

Division of Corporations

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DIVISION OF CORPORATIONS

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Florida Department of State
Division of Corporations
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From:

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FLORIDA NON-PROFIT CORPORATION

A Chance For Change Inc.

Certificate of Status	1
Certified Copy	0
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ARTICLES OF INCORPORATION

The undersigned, acting as incorporator(s) of a corporation pursuant to chapter 617, Florida Statutes, do hereby adopt(s) the following Articles of Incorporation:

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ARTICLE I NAME

The name of the corporation shall be:

A Chance For Change Inc.

ARTICLE II PRINCIPAL

Principal place of business and mailing address

The principal place of business and mailing address of this corporation shall be:

A Chance For Change Inc.

166 N.W. 68 Terrace
Miami, FL 33150

ARTICLE III PURPOSE(S)

A Chance For Change Inc. will be a non-profit community-based organization, looking to specialize in providing services for children entering the foster care system as well as charitable and educational purposes for all communities. A Chance For Change Inc. will provide all the necessary services to stabilize the care of foster children and all communities in need of services.

Said organization 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.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distributions of statements) and political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of this document, the organization shall not carry on any other 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, or corresponding section of any future tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or 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 disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization of organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

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ARTICLE IV

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Manner of election of directors

The manner in which the directors are elected or appointed is as follows:

The Method of election of directors are to be stated in the bylaws.

ARTICLES V

Initial Directors/Officers

The names and street addresses of the Directors/Officers: (OPTIONAL)

Sonya Kemp-Donald- 166 N.W. 68 Terrace, Miami, FL 33150 - President
Angela Watson- 3990 Parker Place, Cincinnati, OH 45217 - Vice President
Maurice Donald- 511 NW 49 Street, Miami, FL 33127 - Secretary
Gail Evans- 166 N.W. 68 Terrace, Miami, FL 33150 - Treasurer

ARTICLES VI

Initial registered agent and street address

The name and the street address of the initial registered agent is:

Sonya Kemp-Donald
166 N.W. 68 Terrace
Miami, FL 33150

ARTICLES VII

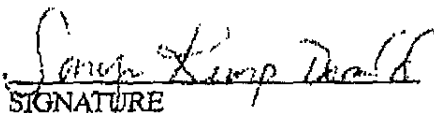
Incorporators

The name(s) and the street address(es) of the Incorporator(s) for these articles of Incorporation is (are):

Sonya Kemp-Donald
166 N.W. 68 Terrace
Miami, FL 33150

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

4th day of October 2005.


SIGNATURE

Sonya Kemp-Donald
Incorporator

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CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN THE DESIGNATING THE REGISTERED OFFICE/AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: **A Chance For Change Inc.**

2. The name and address of the registered agent and office is:

Sonya Kemp-Donald

Name

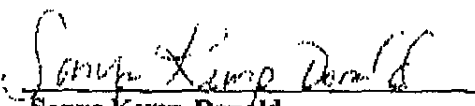
166 N.W. 68 Terrace

(P.O. Box or Mail Drop Box NOT Acceptable)

Miami, FL 33150

(City / State / Zip)

Having been named as registered agent and to accept service of process for the above stated corporation 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 the statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.


Sonya Kemp-Donald
Signature

October 4, 2005
(Date)

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