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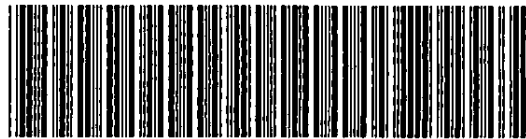
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TALLAHASSEE, FLORIDA

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COVER LETTER

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

SUBJECT: COMPLETE CITIES INITIATIVE, INC.
(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for:

| | | | |
|---|----------------------------------|----------------------------------|--|
| <input checked="" type="checkbox"/> \$70.00 | <input type="checkbox"/> \$78.75 | <input type="checkbox"/> \$78.75 | <input type="checkbox"/> \$87.50 |
| Filing Fee | Filing Fee & | Filing Fee & Certified Copy | Filing Fee, Certified Copy & Certificate |
| ADDITIONAL COPY REQUIRED | | | |

FROM: Michele C. Mellgren
Name (Printed or typed)

6535 Nova Drive, Suite 110
Address

Davie, Florida 33317
City, State & Zip

954-475-3070
Daytime Telephone number

michele@floridaplanning.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 Complete Cities Initiative, Inc.

The undersigned, all of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of the State of Florida, do hereby certify:

First: The name of the Corporation shall be Complete Cities Initiative, Inc.

Second: The place in this State where the principal office of the Corporation is to be located is 6535 Nova Drive, Suite 110, Davie, Florida 33317.

Third: The purpose of the Corporation is to elevate the quality of cities by undertaking livability audits and providing enhancement programs.

Fourth: Said Corporation is organized exclusively for education 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 the corresponding section of any future federal tax code. The educational and scientific purposes are to assist municipalities, counties and other governmental agencies and their political subdivisions and entities to prepare for the next fifty years with a holistic approach to planning and zoning for local government, entities and agencies and their political subdivisions.

Fifth: The names and addresses of the persons who are the initial directors of the Corporation are as follows:

| A. | Name | Address |
|----|---------------------------|--|
| 1. | Michele C. Mellgren | 6535 Nova Drive, Suite 110 Davie, Florida 33317 |
| 2. | Jeffrey Katims | 6535 Nova Drive, Suite 110 Davie, Florida 33317 |
| 3. | Eric Swanson | 6535 Nova Drive, Suite 110 Davie, Florida 33317 |
| 4. | Elizabeth Tsouroukdissian | 6535 Nova Drive, Suite 110 Davie, Florida 33317 |

B. The manner in which the directors are elected/appointed is that the existing directors elect/appoint directors at a special meeting called for that purpose. The directors shall be no fewer than three (3) and no more than six (6).

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DAVIE, FLORIDA

Sixth:

A. The name and address of the person who is the initial officer of the Corporation is:

Michele C. Mellgren (President, Secretary, Treasurer)
6535 Nova Drive, Suite 110
Davie, Florida 33317

B. The officers of the Corporation are elected/appointed at either the annual meeting or a special meeting called for that purpose.

Seventh: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, 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 Article Three 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 participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to, any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) 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 federal tax code.

Eighth 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 federal tax code, or shall be distributed 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 a 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.

Ninth: The initial registered agent of the Corporation is:

Michele C. Mellgren
6535 Nova Drive, Suite 110
Davie, Florida 33317

Tenth: The name and address of the Incorporator is:

Michele C. Mellgren
6535 Nova Drive, Suite 110
Davie, Florida 33317

14 NOV 19 PM 3:28
STATE
TALLAHASSEE, FLORIDA

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 and accept the appointment as registered agent and agree to act in this capacity.

Michele Mellgren

Michele C. Mellgren, Registered Agent
6535 Nova Drive, Suite 110
Davie, Florida 33317

11.15.2014

Date

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

Michele Mellgren

Michele C. Mellgren, Incorporator
6535 Nova Drive, Suite 110
Davie, Florida 33317

11.15.2014

Date

11.15.2014
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DEPT. OF STATE
TALLAHASSEE, FLORIDA