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Florida Department of State

Division of Corporations

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FLORIDA NON-PROFIT CORPORATION

Make A Difference Now, Inc.

Certificate of Status	1
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ARTICLES OF INCORPORATION
OF
MAKE A DIFFERENCE NOW, INC.
(NOT FOR PROFIT)

The undersigned person, acting as incorporator of a corporation not for profit under the laws of the State of Florida, adopts the following Articles of Incorporation pursuant to Section 617.0202 of the Florida Not for Profit Corporation Act:

ARTICLE ONE

The name of the corporation is MAKE A DIFFERENCE NOW, INC. The principal address of the business is 7763 Barberry Drive, Orlando, Florida 32835.

ARTICLE TWO

The corporation is to exist perpetually or until sooner dissolved according to law. The corporate existence shall commence upon filing with the Secretary of State.

ARTICLE THREE

The purposes for which the corporation is organized are:

(a) The specific and primary purposes for which this corporation is formed is to raise direct public support for community-based charitable organizations that are exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 and to create community awareness of such exempt organizations and the education of the public as to how they can participate in furtherance of such exempt organizations.

(b) The purposes for which this corporation is formed are to operate exclusively for such religious, charitable, scientific, literary and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

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(c) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

(d) Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on (a) by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law; or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE FOUR

The corporation shall not have members.

ARTICLE FIVE

The street address of the initial registered office of this corporation is 7763 Barberry Drive, Orlando, Florida 32835, and the name of the initial registered agent of this corporation at that address is Larry Yawt.

ARTICLE SIX

The name and residence of the incorporator to these Articles is:

Name	Address
Larry Yawt	7763 Barberry Drive Orlando, Florida 32835

ARTICLE SEVEN

Section 1: The business affairs of this corporation shall be managed by the Board of Directors, which board shall include the President and Vice President of the corporation. This corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time, by the By-laws, but shall never be less than three.

Section 2: The Board of Directors shall be elected and hold office in accordance with the By-laws.

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Section 3: The names and addresses of the persons who are to serve as directors for the ensuing year, or until their successor shall have been elected and qualified, are:

Name	Address
Larry Yawt	7763 Barberry Drive Orlando, Florida 32835
Karen Yawt	7763 Barberry Drive Orlando, Florida 32835
Paul Yawt, Jr.	4371 N.E. 13 Terrace Oakland Park, Florida 33334

ARTICLE EIGHT

Section 1: The Board of Directors of this corporation may provide such By-laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 2: Upon proper notice the By-laws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

ARTICLE NINE

These Articles of Incorporation may be amended at a special meeting called by a majority of the Directors for that purpose. A majority vote of the Directors shall be entitled to call such a meeting.

ARTICLE TEN

No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this corporation and in the event of dissolution, all of its assets remaining after payment of all costs and expenses of such dissolution will be distributed 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 1986 or correspondence sections of any prior or future law, or to the Federal, State, or Local Government for exclusive public purpose and none of the assets shall be distributed to any officer or director of this corporation.

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ARTICLE ELEVEN

The corporation shall have all powers granted corporations not for profit under the laws of the State of Florida. However, notwithstanding anything herein to the contrary, the corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in the subsection of Section 501(c)(3) of the Internal Revenue Code of 1986 under which the corporation chooses to qualify for exemption, as the same now exists, or as it may be amended from time to time.

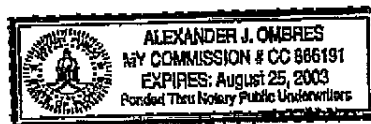
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 27 day of February, 2001.


LARRY YAWT

STATE OF FLORIDA
COUNTY OF ORANGE

I hereby certify that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared LARRY YAWT, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, and an oath was taken. Said person was personally known to me or produced _____ as identification.

Witness my hand and official seal in the County and State last aforesaid this 27th day of February, 2001.


Notary Public
My Commission Expires:

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CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED
MAKE A DIFFERENCE NOW, INC.

In compliance with the Business Corporation Act of Florida, the following is submitted:

1. The name of the corporation is: MAKE A DIFFERENCE NOW, INC.
2. The name and address of the registered agent is: 7763 Barberry Drive, Orlando, ,
Florida 32835.

Having been named to accept service of process 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, and I accept the duties and obligations of a Registered Agent under the Business Corporation Act of Florida.

Dated this 27 day of February, 2001.


LARRY YAWT
Registered Agent

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