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To:

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From:

Account Name : CUMMINGS & LOCKWOOD
Account Number : 102336001100
Phone : (239) 649-3186
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FLORIDA/FOREIGN LIMITED LIABILITY CO.

CHARITY FOR CHANGE, LLC

Certificate of Status	0
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J. BRYAN

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EXAMINER

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**ARTICLES OF ORGANIZATION
OF
CHARITY FOR CHANGE, LLC**

**Article I.
Name**

The name of the limited liability company is: **CHARITY FOR CHANGE, LLC** (the "Company").

**Article II.
Address**

The mailing address and street address of the principal office is:

**Karen Conley, Manager
Charity for Change, LLC
206 Ridge Drive
Naples, Florida 34108**

**Article III.
Duration**

The period of duration for the Company is perpetual.

**Article IV.
Exempt Nature of Activities and Purposes**

The Company is organized and shall be operated exclusively for religious, charitable, scientific, literary, and/or educational purposes, each within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and corresponding provisions of any subsequent federal tax laws (the "Code") and the federal income tax regulations thereunder (the "Company's Exempt Purposes"). The nature of the Company's activities shall be to undertake or support, directly or indirectly, such projects, programs, services, and activities, at such times and in such places, within or without the United States of America, as the Member (as defined in Article VII) determines are appropriate to carry out, promote, or further the Company's Exempt Purposes. It is intended that the Company shall qualify for recognition, separate from the Member, as an organization that is exempt

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from federal income tax under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, and to which transfers may be made that are deductible for federal income, gift, and estate tax purposes by residents and citizens of the United States of America (a "Qualified Charitable Organization").

Article V.
Registered Office and Agent

The name and the Florida street address of the registered agent are:

CLASP Inc.
3001 Tamiami Trail North, 4th Floor
Naples, Florida 34103

Having been named as registered agent and to accept service of process for the above stated limited liability company 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 as provided for in Chapter 608, F.S.

CLASP Inc.
Registered Agent


Robert L. Lancaster, Vice President

Article VI.
Not-for-profit Company

The Company is not-for-profit and shall not make distributions except to the Member or, if the Member is not then a Qualified Charitable Organization, in accordance with the provisions of the Article of these Articles of Organization entitled "Liquidation and Dissolution."

No Membership Interest in the Company shall be transferred, directly or indirectly, to any person or entity, other than a Qualified Charitable Organization, a governmental unit or wholly-owned instrumentality of a state or political subdivision thereof (a "Qualified Organization").

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No assets of the Company shall be transferred to any person or entity, other than a Qualified Organization, except in an exchange for fair market value.

All amendments to the Company's Articles of Organization or Operating Agreement shall be consistent with the Company's Exempt Purposes.

The Company shall not merge or consolidate with, or convert into, an entity that is not a Qualified Charitable Organization.

Article VII.
Management

The company is to be managed by one Manager or more Managers who need not be Members, and is, therefore, a Manager-managed company.

Article VIII.
Membership and Transfers

All Members of the Company shall be Qualified Organizations. The initial Member of the Company is **THE SECOND CHANCE FOUNDATION**, a charitable trust (the "Member").

If a Member ceases to be a Qualified Organization, the Member shall, within a reasonable period of time established by the Managers (but in no event longer than ninety (90) days), commencing upon the date the Member ceased to be a Qualified Organization, sell to the other Members, if any, upon a pro rata basis, such Member's Membership Interest. The purchase price for a Membership Interest shall be the fair market value of the Membership Interest. The other terms and conditions of such sale, if any, shall be as provided in the Operating Agreement for the Company.

Article IX.
Managers' and Member's Authority

Subject to the condition that no power or discretion shall be exercised by the Managers or the Member in any manner or for any purpose that is not consistent with the Company's Exempt Purposes and its ability to qualify for recognition as a separate Qualified Charitable Organization, but without otherwise limiting the powers conferred upon the Managers or the Member by law, the Managers and the Member are authorized to engage in any lawful act or activity that is consistent with the Company's Exempt Purposes and its ability to qualify for recognition as a separate Qualified Charitable Organization, and to do everything necessary, suitable, convenient, or proper for, in connection with, or incident to the promotion, furtherance, or accomplishment of any of

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the Company's Exempt Purposes or designed, directly or indirectly, to promote the interests of the Company. The Member shall expeditiously and vigorously enforce its rights in and to the Company and the Company's assets, and shall pursue all legal and equitable remedies to protect its interests in the Company.

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Article X.

Liquidation or Dissolution

In the event the Company has no Members that are Qualified Organizations, the Company shall be dissolved and its affairs wound up.

In the event of the liquidation or dissolution of the Company, whether voluntary or involuntary, no Manager, officer, or any other private individual or entity shall be entitled to any distribution or division of the Company's remaining assets or proceeds, except as provided by law. Upon the winding up and dissolution of the Company, after paying or adequately providing for the payment of the debts and obligations of the Company, the remaining assets shall be distributed to the Member, or, if the Member is not then a Qualified Charitable Organization, in such shares, in such manner, and exclusively for such of the Company's Exempt Purposes (including by distribution to or for the use of one or more Qualified Charitable Organizations described in Section 507(b)(1)(A) of the Code) as the Managers in their sole discretion determine. Any assets not so disposed of shall be disposed of by the Circuit Court of the Judicial Circuit in which the principal office of the Company is then located (or any court of competent jurisdiction if the principal office of the Company is then located outside the State of Florida), exclusively for such of the Company's Exempt Purposes or to such one or more Qualified Charitable Organizations having similar charitable purposes as the court shall determine.

Article XI.

Limitation on Agency Authority of Members

Pursuant to Section 608.42335, Florida Statutes, no Member of the Company shall be an agent of the Company for the purpose of its business solely by virtue of being a Member, and no Member may bind the Company by taking any action solely by virtue of being a Member.

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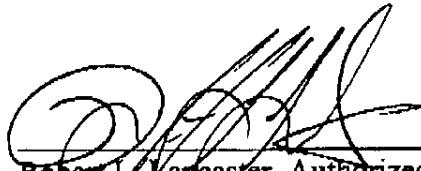
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Article XII.**Written Operating Agreement**

Any Operating Agreement entered into by the Member and the Company, and any amendments or restatements thereof, shall be in writing. No oral agreement among any of the Member or Managers of the Company shall be deemed or construed to constitute any portion of, or otherwise affect the interpretation of, any written Operating Agreement of the Company, as amended and in existence from time to time.

Dated this 7th day of March, 2008.

By:


Robert L. Lancaster, Authorized Agent

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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