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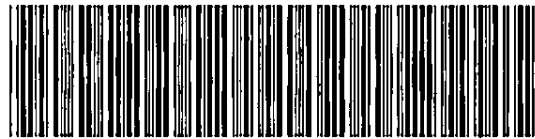
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FILED
2019 SEP 20 PM 12:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

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

SUBJECT: PHENOMENAL CHANGE INC.
(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is 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

Additional Copy Required

FROM: VICTORIA MCGHEE
Name (Printed or typed)
1841 West 22nd Street
Address
Jacksonville, Florida 32209
City, State & Zip
813-508-6933
Daytime Telephone number
vmcghee.enterprises@gmail.com
Email Address

NOTE: Please provide the original and one copy of the articles.

PHENOMENAL CHANGE, INC.

{ARTICLE OF CORPORATION}

ARTICLES OF INCORPORATION OF PHENOMENAL CHANGE, INC.

ARTICLE I CORPORATE NAME

The name of the nonprofit corporation is PHENOMENAL CHANGE, INC

ARTICLE II CORPORATE PURPOSES

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The purposes for which the Corporation is organized and operated are exclusively for charitable purposes and educational within the meaning of Section 501©(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law.

The Corporation's charitable and educational goals shall be met primarily by its commitment to aid services throughout the Jacksonville community but not limited to the following:

- (a) Phenomenal Change is to help felons gain employment, further their education and teach them the necessary life skills needed upon their release. These efforts will provide ex-offenders with a Second Chance at life!
- (b) Phenomenal Change is to provide recovering individuals and families with caring guidance, education, prevention, intervention and treatment to alleviate their multiple and complex problems.
- (c) Phenomenal Change is to provide housing and supportive services to men and women in need of immediate housing who are recently released from prison.
- (d) Phenomenal Change is to improve our community by providing tools for sustaining mental wellness with skills development, supportive care, and advocacy.

ARTICLE III LIMITATIONS

1. At all times the following shall operate as condition restricting the operation and activities of the corporation not qualifying as exempt under Section 501©(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any Directors or officers 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 the corporation.
2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the

corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office; and

3. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501©(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.
4. The corporation 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 the qualification of the individual to participate in same is determined by a panel comprised solely of non-Board members), or guarantee to any person the payment of a loan by an officer or director of this corporation.

ARTICLE IV DIRECTORS/MEMBERS

The corporation should have no members. The management and affairs of the corporation shall be at all times under the direction of a Board of Directors as define in the corporation bylaws.

ARTICLE V REGISTERED OFFICE AND AGENT

The initial street address and mailing address of the principal office of the Corporation is:

Victoria McGhee
Phenomenal Change, Inc.
1841 West 22nd Street
Jacksonville, Florida 32209

The initial registered agent and office of the nonprofit corporation is:

Victoria McGhee
1841 West 22nd Street
Jacksonville, FL 32209

ARTICLE VI MANAGEMENT OF CORPORATE AFFAIRS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall manage under the direction of, a Board of Directors which shall have four (6) directors initially. The number of directors may be increased or decreased from time to time by a majority of the directors, but at no times shall there be fewer than four (4) directors of the Corporation.

ARTICLE VIII
INITIAL DIRECTORS

The manner in which the Directors of the Corporation shall be elected or appointed shall be governed by the provisions of the Bylaws of the Corporation. The names and street addresses of the initial directors of the Corporation are:

<u>Name</u>	<u>Street Address</u>
Victoria McGhee – President	1841 West 22 nd Street Jacksonville, Fl. 32209
Alvin Heggs Vice –President	759 Cross Ridge Dr. Ponte Vedra, Fl. 32081
Erin McBride – Secretary	9195 Prosperity Lake Dr. Jacksonville, Fl. 32244
Herman Dixon – Treasurer	3251 Garden Brook Rd. Jacksonville, Fl. 32208
D’Andre Nevarez – Treasurer	1170 West 25 th Street Jacksonville, Fl. 32209
Victor Lawrence – Director	8864 Arbor Breeze Lane Jacksonville, Fl. 32222

ARTICLE IX
MEMBERS

The Corporation will not have members and shall be governed exclusively by its Board of Directors.

ARTICLE X
AMENDMENTS

Amendment to these Articles of Incorporation may be adopted by a majority of the directors in the manner set forth in the Bylaws of the Corporation.

ARTICLE XI
The name and address of the Incorporator is:

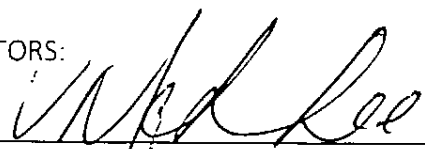
Victoria McGhee
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Jacksonville, Florida 32209

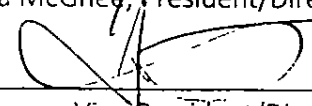
ARTICLE XIII
MISCELLANEOUS

In the event of the dissolution of the Corporation, or in the event it shall cease to carry out the objects and purposes herein set forth, all of the business, property and assets of the Corporation shall go and be distributed to a nonprofit corporation qualifying as an organization exempt under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, amended, or any superseding statute thereof, and as an organization qualifying as a public charity under the provisions of Section 509(a)(1) or 509(a)(2) of the Internal Revenue Code of 1986, as amended, or any superseding statute thereof, as the Directors of the Corporation may select and designate; and in no event shall any of said assets or property, in the event of dissolution thereof, go or be distributed or contributed by such directors, for any other such purpose.

Any of such assets not so disposed of shall be disposed of by the District Court of the County in which the principal office of the Corporation is then located, exclusively for such purpose, or to such organization or organization as said court shall determine, which are organized and operated exclusively for such purposes.

DIRECTORS:


Victoria McGhee, President/Director


Alvin Heggs, Vice-President/Director


Erin McBride, Secretary/Director


Herman Dixon, Treasurer/Director


D'Andre Nevarez, Director

Victor Lawrence, Director

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.


Victoria McGhee, Registered Agent

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation.

INCORPORATOR:


Victoria McGhee August 23, 2019