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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch SEP 27 2006



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 432824 7550168

AUTHORIZATION :

COST LIMIT : \$ 10,000

[Handwritten signature]

ORDER DATE : September 26, 2006

ORDER TIME : 10:46 AM

ORDER NO. : 432824-001

CUSTOMER NO: 7550168

DOMESTIC FILING

NAME: WHAT WE COULD BE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Pollye Janisse - EXT. 2954

EXAMINER'S INITIALS: _____

ARTICLES OF INCORPORATION
In Compliance with Chapter 617, F.S., (Not for Profit)

FILED
2006 SEP 26 PM 4:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation shall be:

WHAT WE COULD BE, INC.

ARTICLE II PRINCIPAL OFFICE

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

The WWCB House
422 E. FOREST Avenue
Tampa, FL 33602

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

Educational Coaching and Mentoring for Children and Teens of Color

(See Attached 501c3 Language)

ARTICLE IV MANNER OF ELECTION

The manner in which the directors are elected or appointed:

Election of New Directors or Election of Current Directors to a second term will occur as the first item of business at the annual meeting of the Board Corporation. Directors will be elected by a majority vote of the current directors.

ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS

List name(s), address(es) and specific title(s):

JEANNETTE M. BRADLEY 422 E. FOREST AVENUE
TAMPA FL 33602

JASON MIMS 422 E. FOREST AVENUE
TAMPA FL 33602

ILLA KENNEDY 422 E. FOREST AVENUE
TAMPA FL 33602

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Corporation Service Company, 1201 Hays Street, Tallahassee, FL 32301

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

JEANNETTE M. BRADLEY 422 E. FOREST AVENUE
TAMPA FL 33602

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Corporation Service Company

Heather Chapman
as its agent

By:

Heather Chapman
Signature/Registered Agent

9/26/06
Date

Jeannette M. Bradley
Signature/Incorporator

JEANNETTE M. BRADLEY

9/18/06
Date

ARTICLE III cont.

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 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 and to make payments and distributions in furtherance of the purposes set forth in the purpose clause of the certificate of incorporation. 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 any candidate for public office. Notwithstanding any other provision of this certificate, 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 of 1986, as amended (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, as amended, (or the corresponding provision of any future United States Internal Revenue Law).

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 or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.