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☐ PICK-UP

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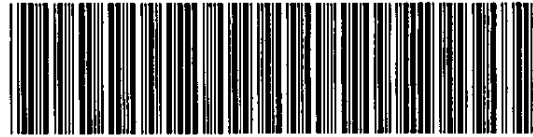
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Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Sheldon Williams
AUTHORIZATION BY PHONE TO
CORRECT *Article 12*
DATE *2/5/13*
DOC. EXAM *MRD*

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

13 FEB -4 PM 4:40

FILED

EFFECTIVE DATE *2/1/13*

MRD 2/5/13

COVER LETTER

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

SUBJECT: **GOT CHANGE, 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: **SHELDON WILLIAMS**

Name (Printed or typed)

1221 NE 9TH STREET, UNIT B

Address

Pompano Beach, FL 33064

City, State & Zip

954-394-2247

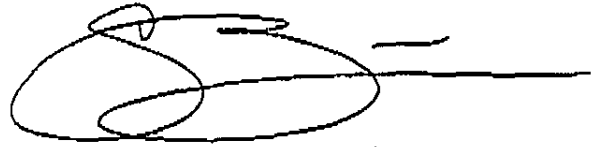
Daytime Telephone number

gotchangeinc@gmail.com

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

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

This letter is to confirm that I have no intention of reinstating Got Change Incorporated as a for profit corporation and release the use of the corporate name to be used by another entity if so desired.

A handwritten signature in black ink, appearing to be 'Sheldon Williams', written over a horizontal line.

Sheldon Williams

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Articles of Incorporation
Got Change Incorporated**

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13 FEB -4 PM 4:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
EFFECTIVE DATE 2/1/13

Article 1- Name.

The name of the corporation is: Got Change Incorporated

Article 2- Purpose.

The purposes of Got Change Incorporated shall be:

- a. Got Change Incorporated's mission is to create societal, institutional, educational and/or environmental change; address the root causes of social, educational or environmental problems; and lead to new ways of thinking and acting by facilitating leadership development and by strengthening the self-empowerment efforts of youth and families which have traditionally been disenfranchised in our society.
- b. The purposes for which Got Change Incorporated is organized are exclusively charitable, scientific, literary, and educational within the meaning of Section 501(c)(3) or the corresponding provision of any future United States Internal Revenue Law.
- c. Notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(c)(3) or the corresponding provision of any future United States Internal Revenue Law.
- d. No part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

Article 3- Limitations.

The corporation is a nonprofit corporation and no part of the net earnings of the corporation shall go to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article 2; notwithstanding any purposes set forth in this Article 2, and notwithstanding any other provisions of the Article hereof, the corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code , or a

corresponding provision of any future United States Internal Revenue Law or (b) or by a corporation contributions to which are deductible under section 170(c)(2) of the internal revenue code or the corresponding section of any future tax code.

ARTICLE 4- Directors:

The Directors shall be elected by majority vote of the members of this corporation. The Directors of this Corporation shall be:

Sheldon Williams

Vernita Williams

Kevin Hoxie

whose mailing address shall be the same as the principal address of the corporation.

Article 5- Principal Office

The principal office of this corporation shall be 1221 NE 9th Street, Unit B. Pompano Beach, Florida 33060 and the mailing address is the same.

Article 6- Incorporator.

The name and street address of this incorporator is

Sheldon Williams

1221 NE 9th Street, Unit B.

Pompano Beach, Florida 33060

Article 7 – Officers

The officers shall be elected by the majority vote of the Directors of this Corporation. The officers of this Corporation shall be:

President: Sheldon Williams

Vice President/Treasurer: Vernita Williams

Secretary: Kevin Hoxie

whose mailing addresses shall be the same address of the principal corporation.

Article 8 – Existence

This corporation shall have perpetual existence.

Article 9 – Capital Stock

This corporation is organized and shall operate on a non-stock basis and shall not have the power to issue shares of any type or class of stock or other certificates or writings evidencing an ownership or proprietary interest in the Corporation. This corporation shall not have members.

Article 10 – Liabilities for Debt

The members of the Board of Directors or officers of the Corporation shall not be liable for the debts of the Corporation.

Article 11- Registered Office and Registered Agent

The initial address of the registered office of this Corporation is located at 1221 NE 9th Street, Unit B, Pompano Beach, Florida 33060. The name and address of the registered agent of this Corporation is Vernita Williams, 1221 NE 9th Street, Unit B, Pompano Beach, Florida 33060.

Article 12– Effective Date

These Articles of Incorporation shall be effective February 1, 2013.

Article 13– Amendment

Amendments to these Articles shall be proposed and adopted in the following manner:

13.1 Notice: Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered.

13.2 Adoption: A resolution of a proposed amendment may be proposed by not less than twenty-five percent (25%) of the Board of Directors. Directors and members not present at the meeting considering the amendment may express their approval in writing, providing the approval is delivered to the Secretary at or prior to the meeting. The approval must be not less than a majority of all of the Board of Directors of the Corporation represented at a meeting at which a quorum thereof has been attained.

13.3 Limitation: No amendment shall be made that is in conflict of the Act, the Bylaws or Section 501 (c)(3) of the Internal Revenue Code.

13.4 Recording: A copy of each amendment shall be filed with the Secretary of State pursuant to the applicable provisions of Florida law.

Article 14 – Indemnification

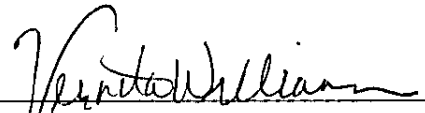
The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable

attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or precluded the exercise of any right relating to indemnification or advance of attorney fees and expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in the Articles of Incorporation to "director", "officer", "employee", and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

Article 15 – Dissolution

Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code, or shall be distributed to the federal government, or to a state or local government for public purpose. Any such assets not so disposed of shall be disposed of by Court of Competent Jurisdiction 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 purpose.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with the appointment as registered agent and agree to act in this capacity.


Vernita Williams, Registered Agent

January 20, 2013

Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I submit this document and affirm that the facts stated herein are true. I am aware any false information submitted in a document to the Department of State constitutes a third degree felony as provided in s.817.155, F.S.


Sheldon Williams, Incorporator

January 20, 2013

Date