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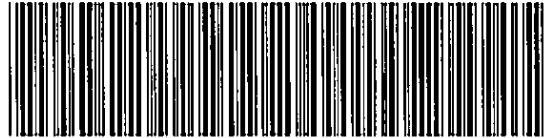
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TALLAHASSEE, FL 32399

SEP 04 2018

K. Brumpley

## COVER LETTER

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

**SUBJECT: CHANGE WITH CHANCE, INCORPORATED**

Enclosed are 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 of  
Status

**ADDITIONAL COPY REQUIRED**

FROM: CHANGE WITH CHANCE, INCORPORATED  
Name (Printed or typed)

504 N. W. THIRD AVENUE  
Address

POMPANO BEACH, FLORIDA 33060  
City, State, & Zip

(954) 785 - 9522  
Daytime Telephone Number

Cwcinc2018@gmail.com  
E-mail address: (to be used for future annual report notification)

# ARTICLES of INCORPORATION

for

## CHANGE WITH CHANCE, INCORPORATED

### ARTICLE I      NAME      CHANGE WITH CHANCE

The name of this corporation shall be **CHANGE WITH CHANCE, INCORPORATED**. The Organization hereinafter referred to as a non-profit corporation as such under the laws within the meaning of 501(c)(3) of the Internal Revenue Code of 1986.

### ARTICLE II      PRINCIPAL OFFICE

This corporation will be located at **504 N. W. 3<sup>rd</sup> Avenue, Pompano Beach, Florida, 33060, in the United States of America**. The Board of Directors may change the location of the principal office. Any such change of the location must be noted by the secretary on these articles of incorporation opposite this Section, alternatively, this Section may be amended to state the new location.

### LIMITATION TO Corporation Locations

The Corporation shall not have any territorial limits unless in specified countries which are prohibited by the Board of Directors through voting when sufficient cause exists for limitation. These shall not be changed unless permission first has been obtained from the governing bodies of the international associations currently having jurisdiction in such territory. When situations change and new researches are made, the secretary on these articles of incorporation opposite this Section will be noted; alternatively, this Section may be amended to state the new location.

### Nationwide Satellite Offices and Centers

The Corporation may from time to time establish such other offices across the nation in the deprived communities as the Board of Directors may designate or as the affairs of the Corporation may require. Any such change of and/or addition of new locations around the United States must be noted by the secretary of these articles of incorporation opposite this Section; alternatively, this Section may be amended to state the new changes.

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## **International Satellite Offices and Centers**

The Corporation may from time to time establish such other international offices outside of the United States of America at such countries or places as the Board of Directors may from time to time determine. Any such change of and/or addition of new international locations around the world must be noted by the secretary on these articles of incorporation opposite this Section; alternatively, this Section may be amended to state the new location.

## **ARTICLE III DURATION**

The duration of the organization's existence shall be perpetual.

**CHANGE WITH CHANCE, INCORPORATED** Is An Equal Opportunity Employer.

## **ARTICLE IV MISSION STATEMENT**

This organization was founded for the purpose of enhancing opportunities for vulnerable and deprived families, immigrants, youth, elderly and neighborhoods to overcome socioeconomic barriers which limit their path to upgrade their living standards through the developing of strategic services which increase social and/or economic conditions, maintaining or gaining human dignity, education, housing, community growth, youth development, civics, cultural competence/sensitivity and communal well-being of families.

## **ARTICLE V PURPOSE**

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the nonprofit Public Benefit Corporation Law for charitable purposes. Therefore, all funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

This organization is a nationwide and international organization which seeks to enhance the living and working conditions and raise the standards of home life in the United State's rundown communities and other neighborhoods which are in desperate need around the world. This organization is organized exclusively for charitable, scientific and educational purposes, more specifically, to support, protect, preserve, improve and strengthen vulnerable and deprived communities and families living below the country's poverty guidelines. The organization's main vision is to advance and upgrade the living

standards of low-income individuals, at-risk elderly, impoverished rural poor, deprived farm workers, underprivileged individuals, individuals who are moving from welfare and into the workplace, disadvantaged families of children with disabilities, needy immigrants, predisposed youth, disheartened orphans, single parents in need, depressed abused spouses, illiterate youths and families, desperate homeless individuals, vulnerable communities, and destitute neighborhoods through leadership skill development, job placement, emergency assistance services, nutrition/health and fitness, social counseling, public education, legal support, immigration services, substance abuse assistance, shelter assistance and by encouraging participation in community building programs.

This organization will work in the cities and rural areas of the United States and other poor nations around the world with communities' leaders using educational tactics and local chapters that plan and implement strategies for changes to optimize better living opportunities in communities throughout the corners of the world. This organization believes that its programs and activities must focus on building broad-based support for justice that includes, but is not limited to, issues important to its communities. This organization will intercede as the voice of the unheard people of the forgotten neighborhoods around the world.

## **ARTICLE VI     CORPORATION STRUCTURES**

The corporation is organized exclusively for charitable and educational purposes, including such purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 as now enacted or hereafter corresponding provision of any future United States Internal Revenue Law.

## **ARTICLE VII     BY-LAW**

This organization shall be governed in accordance with the By-Laws adopted by the Board Members of the organization, and as those By-Laws are amended from time to time by the Members. The By-Laws shall be the internal rules that preside over the day-to-day operations of the corporation, such as when and where the corporation will hold directors' and committees' meetings and what the members' and directors' voting requirements shall be. In addition, the By-Laws shall set forth all of the rights and duties of Members and Officers, the financial procedures for the organization, and any requirements regarding meetings, books, records, etc, as may be appropriate in the conduct of the affairs of the organization.

These By-Laws can be and shall only be adopted by the corporation's directors. The

By-Laws shall be provided to the Officers who will manage the organization.

The Board Members may pass resolutions not related to endorsements with a vote of two-thirds (2/3rds) of those present and voting at any meeting.

A process to consider the endorsement of the candidates who pass the resolutions must be approved prior to any suggestion of endorsements. If the discussion of an endorsement process is brought up from the floor as New Business, such process must be approved by at least two-thirds (2/3rds) of those present and voting at any meeting. Under no circumstances may the Board of Directors consider the endorsement of a member whose objective is to seek self gains.

The Board Members may suspend specific portions of the By-laws for purpose of emergency business by a vote of two-thirds (2/3rds) of the membership present at a meeting, unless the item to be suspended calls for a higher qualification. In such case, the percent specified in that portion of the By-Laws shall be required to suspend that text. The motion to suspend shall call out the particular section of the By-Laws proposed to be suspended.

Changes to the constitution and By-Laws not specifically referenced elsewhere must be noticed to the membership at least 72 hours before the vote in question, and must be approved by a majority vote of the organization, or two-thirds (2/3rds) of its officers.

In the event that any provision of the By-Laws shall conflict with any provision of these set Articles of Incorporation, the provision of this Constitution shall control.

#### **ARTICLE VIII EXEMPTION REQUIREMENTS AND LIMITATIONS**

At all times the following shall operate as conditions restricting the operations and activities.

This organization will be operated exclusively for charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, 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 of 1986, as now enacted or hereafter amended. All funds, whether income or principal, and whether acquired by or contribution or otherwise, shall be devoted to proposed purposes.

Notwithstanding any other provision of these Articles, the organization shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from

federal income tax under section 501(c)(3) of the Internal Revenue Code or (2) by a corporation's contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

No part of the net earnings of This organization shall inure to any member of the corporation not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any Director or officer of the corporation, nor to any other private persons, excepting solely such reasonable compensation that the corporation shall pay for services actually rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation.

No substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

This organization shall not lend any of its assets to any officer or director of this corporation [unless such loan program is regularly conducted as part of the activities of the organization and qualification of the individual to participate in same is determined by a panel comprised solely on non-Board Members], or guarantee to any person the payment of a loan by an officer or director of this corporation.

## **ARTICLE IX     DEBT OBLIGATIONS AND PERSONAL LIABILITY**

**No members, officers, or Directors of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers or Directors be subject to the payment of the debts or obligations of this corporation.**

## **ARTICLES X     COMMITTEES**

Special committees and task forces may be established at the discretion of the President as necessary. The Committee shall actively increase the number of activities and the corporation's involvement in the communities. It shall review new ideas and tactics for future projects, and determine and advise the Executive Board concerning minor community issues needed to be addressed. The committees, which shall consist of the immediate or past officers and communities' valued leaders, such as public relations individuals, peer education specialists, trustees of education and data collectors, shall also be a mixture of communities' students, adults, elderly, youth-and-families and

immigrants. There shall be four standing committees- Executive, Community, Personnel and Finance Committees. The Board's Chair shall appoint all committee's chairs. Committee chairs must be Members of the Board. The fashion of establishing committees will be as provided in the By-Laws.



## **ARTICLE XI     MEMBERS**

The membership of this organization shall be open to those persons, agencies and other Organizations meeting the requirements as provided hereinafter by the By-Laws regardless of age, race, religion, national origin, or disability. This organization will not tolerate any form of immoralities such as racism, cult, etc....

A member may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any member. A member may be represented by counsel upon any removal hearing. The Board of Directors shall adopt such rules for this hearing as it may in its discretion consider necessary for the best interests of the organization. Termination of membership will be as provided in the By-Laws.

## **ARTICLE XII    MANAGEMENT OF CORPORATE AFFAIRS**

**The powers of this corporation shall be exercised and governed, its properties controlled, and its affairs conducted by the Board of Directors in accordance with the adopted By-Laws of the organization, and as those By-Laws are amended from time to time by the Members. The Board Officers will manage the organization's rights and duties which the By-Laws shall set forth. The Board of Directors shall consist of a President and at least one Vice-president, one Secretary and a Treasurer at all times. The nine Board of Directors named in Article XII shall hold office for five years. Prior to the last meting before the 5<sup>th</sup> year's anniversary of the corporation, an election of Directors shall take place, according to the provision of the By-Laws of the corporation.**

**The Board Members of the corporation shall elect the following officers: Chair, Vice-Chair, Secretary, and Treasurer, and such other officers as the By-Laws of this corporation may authorize Members to elect from time to time. Such officers shall be initially elected, prior to the last fifth year's annual meeting of Members to take place after incorporation, in an election held according to the provisions of the By-Laws of the corporation.**

## **ARTICLE XIII   EXECUTIVE DIRECTOR AND STAFF**

The Executive Director is hired by the Board of Directors. The Executive Director shall conduct day-to-day responsibility for the Council, including carrying out the Council's goals and Board policy. The Executive Director will attend all Board meetings, report on the progress of the Council, answer questions of the Board Members and carry out the duties described in the job description. The Board can designate other as necessary.

The Executive Director is responsible for hiring and supervising other staff. The Personnel Committee shall operate as a grievance committee, and is responsible for developing a personnel policy.

#### **ARTICLE XIV MANNER IN WHICH BOARD MEMBERS WILL BE ELECTED**

The Board of Directors shall have the control and management of the affairs and business of this organization. Such Board of Directors shall only act in the name of the organization when it shall be regularly convened by its chairman after due notice to all the Directors of such meeting. To be eligible for appointment to the Board of Directors, an individual must be over eighteen (18) years of age. Officers shall be elected from among the leaders and qualified members of the organization's communities. At least one of the Board of Directors elected shall be a resident of the State of Florida and a citizen of the United States. Nominations shall be made by the organization's nominating committees. Each director shall have one vote and such voting may not be done by proxy. A majority of votes, from the Members present, is required for a nominee to be elected. Officers shall be elected accordingly to the individual's character, ability to perform the organization's jobs, loyalty, legal background, involvement in community, credibility in the community actions, availability to work for the foundation, loyalty to local schools and ability to raise funds. Further Methods of election are as set forth in the By-Laws of this corporation.

The President of the organization by virtue of his office shall be Chairman of the Board of Directors.

A majority of the directors present, even if less than a quorum, may adjourn a meeting and continue at a later time. Notice of adjourned meeting or of the business to be transacted thereat, other than the announcement shall not be necessary. At any adjourned meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting as originally called.

Any director of the Corporation may resign at any time by giving written notice to the Board of Directors, the Chairman, the President, or the Secretary of the Corporation. Any such resignation is effective when the notice is delivered, unless the notice specifies a later effective date.

Vacancies in the Board of Directors shall be filled by vote of the majority of the remaining Members of the Board of Directors for the balance of the year.

A Board Director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any director. A director may be represented by counsel upon any removal hearing. The Board of Directors shall adopt such rules for this hearing as it may in its discretion consider necessary for the best interests of the organization.

## **ARTICLE XV BOARD OF DIRECTOR**

### NAME OF BOARD MEMBER

Gloria Cunigan

Karon Glenn

Rochell Benefield

### OFFICE HELD

President

Secretary

Treasurer

## **ARTICLE XVI OFFICERS ADDRESS**

Name and addresses of the appointed persons to act as the initial Directors of this corporation are:

Gloria Cunigan  
504 N.W. 3<sup>rd</sup> Avenue

Pompano Beach, FL 33060

Karon Glenn  
504 N.W. 3<sup>rd</sup> Avenue

Pompano Beach, FL 33060

Rochell Benefield  
504 N.W. 3<sup>rd</sup> Avenue

Pompano Beach, FL 33060

## **ARTICLE XVI ARTICLE OF QUORUM**

A “quorum” of the board is the required minimum of thirty percent (30%) of directors who must be present before the board may conduct business. Unless the By-Laws state otherwise, a majority of directors is a quorum. A vacancy on the board does not change the number of directors needed to make a quorum – the board needs at least thirty percent (30%) of the number of actual Board of Directors to constitute a quorum.

A meeting at which a quorum is initially present may continue to conduct business, notwithstanding the withdrawal of directors provided that any action taken is approved by at least a majority of the required quorum for the meeting.

Boards cannot establish quorum at their director meetings by sending a proxy.

A majority of the members of the Board of the Directors shall constitute a quorum for the transaction of the business, but at any meeting of the Board there shall be less than a

quorum present, a majority of those present may adjourn the meeting from time to time until a quorum shall have been obtained. When a quorum is present at any meeting, a majority of the members present shall decide any question brought before such meeting, except as otherwise provided by the Articles of Incorporation or by these By-Laws.

## **ARTICLE XVIII ARTICLE OF MEETINGS**

The Corporation shall hold regular quarterly meetings on the third week of December, March, June, and September on days which Board Members may determine from time to time. Notice of each meeting shall be given by mail, not less than ten days before the meeting shall be held.

There shall be an annual meeting of the members, local leaders, education peers, community members and employees to be held on April 17<sup>th</sup> at a time and place fixed by the Board of Directors for the purpose of celebrating this organization's Anniversary, commemorating the achievements of the staff and officers and conducting any other business which may properly come before the annual meeting. The Secretary shall mail or personally deliver a written notice which states the fifty (50) days prior to the date. In the absence of the chair, any two officers may call a special meeting. Also, a petition signed by ten percent (10%) of the voting members may call a special meeting.

The Notice of regular or special meetings shall be given at least 24 hours in advance to all active members, in the manner of writing by US mail, e-mail, or telephone messages. Such notices shall include the date, time and place of the meeting and is calculated to be received at least 24 hours prior to the meeting.

Regular Quarterly meetings shall not be canceled more than 3 times within any calendar year and in no event shall more than 2 regular meetings be canceled in succession.

Special meetings may be called by the Chairperson, the Executive Committee, or a simple majority of the Board of Directors.

## **ARTICLE XIX DISSOLUTION**

Upon the time of dissolution of the corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, 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 XX AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation by the affirmative vote of a majority of the Directors present at a meeting of the Board of Directors.

#### ARTICLE XXI EFFECTIVE DATE

IN WITNESS WHEREOF, the undersigned have and chosen this 17 day of the month of Aug as the following day which these articles should be effective and signed.

#### ARTICLE XXII AGENTS

ACCEPTANCE OF REGISTERED AGENT having been named to accept service of process for CHANGE WITH CHANCE, Incorporated at the place designated in this certificate, we the undersigned are familiar with and accept the obligations of that position as registered agents and agree to act in this capacity.

Gloria Cunigan  
504 N. W. 3<sup>rd</sup> Avenue  
Pompano Beach, Florida 33060

Gloria Cunigan  
Gloria Cunigan, Agent

Aug. 30, 2018  
Date

#### ARTICLE XXIII INCORPORATOR

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation at: 504 N. W. 3<sup>rd</sup> Avenue, Pompano Beach, Florida 33060, and the United States of America on Aug 17 2018

Gloria Cunigan  
CHANGE WITH CHANCE, Incorporated

Gloria Cunigan