

# N 18000008872

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Division of Corporations  
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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Change the Face of Depression, Inc.**

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
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SECRETARY OF STATE  
TALLAHASSEE, FL

2018 AUG 15 PM 5:00

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**ARTICLES OF INCORPORATION**  
**OF**  
**Change the Face of Depression, Inc.**  
**A Florida Corporation Non Profit**

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Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of incorporation.

**ARTICLE I**

The name of the corporation shall be Change the Face of Depression, Inc. (the "Corporation"). Said corporation is organized 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 II**

The street address of the initial principal office of the Corporation shall be 54366 Cravey Road, Callahan, Florida 32011.

**ARTICLE III**

This corporation was specifically created as a charitable organization to change the way the public views depression by boosting member's self-esteem through mini makeovers, photo shoots, fitness advice/activities, healthier food choices, dance, music, art, etc. We want to help YOU remove the Mask and be yourself. As an organization we know that everyone experiences depression in different ways. We provide multiple tools to help you fight your battle with depression; offering: blogs, vlogs, exercises (yoga and meditation), events, and charities to the public through social media and in your local community. Our mission is to create a charity hosting a once-a-year convention giving worldwide makeup artists and photographers, wanting to expand their freelance hours and portfolios, the opportunity to participate in transforming a life. Get Involved. Join the Movement. Together we can Change the Face of Depression.

The Corporation shall also be authorized to engage in and transact business within and without the State of Florida or United

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States for which corporations not for profit may be incorporated under Chapter 617, Florida Statutes, as amended and supplemented. 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 I 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, this 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 this corporation.

#### ARTICLE IV

The initial directors and officers shall be as hereinafter designated:

Director, President  
Casie Ellison  
54366 Cravey Road  
Callahan, Florida 32011

Director, Vice President  
Stacey Waller  
54366 Cravey Road  
Callahan, Florida 32011

Director, Secretary  
Kathryn Clark  
54366 Cravey Road  
Callahan, Florida 32011

The method of election of directors is as stated in the bylaws.

#### ARTICLE V

The Corporation shall have all of the powers conferred upon corporations organized pursuant to the provisions of Chapter 617, Florida Statutes, as amended and supplemented.

Notwithstanding any provision contained in these articles, the corporation is required to distribute its income for each taxable year at the times and in the manner as not to subject the corporation to tax under section 4942 of the Internal Revenue Code. In addition, the

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Corporation shall not, during any period and to the extent it is a private foundation described in section 509 of the Internal Revenue Code, (a) engage in any act of self-dealing; (b) retain any excess business holdings; (c) make any investments in a manner as to subject the corporation to tax under section 4944 of the Internal Revenue Code; or (d) make any taxable expenditure as defined in section 4945(d) of the Internal Revenue Code.

#### ARTICLE VI

The corporation shall be perpetual. 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.

#### ARTICLE VII

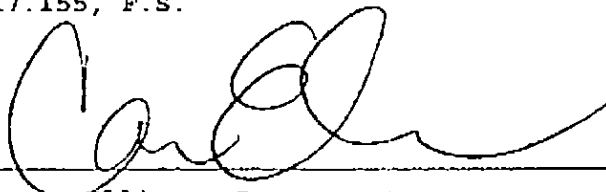
The street address of the initial registered office of the Corporation is 54366 Cravey Road, Callahan, Florida 32011 and the initial registered agent of the Corporation at that address is Casie Ellison.

#### ARTICLE VIII

The name and address of the incorporator for the Corporation is: Casie Ellison, 54366 Cravey Road, Callahan, Florida 32011.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 15th day of August, 2018.

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 s.817.155, F.S.

  
\_\_\_\_\_  
Casie Ellison, Incorporator


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

PURSUANT TO FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Corporation is:  
Change the Face of Depression, Inc.
  
2. The name and address of the registered agent is:  
Casie Ellison  
54366 Cravey Road  
Callahan, Florida 32011

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.

A handwritten signature in black ink, appearing to read 'Casie Ellison', written over a horizontal line.

Casie Ellison, Registered Agent