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Stephanie A. Daniel Attorney at Law 4506 Barclay Lane Tallahassee, Florida 32309

Telephone: 850-509-3329 Email: sdaniel520@comcast.net

May 6, 2020

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

Re: I BELIEVE, YOU BELIEVE, WE BELIEVE, INC.

TO WHOM IT MAY CONCERN:

Enclosed for filing please find the following documents:

- 1. Articles of Incorporation of I Believe, You Believe, We Believe, Inc.
- 2. Certificate Designating Registered Agent and Office.

I am also enclosing a check in the amount of \$87.50 to cover the following costs:

Filing fee for Articles of Incorporation Filing Fee for Registered Agent Certification Certified Copy Certification of Status	\$35.00 \$35.00 \$8.75 \$8.75
Total	\$87.50

After the Articles of Incorporation and the Certificate Designating Registered Agent and Office have been filed, please certify the enclosed extra copy of the Articles of Incorporation and return it to me in the self-addressed, stamped envelope provided. Additionally, please provide the requested Certification of Status in the same self-addressed, stamped envelope.

Thank you for your assistance with this matter.

Sincerely,

Stephanie A. Daniel

SAD/sd Enclosures

ARTICLES OF INCORPORATION OF I BELIEVE, YOU BELIEVE, WE BELIEVE, INC.

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ARTICLE I

CORPORATE NAME AND PRINCIPLE OFFICE

The name of this corporation is I BELIEVE, YOU BELIEVE, WE BELIEVE, INC., and the initial principal office of this corporation shall be located at 4506 Barclay Lane, Tallahassee, FL 32309, the same as the registered office. The mailing address is also 4506 Barclay Lane, Tallahassee, FL 32309.

ARTICLE II

CORPORATE NATURE

This is a not for profit corporation organized solely for charitable, scientific, literary and educational purposes pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes. This corporation shall not discriminate against any person or entity based on race, age, religion, gender, disability or national origin.

ARTICLE III

DURATION

The term of existence of the corporation is perpetual.

ARTICLE IV

SPECIFIC PURPOSE

The specific and primary purpose for which this corporation is formed is as follows:

1. To operate exclusively for charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law. Notwithstanding any other provisions of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal Income Tax under said Section 501(c)(3) or the corresponding provision of any future United States Internal Revenue Law.

- 2. To acquire, preserve, operate and maintain on a not for profit basis real property and improvements for the purposes of providing housing as needed and meeting spaces for educational and training purposes.
- 3. To provide training, educational and housing services for children who come from high school and are at risk of not being able to find a job or succeed in future educational endeavors and who are willing to participate in a training and educational program.
- 4. To provide training, educational and housing services for children aging out of the Florida foster care system, who are at risk of not being able to find a job or succeed in future educational endeavors and who are willing to participate in a training and educational program.
- 5. To conduct programs, meetings, events and activities; raise funds; request and receive grants, gifts, and bequests in its own name, securities, funds, objects of value, or other property, real or personal; and make expenditures to or for the direct or indirect benefit of the children served by this Corporation.
- 6. To receive and hold by gift, bequest, or purchase any real or personal property and to manage, invest and reinvest the same and to use and dispose of the same for scientific, educational, or charitable purposes, all for the advancement of the training and educational of children as described above, and for the encouragement and continuation of the corporation's established goals and objectives; to hold, either absolutely or in trust for any of said purposes, funds and property of all kinds subject only to any limitations or conditions imposed by law or the instrument under which said property is received; to sell, lease, convey or otherwise dispose of any such property and to invest and

reinvest the same or any proceeds thereof and to deal with and expend the principle and income for any of said purposes; to act as trustee; and, in general, to exercise any, all, and every power, including trust powers, which a corporation not for profit organized under the laws of the State of Florida for the foregoing purposes can be authorized to exercise.

ARTICLE V

BOARD OF DIRECTORS

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors consisting of not less than three (3) persons and not more than thirteen (13) persons. At all times, the number of the Board of Directors shall consist of an odd number and shall be divided as equally as the number Directors will permit to two classes: Class One and Class Two. The term of office for all Directors shall be two years, except for the term of office of the initial Class One Directors which shall expire at the annual meeting next ensuing, and the term of office of the initial Class Two Directors shall expire on year thereafter.

The name and address of such initial members of the Board of Directors are as follows:

Stephanie A. Daniel 4506 Barclay Lane Tallahassee, Florida 32309

Diana S. Miller c/o Stephanie A. Daniel 4506 Barclay Lane Tallahassee, Florida 32309

Susan Crosby 8536 D. L. Crosby Ln. Tallahassee, Florida 32305 Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting if a majority of members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by vote of the Directors. Any certification or other document filed under any provision of law which relates to actions so taken shall state the action was taken by written consent of the Board of Directors without a meeting. Such a statement shall be prima facie evidence of such authority.

The method of election of Directors shall be as set forth in the Bylaws of the corporation.

ARTICLE VI

EARNINGS AND ACTIVITIES OF CORPORATION

- A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, 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 IV above.
- B. 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 any candidate for public office.
- C. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal tax under 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Law.

- D. Notwithstanding any other provision of these Articles, this corporation shall not engage in any activities or exercise any powers that are not in furtherance of the purpose of this corporation.
- E. The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.
- F. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.
- G. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.
- H. The corporation shall not make any investments in such a manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.
- I. The corporation shall not make any taxable expenditures as defined in Section 4945 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

ARTICLE VII

DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization, or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the

corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principle office of the corporation is then located, exclusively for such purposes.

ARTICLE VIII

MEMBERSHIP

The qualification for members and the manner of their admission shall be regulated by the Bylaws of the corporation.

ARTICLE IX

DIRECTOR CONFLICT OF INTEREST

- A. No contract or other transaction between the corporation and one or more of its directors, or between the corporation and any other corporation, firm, association or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors is present at the meeting of the board of directors or of a committee thereof which approves such contract or transaction or that his or their votes are counted for such purposes:
- 1. If the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or
- 2. If such common directorship, officership or financial interest is disclosed or known to the members entitled to vote thereon, and such contract or transaction is approved by vote of the members; or
- 3. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a committee or the members.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which approves such contract or transaction.

ARTICLE X

AMENDMENT OF BYLAWS

Subject to the limitations contained in the Bylaws, and any limitation set forth in the Corporations Not for Profit Law of the State of Florida, concerning corporation action that must be authorized or approved by the members of the corporation, the Bylaws of this corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted, either by a resolution of the Board of Directors, or by the procedure set forth therefor in the Bylaws.

AMENDMENT XI

DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to education and charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

AMENDMENT XII

REGISTERED AGENT AND OFFICE

The address of the corporation's registered office shall be 4506 Barclay Lane, Tallahassee, Florida 32309, and the name of its registered agent shall be Stephanie A. Daniel.

AMENDMENT XIII

AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members of their vote in the manner set forth in the Bylaws of this corporation.

I, the undersigned, being the Incorporator of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation, this day of May, 2020.

Stephanie A. Daniel

CERTIFICATE DESIGNATING REGISTERED AGENT AND OFFICE

In compliance with Sections 48.091 and 617.0501, Florida Statutes, Florida Statutes, the following is submitted:

That I BELIEVE, YOU BELIEVE, WE BELIEVE, INC., desiring to organize and qualify as a not for profit corporation under the laws of the State of Florida, with its initial registered office at 4506 Barclay Lane, Tallahassee, Florida 32309, has named Stephanie A. Daniel of the same address as its Registered Agent to accept service of process within the State of Florida; and

That, having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, Stephanie A. Daniel hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper performance of her duties.

Stephanie A. Daniel