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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12/31/07
SPT

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Chances for Children Foundation, Inc.
(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Melinda Highley Rockwell
Name (Printed or typed)

11355 Pond View Drive Suite D103
Address

Wellington, Florida 33414
City, State & Zip

(561) 689-1220
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
CHANCES FOR CHILDREN FOUNDATION, INC.**

The undersigned incorporator, for the purpose of forming a Corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I: NAME

The name of the Corporation is:

Chances for Children Foundation, Inc.

ARTICLE II: PRINICPAL OFFICE

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

11355 Pond View Drive
Suite D103
Palm Beach Polo
Wellington, Florida 33414

ARTICLE III: PURPOSE(S)

The specific purpose(s) for which the Corporation is organized is (are): This Corporation is a not-for-profit corporation organized under Chapter 617, Fla. Statutes. The purpose of this Corporation is to exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations. The Corporation shall not engage in any action which is not permitted to be carried on by nonprofit corporations under the Internal Revenue Code and no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its member, directors, or officers; but the Corporation shall be authorized and empowered to pay reasonable compensation to these people for services rendered, and to make payment and distribution in furtherance of its stated purposes. Said Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of distributions to organizations under Section 501(c)(3) of the Internal Revenue Code, (or the corresponding section of any future tax code).

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TALLAHASSEE, FLORIDA

ARTICLE IV: DIRECTORS

The Board of Directors will be elected or appointed in accordance with the bylaws. The initial Board of Directors only until the first meeting shall have one member whose name and address is:

Melinda Highley Rockwell	11355 Pond View Drive Suite D103 Palm Beach Polo Wellington, Florida 33414
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ARTICLE V: OFFICERS

The name and address of the initial officer of the Corporation for filing is as follows:

President, Secretary, and Treasurer Melinda Highley Rockwell	11355 Pond View Drive Suite D103 Palm Beach Polo Wellington, Florida 33414
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ARTICLE VI: REGISTERED AGENT AND STREET ADDRESS:

Craig U. Kahle CPA	1501 Presidential Drive Suite 16 West Palm Beach, Florida 33401
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ARTICLE VII: INCORPORATOR

The name and address of the incorporator is:

Melinda Highley Rockwell	11355 Pond View Drive Suite D103 Palm Beach Polo Wellington, Florida 33414
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ARTICLE VIII

Any person committed to the specific and primary purpose stated herein, upon the approval of the Board of Directors, shall be eligible for membership in this Corporation.

ARTICLE IX

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, any public campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal and State income taxes under Section 501(c)(3) of the Internal Revenue Code of 1954.

ARTICLE X

The Board of Directors shall have the power to make, alter or rescind the By-Laws of the Corporation by the affirmative vote of a majority of the Directors at any meeting called pursuant to the By-Laws.

ARTICLE XI

The Board of Directors shall have the power to amend these Articles of Incorporation by the affirmative vote of a majority of the Directors, provided that such action be undertaken in pursuant to the By-Laws of the Corporation or in accordance with the laws of the State of Florida.

ARTICLE XII

The Corporation is formed solely for charitable purposes. The Corporation is not engaged, nor shall it be operated for the primary purpose of generating pecuniary gain or profit, and it will not distribute any gains, profit or dividends to the Members thereof, or to any individual, except that the Corporation for services rendered and to make payments and distributions in furtherance of its specific and primary purposes. The property, assets, profits, and net income of the Corporation are irrevocably dedicated to charitable purposes, and no part of the profit or net income of the Corporation shall inure to be the benefit of any Director, Officer, or Member or to the benefit of any individual.

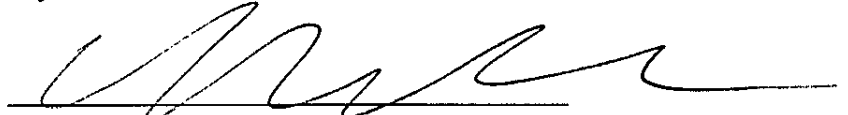
ARTICLE XIII

Upon winding up and dissolution of the Corporation, the remaining assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Sections 501(c)(3) of the Internal Revenue Code, (or the correspondence section of any future tax code). Or shall be distributed to the Federal Government or to a State or Local government for public purpose.

ARTICLE XIV

Any person, their heir, executor or assign make or threaten to make a party to any action, suite or proceeding by reason of the fact that he or she is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and liability and the reasonable expense, including attorney's fee and disbursement incurred by him or her in connection with any appearance therein, except in relation to matters as to which shall be judged in such action, suit or proceeding that such Director or Officer is liable of negligence or misconduct in the performance of his or her duties. Such right of indemnification shall not be deemed exclusive of any other right to which such Director or Officer may be entitled apart from the Article.

The undersigned incorporator has executed these Articles of Incorporation on this day of December, 2007.



Melinda Highley Rockwell

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TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for the forgoing Articles of Incorporation, I hereby agree to accept service of process for said Corporation and to comply with any and all Statutes relative to the complete and proper performance of the duties of the registered agent.



Craig U. Kahle CPA