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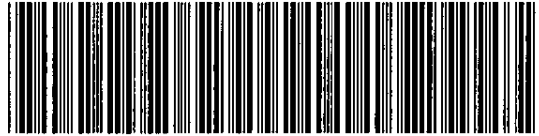
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OCT 27 2008
D.A. WHITE

COVER LETTER

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

SUBJECT: Change Of Course, 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: Catherine Baierlein
Name (Printed or typed)

9350 Bay Plaza Boulevard
Address

Tampa, Florida 33619
City, State & Zip

727-644-7778
Daytime Telephone number

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

**Articles of Incorporation
of
Change Of Course, Inc.**

The undersigned person, acting as incorporator for the purpose of creating a not for profit corporation under the laws of the State of Florida in compliance with Chapter 617 F.S., does hereby set forth:

Article I: Name

The name of the corporation shall be:

Change Of Course, Inc.

Article II: Principal Office

The principal place of business and mailing address for this corporation is:

9350 Bay Plaza Boulevard, Suite 120
Tampa, Florida 33619

Article III: Purposes

- (a) This corporation is organized and shall be operated exclusively for charitable, educational, literary and scientific purposes, and other purposes for which an organization may be organized and opened under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. In order to accomplish the foregoing, it shall be within the purposes of the corporation to establish and maintain charitable and educational activities, and to take such other action which, from time to time, shall be necessary or desirable to implement and further the said purposes.
- (b) It shall be within the purposes of the corporation to receive and maintain a fund or funds of real or personal property or both, and subject to the restrictions and limitations here in after set forth, to use and apply the whole or any part of the income there from and the principal thereof exclusively for the active conduct of its charitable or educational purposes directly or through one or more grantee organizations.
- (c) no part of the net earnings of this corporation shall inure to the benefit of any Director, officer of this corporation or any private individual, (except that reasonable compensation may be paid for services rendered to or for this corporation affecting one or more of its purposes) and no trustee, officer of this corporation or private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of this corporation.

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TAMPA, FLORIDA

No substantial part of the activities of this corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and this corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(d) Notwithstanding any other provisions of the Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal revenue Code of 1986, as amended, or any statute of similar import (the "Code") or the regulations issued there under, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and regulations issued there-under.

(e) Upon the dissolution of this corporation or the winding up of its affairs the assets of this corporation shall be distributed exclusively to charitable, religious, scientific literary, or educational organizations which then would qualify for the provisions of Section 501(c)(3) of the Code and the regulations issued there-under, and no Trustee, officer or private individual shall be entitled to share in the distribution of any of the assets.

Article IV: Election for Directors and Officers

The affairs of this corporation shall be managed by a Board of Directors who shall be elected as provided in the by-laws, and by officers who shall be elected by the Board of Directors. The officers thus to be elected shall be a president, a secretary, a treasurer and such other officers as provided for in the by-laws of this corporation.

The number of Directors and the manner of filling vacancies in the Board of Directors shall be provided in the by-laws of this corporation. The number shall not be less than three, but may be any number in excess thereof. A quorum for the transaction of business shall be the majority of the Directors qualified and active. The act of a majority of the Directors present at a meeting, at which a quorum is present, shall be the act of the Directors.

Article V: Initial Directors

The names and addresses of the first Board of Directors who, subject to these Articles, the by-laws of the corporation and the laws of the State of Florida, shall hold office for the first year of this corporation's existence and until their successors have been duly elected and qualified are:

Catherine Baierlein 9350 Bay Plaza Boulevard, Suite 120 Tampa, Florida 33619

Timothy Baierlein 9350 Bay Plaza Boulevard, Suite 120 Tampa, Florida 33619

Christine Sauciunac 9350 Bay Plaza Boulevard, Suite 120 Tampa, Florida 33619

George Sauciunac 9350 Bay Plaza Boulevard, Suite 120 Tampa, Florida 33619

Article VI: By-Laws

The by-laws of the corporation may be made, altered, amended or repealed and new laws may be adopted from time to time by a majority vote of the Directors of the corporation.

Article VII: Initial Registered Agent

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

Catherine Baierlein
9350 Bay Plaza Boulevard, Suite 120
Tampa, Florida 33619

Article VIII: Incorporator

The name and address of the incorporator forming this not for profit corporation is:

Catherine Baierlein
9350 Bay Plaza Boulevard, Suite 120
Tampa, Florida 33619

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TAMPA, FLORIDA

Having been named as registered agent to accept services 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.

Catherine Baierlein

Signature / Registered Agent

10/21/08

Date

Catherine Baierlein

Signature / Incorporator

10/21/08

Date