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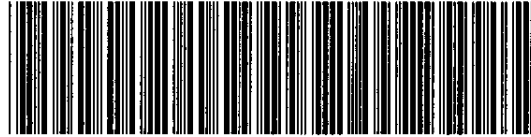
(Business Entity Name)

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2012 JUN 12 AM 11:01
TALLAHASSEE, FLORIDA

COVER LETTER

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

SUBJECT: Social Capital Counts, 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: Travis Schwieder
Name (Printed or typed)

1200 SE 1st Street #3
Address

Fort Lauderdale, FL 33301
City, State & Zip

754-300-7131
Daytime Telephone number

socialcapitalcounts@gmail.com
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
Social Capital Counts, Inc.
a Florida Not for Profit Corporation**

The undersigned, acting as incorporator of **Social Capital Counts, Inc.** under the Florida Not for Profit Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the Corporation is:

Social Capital Counts, Inc.

and the principal place of business is:

1200 SE 1st Street #3
Fort Lauderdale
FL 33301

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ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the Corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE III. PURPOSE

This Corporation is formed for the purpose as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") including for such purposes, the making of distributions for organizations which qualify as tax-exempt organizations.

Within the scope of the foregoing, the object of this Corporation and its purposes are solely benevolent. Its primary purpose is to assist homeless individuals reestablish their place in society by providing educational, material and logistical services.

ARTICLE IV. ACTIVITIES NOT PERMITTED

Notwithstanding any other provision of these articles, this Corporation will not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Code.

ARTICLE V. DEDICATION AND DISTRIBUTION OF ASSETS

No part of the net earnings of the Corporation shall inure to the benefit of any member, director or officer of the Corporation or any private individual (except that reasonable

indemnification herein provided shall not be exclusive of other rights to which any such person may not or hereafter be entitled as a matter of law.

ARTICLE IX. MEMBERSHIP

The membership of this Corporation shall consist of all persons hereinafter named as Directors and all other persons as, from time to time hereafter, may be elected to membership by the Board of Directors. The Directors shall from time to time prescribe the form and manner in which application may be made for membership, and members may be admitted by the Board of Directors only. The authorized number of the members of the Corporation, the different classes of membership, the property voting and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof shall be set forth in the Bylaws.

ARTICLE X. INCORPORATOR

The name and street address of the incorporator is:

Travis B. Schwieder
1200 SE 1st Street #3
Fort Lauderdale, FL 33301

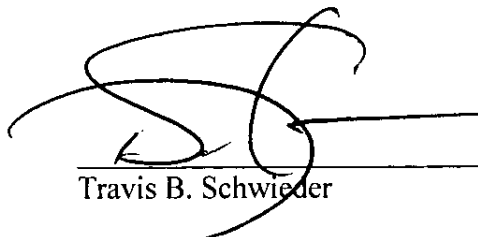
ARTICLE XI. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors. Upon notice properly given, the Bylaws may be amended, altered or repealed by a majority vote of the Directors present at any regular or special meeting called for the purpose, subject to any limitations set forth under the Florida Not For Profit Corporation Act.

ARTICLE XII. AMENDMENTS

The Corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on members are subject to this reservation. The amendment may be proposed by any member of the Corporation. Every amendment shall be unanimously approved by an affirmative vote of the Board of Directors.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 11th day of June, 2012.



Travis B. Schwieder

compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes) and no member, director or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation.

Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed to one or more charitable, religious, scientific or educational organizations which would then qualify under the provisions of Section 501(c) of the Code and its regulations.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 1200 SE 1st Street #3 Fort Lauderdale FL 33301 and the name of the Corporation's initial registered agent at that address is Travis B. Schwieder.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The Corporation shall have three (3) directors initially. The number of directors may be increased from time to time, as provided in the bylaws, but shall never be less than three. The name and street address of the initial director(s) are

Travis Schwieder
1200 SE 1st Street #3
Fort Lauderdale, FL 33301

Tara Konrardy
533 Layton Dr.
Venice, FL 34293-8825

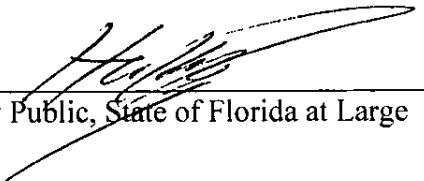
Daniel T. Pascale
283 Catalonia Ave Ste. 200
Coral Gables, FL 33134

ARTICLE VIII. INDEMNIFICATION

Every person who now is, hereafter shall be a Director or Officer of the Corporation shall be indemnified by the Corporation against all costs and expenses (including Counsel fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he is or shall be made a party by reason of his being or having been a Director or Officer of the Corporation (whether or not he is a Director or Officer of the Corporation at the time he is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him) except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his duties as such Director or Officer. The right of

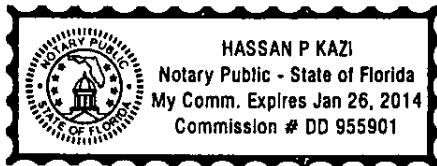
STATE OF FLORIDA)
) §§
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 11th day of June, 2012, by Travis B. Schwieder, who is personally known to me and who did not take an oath.



Notary Public, State of Florida at Large

(NOTARY SEAL)

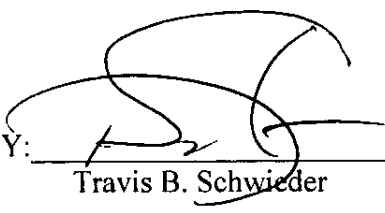


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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for **Social Capital Counts, Inc.**, in the foregoing articles of incorporation, we 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 registered agent.

BY: _____


Travis B. Schwieder

4829-1624-0904, v. 1

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