one or more vice presidents, a secretary and treasurer, any two of which offices other than the office of president and vice president and secretary may be held by one person. The time and method of electing such officers and the length of the term of their office shall be fixed in the bylaws. The president and vice president elected shall be members of the board of directors, but the secretary and treasurer need not be members of the board of directors. In addition, the Board of Directors may engage the services of such other employees, included but not limited to, an executive secretary and or managing director as may from time to time be deemed necessary or advisable for the objects and purposes of the corporation.

The Board of Directors may appoint an executive committee which shall possess and may exercise the powers of the board of directors in the management and direction of the affairs of the corporation during the intervals between meetings of the board of directors.

ARTICLE VI MEMBERSHIP IN CORPORATION

The members of this corporation shall consist of the persons names as incorporators and such other persons as from time to time may become members in the manner provided by the bylaws.

ARTICLE VII VOTING RIGHTS

The voting power and the property rights and interests of all members shall be equal. Each membership shall be entitled to one vote on any and all questions coming before the members. Every member of the corporation is entitled to vote at any meeting of the membership members may be represented and vote by proxy.

Members may have one vote for each membership held by him or her.

ARTICLE VIII FORFEITURE

A. Any member who shall fail to comply with the requirements of bylaws or rules and regulations made pursuant to bylaws shall, if the board of directors by majority vote so determine, forfeit his or her membership and any and all rights and interest in this corporation and its property.

B. Any person ceasing to be a member, whether voluntarily or by exclusion or by death, shall forfeit all rights and privileges of membership and all rights and claim in and to property of the corporation, and all his or her interest in such property shall vest in the corporation absolutely.

C. Any person ceasing to be a member, whether voluntarily or by expulsion or by death, shall forfeit all rights and privileges of membership and all rights and claim in and to the property of the corporation, and all his or her interest in such property shall vest in the corporation absolutely.

ARTICLE IX NON-POLITICAL

The corporation shall not engage nor shall any of its funds, property or income be used in carrying on propaganda or otherwise attempting to influence legislation, nor shall any of its funds, property or income be contributed to any undertaking, a substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation.

ARTICLE X INITIAL REGISTERED OFFICE AND AGENT AND MAILING ADDRESS

The street address and city of the initial registered office of the corporation is 2840 Somerset Drive, M-214, Lauderdale Lakes, Florida 33311 and the name of its initial registered agent is BRIAN LUCAS and the mailing address of this corporation is Post Office Box 190241, Fort Lauderdale, Florida 33319-0241.

ARTICLE XI INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of the corporation is five, and the names and addresses of the persons who are to serve as the initial directors are:

BRIAN LUCAS	2840 Somerset Drive, M-214, Lauderdale Lakes, FL 33311
GLENN HOLCOMB	2840 S.W. 14th Street, #18, Boynton Beach, FL 33426
MERIAN TERRY	12340 West Golf Drive, Miami, Fl 33167
GLADYS WRIGHT	3751 N.W. 8th Place, Ft. lauderdale, FL 33311
TONY CATALDI	10671 N.W. 47th Court, Coral Springs, FL 33076

ARTICLE XII

OFFICERS

The Initial officers of the corporation

PRESIDENT - BRIAN LUCAS: 2840 Somerset Drive, M-214,
Lauderdale Lakes, FL 33068

VICE PRESIDENT - GLENN HOLCOMB: 2840 S.W. 14th Street, #18,
Boynton Beach, FL 33426

SECRETARY - MERIAN TERRY: 12340 West Gold Drive,
Miami, FL 33179

TREASURER - GLADYS WRIGHT: 3751 N.W. 8th Place,
Ft. Lauderdale, Fl 33311

ARTICLE XIII

DISSOLUTION

In event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State or Local Government for exclusive public purpose.

ARTICLE XIV INCORPORATORS

The name and address of each incorporator is:

PRESIDENT	- BRIAN LUCAS:	2840 Somerset Drive, M-214, Lauderdale Lakes, FL 33068
VICE PRESIDENT	- GLENN HOLCOMB:	2840 S.W. 14th Street, #18, Boynton Beach, FL 33426
SECRETARY	- MERIAN TERRY:	12340 West Gold Drive, Miami, FL 33179
TREASURER	- GLADYS WRIGHT:	3751 N.W. 8th Place, Ft. Lauderdale, Fl 33311

ARTICLE XV
AMENDMENT OF BY-LAWS

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, concerning corporate action that must be

authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, whether by a resolution of the Board Directors, or by following the procedure set forth therefor in the By-Laws.

ARTICLE XVI
AMENDMENT OF ARTICLES

Amendments to these Article of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-Laws of this corporation.

The undersigned incorporator has executed these Articles of Incorporation this 29 day of Oct., 1996.

Signature of Incorporators:

Brian Lucas
BRIAN LUCAS.

Glenn Holcomb
GLENN HOLCOMB

Merian Terry
MERIAN TERRY

Gladys Wright
GLADYS WRIGHT

Tony Cataldi
TONY CATALDI

BEFORE ME the undersigned authority, personally appeared BRIAN LUCAS, who produced a Florida Driver's license, GLENN HOLCOMB, who presented a Florida Driver's license, MERIAN TERRY, who presented a Florida Driver's licence, GLADYS WRIGHT, who presented a Florida Driver's license, TONY CATALDI, who presented a Florida Driver's license.

WITNESS my hand and official seal in the aforesaid county and state, this 29 day of October, 1996.

Shirley Wilcher
NOTARY PUBLIC, STATE OF FLORIDA AT LARGE



SHIRLEY WILCHER
COMMISSION #CC348712
EXPIRES MAR 15, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.

My Commission Expires:

March 15, 1998

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISION FOR SECTION 607.0501, 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: FRESH START PROGRAM, INC.
2. The name and address of the registered agent and office is:

BRIAN LUCAS
Name

2840 SOMERSET DRIVE, # M 214
Address (PO Box Not acceptable)

LAUDERDALE LAKES, FLORIDA 33311
City, State, Zip Code

Having been named to accept service of process for the above
state corporation, at the place designated in this certificate, I
hereby agree to act in this capacity, and I further agree to comply
with the provisions of all statutes relative to the proper and
complete performance of my duties.

DATED: October, 1996


BRIAN LUCAS

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TALLAHASSEE FLORIDA

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