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CORPORATIONS
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10-58-01
4-28-03



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

April 1, 2003

ALPHONSO S. MILLIGAN, ESQ.
P. O. BOX 3254
W. PALM BCH, FL 33402-3254

SUBJECT: MAKE A DIFFERENCE FLORIDA, INC.
Ref. Number: W03000009266

We have received your document for MAKE A DIFFERENCE FLORIDA, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(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.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of 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) 245-6995.

Wanda Cunningham
Document Specialist
New Filings Section

Letter Number: 103A00019634

Milligan & Associates, P.A.

Mailing Address:
P.O. Box 3254
West Palm Beach, Florida 33402-3254

Telephone: 561.804.9866
Facsimile: 561.683.7783

21 April 2003

Wanda Cunningham, Document Specialist
New Filings Section
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Number: W03000009266
Articles of Incorporation
Make A Difference South Florida, Inc.

Dear Ms. Cunningham:

We have enclosed the Articles of Incorporation for the above referenced corporation. The name has been changed as directed. Also, we understand that the filing fee is currently being held in the amount of \$78.75.

We did call your office to determine if the revised name would be acceptable and we were advised that the new name is distinguishable from the corporation presently on file. Please forward a copy of the certificate of status and copy of filed articles.

Please forward the acknowledgements to:

Alphonso S. Milligan, Esquire
Milligan & Associates, P.A.
P.O. Box 3254
West Palm Beach, Florida 33402-3254

If you have any questions or if additional information is needed, please contact the undersigned directly at 561.722.4599.

Sincerely,


Alphonso S. Milligan, Esquire

enclosure

ARTICLES OF INCORPORATION

OF

Make A Difference South Florida, Inc.

THE UNDERSIGNED, as the incorporator and on behalf of a not-for-profit, non-stock Corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I – NAME AND ADDRESS

Section 1.1. The name, mailing and street address of this Corporation is Make A Difference South Florida, Inc., (the "Corporation") 333 Kelsey Park Circle, Palm Beach Gardens, Florida 33410.

ARTICLE II – PURPOSE

Section 2.1. The purpose for which this Corporation is organized is for transacting any and all lawful business for which corporations may be incorporated under the Florida Not for Profit Corporation Act and to distribute the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary or educational purposes, either directly or by the contributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto, as they now exist or as they may hereafter be amended.

Section 2.2. The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which a corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any of such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes or organizations set forth in Section 501 (c)(3) of the Internal Revenue Code of 1986 and the regulations thereunder as the same now exist or as they hereinafter amended from time to time.

ARTICLE III – DURATION

Section 3.1. The duration of this Corporation shall be perpetual.

ARTICLE IV – NON-STOCK CORPORATION

Section 4.1. The Corporation shall be organized on a non-stock basis under the Florida Not for Profit Corporation Act.

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ARTICLE V – REGISTERED OFFICE AND AGENT

Section 5.1 – The address of the registered office is Suite 6, 2580 Metrocentre Boulevard, West Palm Beach, Florida 33407 and the name of the Registered Agent at that address is Alphonso S. Milligan, Esquire.

ARTICLE VI – DIRECTORS

Section 6.1 – The affairs of the Corporation shall be governed by a Board of Directors (hereinafter referred to as the “Board”), subject to the restrictions that, except as specifically set forth to the contrary in the Bylaws, the exercise of any powers or actions of the Board shall require approval thereof by a majority vote of the Board present at a meeting at which a quorum of no less than three (3) Directors are present. The affirmative vote of any two (2) Directors shall be necessary for all corporate action requiring a vote of the Board, including, but not limited to the following:

6.1.1. Approval of charitable gifts, transfers, distributions and grants by the Corporation to other entities;

6.1.2. Adoption of an amendment to the Articles of Incorporation or the Bylaws;

6.1.3. Organization of a subsidiary or affiliate by the Corporation;

6.1.4. Approval of any merger, consolidation or sale or other transfer of all or a substantial part of the assets of the Corporation.

Section 6.2. The Initial Board of Directors shall consist of the following members elected in accordance with this Section 6.2 and the Bylaws:

Mark S. Coppock
333 Kelsey Park Circle
Palm Beach Gardens, Florida 33410

Alphonso S. Milligan
P.O. Box 3254
West Palm Beach, Florida 33402-3254

Betsy Howard
P.O. Box 701
Palm Beach, Florida 33480

Craig U. Kahle
Suite 16, 1501 Presidential Way
West Palm Beach, Florida 33401

ARTICLE VII – PROHIBITED ACTIVITIES

Section 7.1. 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 by directors and to make payments and distributions in furtherance of the purposes set for in Article II hereof.

Section 7.2. 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 publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 7.3. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or by (b) by a Corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 7.4. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 7.5. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 7.6. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 7.7. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 7.8. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE VIII – DISSOLUTION

Section 8.1. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed 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 a Court of competent jurisdiction 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 IX – MEMBERS

Section 9.1. This Corporation shall have a membership consisting of the Board of Directors of the Corporation serving from time to time.

ARTICLE X – AMENDMENT

Section 10.1. These Articles of Incorporation may be amended in the manner and with the vote provided by law.

ARTICLE XI – BYLAWS

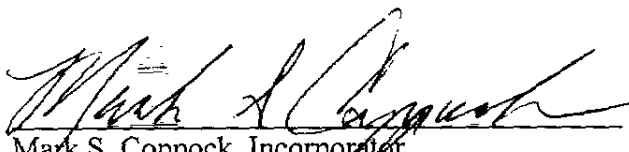
Section 11.1. The Board of Directors of this Corporation shall adopt Bylaws for the government of this Corporation, which shall be subordinate only to the Articles of Incorporation and the laws of the United States and the State of Florida. The Bylaws may be amended from time to time by the Board of Directors.

ARTICLE XII – INCORPORATOR

Section 12.1. The name and address of the person signing these Articles is:

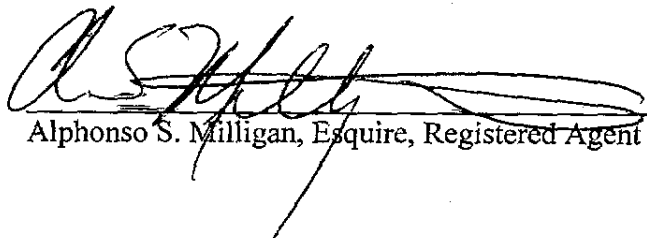
Mark S. Coppock
333 Kelsey Park Circle
Palm Beach Gardens, Florida 33410

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 18 day of April 2003.


Mark S. Coppock, Incorporator

CERTIFICATE ACCEPTING APPOINTMENT FOR THE SERVICE OF PROCESS
WITHIN THE STATE

Having been named as Registered Agent and to accept Service of Process for the above stated Corporation at the place designated in these Articles, 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.


Alphonso S. Milligan, Esquire, Registered Agent

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DIVISION OF CORPORATIONS
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State of Florida)
) ss.
County of Palm Beach)

BEFORE ME, a Notary Public authorized to take acknowledgements in the state and county set forth above, appeared Alphonso S. Milligan, who

☒ is personally known to me or

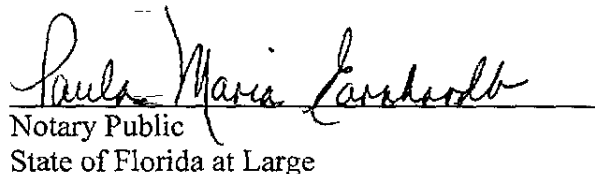
☐ produced a (n) _____ as identification,

who did/did not take an oath and who executed the foregoing Articles of Incorporation before me.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid this 21 day of APRIL, 2003.



Paula Maria Earnhardt
My Commission DD109389
Expires April 15, 2006


Notary Public
State of Florida at Large

My commission expires: 4/15/06