

**Electronic Articles of Incorporation
For**

N12000011992
FILED
December 28, 2012
Sec. Of State
rvarnadore

THE CHANGE PROJECT, INC.

The undersigned incorporator, for the purpose of forming a Florida not-for-profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

THE CHANGE PROJECT, INC.

Article II

The principal place of business address:

2517 COLD CREEK BLVD.
JACKSONVILLE, FL. US 32221

The mailing address of the corporation is:

P.O. BOX 37083
JACKSONVILLE, FL. US 32236

Article III

The specific purpose for which this corporation is organized is:

THE PURPOSE OF THE CHANGE PROJECT, INC. IS TO PROVIDE HIGH
QUALITY, FREE COLLEGE PREPARATION SERVICES TO STUDENTS AND
THEIR FAMILIES IN THE JACKSONVILLE URBAN AREAS.

Article IV

The manner in which directors are elected or appointed is:

AS PROVIDED FOR IN THE BYLAWS.

Article V

The name and Florida street address of the registered agent is:

HEATHER H CARTER
2517 COLD CREEK BLVD.
JACKSONVILLE, FL. 32221

I certify that I am familiar with and accept the responsibilities of
registered agent.

Registered Agent Signature: HEATHER H. CARTER

Article VI

The name and address of the incorporator is:

HEATHER H. CARTER
2517 COLD CREEK BLVD.

JACKSONVILLE, FL 32221

Electronic Signature of Incorporator: HEATHER H. CARTER

I am the incorporator submitting these Articles of Incorporation and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of this corporation and every year thereafter to maintain "active" status.

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: DIR.
HEATHER H CARTER
P.O. BOX 37083
JACKSONVILLE, FL. 32236 US

Title: VP
MARTIN A CARTER SR
2517 COLD CREEK BLVD.
JACKSONVILLE, FL. 32221 US

Title: SEC
HARVEY J HARPER
9628 PRIORY AVE.
JACKSONVILLE, FL. 32208 US

Article VIII

The effective date for this corporation shall be:

12/28/2012