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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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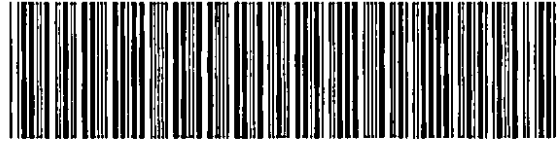
(Business Entity Name)

(Document Number)

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ARTICLES OF INCORPORATION OF
MAKE A DIFFERENCE USA, INC.

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

ARTICLE I

The name of the Corporation shall be Make A Difference USA, Inc., a Florida non-profit corporation.

ARTICLE II

The place in this state where the principal office of the Corporation is to be located is 2104 South Bay Street, Eustis, Florida 32757-7806. The Corporation may also have other offices in and outside of Florida as the Board of Directors may determine.

ARTICLE III

The Corporation is organized as of the date upon which these Articles of Incorporation are filed with the Florida Department of State, Division of Corporations, exclusively for charitable, educational, 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.

ARTICLE IV

The Corporation shall have a Board of Directors. All the activities and affairs of the Corporation shall be exercised by the Board of Directors or under its direction. The Board of Directors, acting collectively, shall exercise responsibility for conducting the activities and affairs of the Corporation.

The Board of Directors shall have not less than three (3) directors or more than nine (9) directors. The precise number of authorized directors shall be set within these limited by an affirmative vote of a majority of the directors then in office.

ARTICLE V

The names and addresses of the persons who are the initial members of the Board of Directors of the Corporation are as follows:

Raphael "Ray" W. Levy, Director	Anthony P. DeLuca, Director	C. Joseph Ziler, Director
2104 South Bay Street	2104 South Bay Street	2104 South Bay Street
Eustis, Florida 32726-6357	Eustis, Florida 32726-6357	Eustis, Florida 32726-6357

ARTICLE VI

The initial registered agent of the Corporation shall be:

Shipleigh Law Firm
20110-A U.S. Highway 441
Mount Dora, Florida 32757-6963

ARTICLE VII

The incorporator of the Corporation is:

Raphael "Ray" W. Levy
2104 South Bay Street
Eustis, Florida 32726-6357

ARTICLE VIII

No part of the net earnings of the corporation shall inure 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 Article Third 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 publishing 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 other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 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.

Notwithstanding any other provision of these articles, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Corporation.

ARTICLE IX

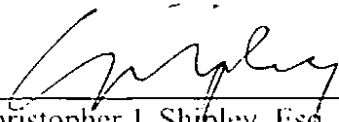
Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local 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 purposes.

CERTIFICATE OF REGISTERED AGENT

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.

In witness whereof, I have hereunto subscribed my name this 27th day of November 2017.

Shipley Law Firm
20110-A U.S. Highway 441
Mount Dora, Florida 32757-6963
Registered Agent




Christopher J. Shipley, Esq., MBA, CPA
President

CERTIFICATE OF INCORPORATOR

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

In witness whereof, I have hereunto subscribed my name this 27 day of November 2017.



Raphael "Ray" W. Levy
Incorporator