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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MD 3/7

COVER LETTER

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

SUBJECT: What A Difference, 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: Billy C Cowins

Name (Printed or typed)

2204 Ali-baba Ave

Address

Opa-locka, Fl. 33054

City, State & Zip

305-687-4387

Daytime Telephone number

billycoye@comcast.net

E-mail address: (to be used for future annual report notification)

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

ARTICLES OF INCORPORATION OF

WHAT A DIFFERENCE, INC.

A Florida Not for Profit Corporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of a corporation under Florida Not for Profit Statutes, Chapter 617.02, adopt the following articles of incorporation for such corporation:

ARTICLE I – NAME

The name of the corporation shall be **What A Difference, Inc.**, hereinafter referred to as the "Corporation".

ARTICLE II- DURATION

The period of duration of the Corporation is perpetual.

ARTICLE III – PURPOSE

The Corporation is organized and will be operated 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. Specifically, the corporation is organized to address concerns for social ills which plaque our community, such as; poverty, unemployment, inadequate housing, and to assist, offer, and provide services to youth, families, the elderly, veterans, the homeless, the developmentally disabled, dually diagnosed and individuals suffering from physical, mental abuse and emotional handicaps, victims of domestic abuse, obesity, ex-offenders, those affected or infected by HIV/AIDS, substance abusers through treatment referral, recovery sponsorship, self-help AA/NA groups, rehabilitation, mentoring, on the job training, housing, shelter and transitional living services, in a spiritual and holistic manner regardless of races, sex, or religion. Our goal is the promotion of drug-free, safe, economical developed, thriving, green and empowered community through the provision of specialized services to the aforementioned and those in need. In pursuance of these purposes it shall have the powers to carry on any business or other activity which may be lawfully conducted by a corporation organized as a Florida not for profit, whether or not related to the foregoing purposes, and to do all things necessary, proper and consistent with maintaining tax exempt status under section 501(c)(3).

ARTICLE IV – NOT FOR PROFIT ORGANIZATION

The Corporation may receive and administer funds for scientific, religious, educational, and charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and to that end, the Corporation is empowered to hold any property, or any undivided interest therein, without limitation as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-Laws of the Corporation, or any applicable laws, to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the law.

No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, officer of the Corporation, or any private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes, and no member, trustee, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. 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 publication or distribution of statements, any political campaign on behalf of any candidate for public office.

Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to one or more charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended, or 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 the Court of Common Pleas 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 V – INDEMNIFICATION

Each person now or hereafter a Director or Officer of the Corporation, and his or her heirs, executors and administrators, shall be indemnified by the Corporation against all claims, liabilities, judgments, settlements, costs and expenses, including all attorneys' fees, imposed upon or reasonably incurred by him or her in connection with, or resulting from any action, suit, proceeding, or claim to which he or she is or may be made a party by reason of his or her being, or having been a Director or Officer of the Corporation, whether or not a Director or Officer at the time such costs or expenses are incurred by or imposed upon him or her, except in relation to matters as to which he or she shall have been finally adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of his or her duties as such Director or Officer. In the event of any other judgment against such Director or Officer, or in the event of a settlement, such indemnification shall be made only if the Corporation shall be advised either by the Board of Directors, if none of the persons involved shall be, or shall have been, a Director; or if otherwise, then by independent counsel to be appointed by the Board of Directors, that in its opinion such Director or Officer was not guilty of gross negligence or willful misconduct in the performance of his or her duty, and in the event of a settlement, that such settlement is in the best interests of the Corporation. If the Board of Directors makes such determination, it may rely as to all questions of law upon the advice of independent counsel. The right of indemnification conferred by this Article shall not be deemed exclusive of any other right or contract of indemnification to which such Director or Officer may be entitled under any Bylaw, agreement, resolution, or otherwise.

ARTICLE VI – LOCATION AND REGISTERED AGENT

The initial principal office of the corporation shall be 2204 Ali Baba Avenue, Opa-Locka, Florida 33054, and the name of the initial registered agent at such address is Billy Cowins.

ARTICLE VII – BOARD OF DIRECTORS/OFFICERS

Initial directors, as indicated herein, are appointed. Additional directors may be elected at any time by a majority vote of the serving directors.

All other matters pertaining to Directors, including number, qualifications, terms, groups, eligibility, and elections shall be prescribed by the Bylaws of the Corporation.

The initial directors and officers shall be:

Ulysses Harvard, President and Director
15800 NW 17th Avenue
Opa-Locka, Florida 33054

Edoris Cromartie, Jr., Vice President and Director
387 Grenier Terrace.
Lawrenceville, GA. 30045

Billy Cowins, Treasurer and Secretary
2204 Ali Baba Avenue
Opa-Locka, Florida 33054

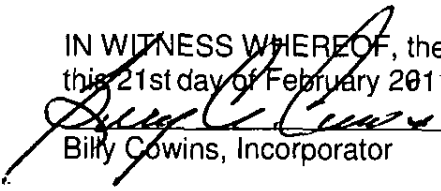
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TALLAHASSEE, FLORIDA

ARTICLE VIII- NAME OF INCORPORATOR

The names and addresses of the initial incorporators are as follows:

Billy Cowins
2204 Ali Baba Avenue
Opa-Locka, Florida 33054

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 21st day of February 2011.

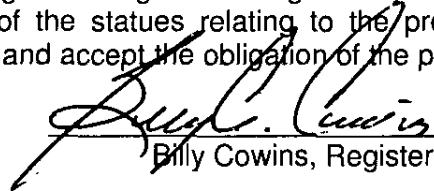

Billy Cowins, Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT & OFFICE

Pursuant to Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in designating the registered agent and office.

1. The name and address of the registered agent is: Billy Cowins, 2204 Ali Baba Avenue, Opa-Locka, Florida 33054. Having been named the registered agent and accept service of the process for the above stated corporation at the place designated as registered agent and agrees to act in this capacity. I further agree to comply with the provisions of the statutes relating to the proper and complete performance of my duties. And I am familiar with and accept the obligation of the position of Registered Agent.


Billy Cowins, Registered Agent