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FLORIDA PROFIT/NON PROFIT CORPORATION  
Making a Gradual and Important Change, Inc.

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**ARTICLES OF INCORPORATION  
OF  
MAKING A GRADUAL AND IMPORTANT CHANGE, INC.  
(a Florida Corporation Not For Profit)**

**ARTICLE I  
NAME**

The name of this corporation is **Making a Gradual and Important Change, Inc. d/b/a MAGIC** (hereinafter called the "Corporation").

**ARTICLE II  
OFFICE AND MAILING ADDRESS OF THE CORPORATION**

The Corporation's principal office and mailing address are located at 3746 Madeira Court, Naples, FL 34119

**ARTICLE III  
DURATION**

The period of the duration of the Corporation is perpetual unless dissolved according to Florida law.

**ARTICLE IV  
PURPOSES**

The Corporation shall be organized and operated exclusively for charitable and educational purposes within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code") and the legislative, administrative and judicial interpretations of that section of the Code. Specifically the Corporation has developed and shall implement a unique, individualistic approach to peer tutoring for at risk teenagers primarily in public schools to increase graduation rates, college and job opportunities, for poor and disadvantaged youth and otherwise relieve the burdens of government.

**ARTICLE V  
NECESSARY POWERS**

The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized; to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the Corporation; and to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized; and to exercise all powers granted to a Corporation not for profit under Florida law.

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**ARTICLE VI**  
**MANAGEMENT**

Management of the Corporation shall be vested in the Corporation's Board of Directors the members of which shall be not less than three (3) nor more than nine (9).

The method of election of the directors is provided for in the bylaws of the Corporation.

**ARTICLE VII**  
**INITIAL DIRECTORS**

The initial directors of the Corporation shall be:

Director: Craig Joseph McCray

Director: Adriam Reyes

Director: Jackson Lacroyance

Director: Nathaniel Placide

**ARTICLE VIII**  
**MEMBERSHIP**

The Corporation shall have no members.

**ARTICLE IX**  
**DISSOLUTION**

In the event of dissolution, the residual assets of the organization will be appointed by the directors to one or more organizations exempt from federal taxation under §501(c)(3) of the Internal Revenue Code which are engaged on a continuing basis in the promotion of educational services.

**ARTICLE X**  
**PROHIBITED ACTIVITIES**

Notwithstanding any other provisions of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on by a corporation qualifying for exemption from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Directors, 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 Article IV hereof.

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

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participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office or engage in political activities of any kind, except as permitted by the provisions of §501(h) of the Code.

Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under §501(c)(3) of the Code, or (b) by a Corporation, contributions to which are deductible under §§170(c)(2), 2055, 2100(a)(2) and 2522 of the Code.

In the event that the Corporation shall be considered to be a private foundation, as such term is defined in §509(a) of the Code, then in that event, the Corporation:

A. shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by §4942 of the Code; and,

B. shall not (i) engage in any act of self-dealing as defined in § 4941(d) of the Code; (ii) retain any excess business holdings as defined in § 4943(c) of the Code; (iii) make any investments in such manner as to subject it to tax under § 4944 of the Code; or (iv) make any taxable expenditures as defined in § 4945(d) of the Code.

#### **ARTICLE XII** **AMENDMENT OF BYLAWS**

Except as provided by these Articles and by the Bylaws, the Corporation's Bylaws may be amended, altered, restated or repeated and new Bylaws may be adopted only by the affirmative vote of two-thirds (2/3) of the members of the Board of Directors. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with Florida law or the Articles of Incorporation.

#### **ARTICLE XIII** **AMENDMENT OF ARTICLES OF INCORPORATION**

Except as otherwise provided in these Articles, these Articles of Incorporation may be amended, altered and/or restated only by the affirmative vote of two-thirds (2/3) of the members of the Board of Directors.

#### **ARTICLE XIV** **INCORPORATOR'S NAME AND ADDRESS**

The Incorporator's name is Kevin Carmichael. The Incorporator's mailing address is 9132 Strada Place, Fourth Floor, Naples, Florida 34108.

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**ARTICLE XV**  
**REGISTERED AGENT AND REGISTERED AGENT ADDRESS**

The street address of the Corporation's registered office in the State of Florida is c/o Salvatori, Wood & Buckel, P.L., 9132 Estrada Place, Fourth Floor, Naples, FL 34108 2683, and the name of its registered agent at such office is Kevin Carmichael.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 5 day of February, 2013.

  
Kevin Carmichael, Incorporator

**CERTIFICATE OF DESIGNATION OF REGISTERED OFFICE AND  
REGISTERED AGENT**

PURSUANT TO THE PROVISIONS OF SECTIONS 48.091 and 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA

The name of the Corporation is Making a Gradual and Important Change, Inc. d/b/a MAGIC.

The name of the initial registered agent of the Corporation is Kevin Carmichael, c/o Salvatori, Wood & Buckel, P.L., 9132 Strada Place, Fourth Floor, Naples, Florida 34108-2683.

**REGISTERED AGENT ACCEPTANCE**

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in that capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Salvatori, Wood & Buckel, P.L., a Florida  
Professional Limited Liability Company

By:   
Kevin Carmichael, Member Manager

Date: 2/5/2013