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Email Address: Ingrid.Harb05@gmail.com

FLORIDA PROFIT/NON PROFIT CORPORATION

Coding 4 Change, Inc.

Certificate of Status	1
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Help

Coding 4 Change, Inc.

Articles of Incorporation

**ARTICLES OF INCORPORATION
OF
CODING 4 CHANGE, INC.
A FLORIDA NON-PROFIT CORPORATION**

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 State of Florida, do hereby certify:

**ARTICLE I.
NAME**

1.1 Name

The name of this corporation shall be Coding 4 Change, Inc. (hereinafter referred to as the "Corporation").

**ARTICLE II.
DURATION**

2.1 Duration

The period of duration of the corporation is perpetual. The corporate existence will commence on the filing of these articles by the Department of State.

**ARTICLE III.
PURPOSE**

3.1 Purpose

Coding 4 Change, Inc. is a non-profit corporation and shall operate exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. The purpose of the corporation is to provide free summer coding programs for teens.

3.2 Non-Profit

Coding 4 Change, Inc. is designated as a non-profit corporation.

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ARTICLE IV. **BYLAWS**

The corporation is a not for profit corporation. The by-laws of the Corporation are to be made and adopted by, and may be altered, amended or rescinded by the board of directors of the Corporation.

ARTICLE V. **NON-PROFIT NATURE**

5.1 Non-profit Nature

Coding 4 Change, Inc. is organized exclusively for charitable and educational 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 corresponding section of any future federal tax code. No part of the net earnings of Coding 4 Change, Inc. 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 the purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 50(c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Coding 4 Change, Inc. is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

5.2 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of Coding 4 Change, Inc. of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

5.3 Dissolution

Upon termination or dissolution of the Coding 4 Change, Inc., any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

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The organization to receive the assets of the Coding 4 Change, Inc. hereunder shall be selected by the discretion of a majority of the managing body of the Coding 4 Change, Inc. and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Coding 4 Change, Inc. by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Florida.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Florida to be added to the general fund.

5.4 Prohibited Distributions

No part of the net earnings or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, 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 III, Section 3.1.

5.5 Restricted Activities

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

5.6 Prohibited Activities

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) 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.

ARTICLE VI. **BOARD OF DIRECTORS**

6.1 Governance

Coding 4 Change, Inc. shall be governed by its board of directors.

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6.2 Initial Directors

The Management of the Corporation shall be vested in a board of directors of not less than three (3) directors, each of whom must be an officer, director, employee, shareholder, partner, or member of the Corporation. The board of directors will be elected, maintained, and appointed in accordance with the Corporation's by-laws.

The officers of the corporation shall be a president, a secretary, and a treasurer and may include other officers as may be authorized by the bylaws and elected by the directors from time to time. The officers shall be elected by the board of directors in accordance with the bylaws of the corporation.

The initial directors of the corporation shall be:

Ingrid Harb	Director	18343 Bridle Club Drive Tampa, Florida 33647
Leticia Antonini	Director	18343 Bridle Club Drive Tampa, Florida 33647
Jad Dalal	Director	18343 Bridle Club Drive Tampa, Florida 33647
Kirsten Viveka Harb	Director	18343 Bridle Club Drive Tampa, Florida 33647

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6.3 Indemnification

The corporation shall indemnify any directors, officers, employees, incorporators, and members of the corporation from any liability regarding the corporation and the affairs of the corporation, unless the person fraudulently and intentionally violated the law and/or malicious conduct acts to damage and/or defraud the corporation, or as otherwise provided under the applicable statute.

ARTICLE VII. MEETINGS

After incorporation, the appropriate members of the Corporation shall hold an organizational meeting in accordance with Chapter 617, Florida Statutes, as amended. The board of directors of the Corporation may participate in a regular or special meeting by, or conduct the meeting through, the use of any means of communication which allows all directors participating to simultaneously hear one another. A director participating in such meeting is deemed present at the meeting. In the alternative, the board of directors may take action through signed e-mail communications in accordance with the by-laws of the corporation.

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ARTICLE VIII.
MEMBERSHIP

8.1 Membership

Coding 4 Change, Inc. shall have members whose rights and obligations shall be defined in the Corporation's by-laws.

ARTICLE IX.
AMENDMENTS

9.1 Amendments

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

ARTICLE X.
ADDRESSES OF THE CORPORATION

10.1 Corporate Address

The principal address and mailing address of the corporation is:

18343 Bridle Club Drive
Tampa, Florida 33647

ARTICLE XI.
APPOINTMENT OF REGISTERED AGENT

9.01 Registered Agent

The registered agent of the corporation shall be:

Ingrid Harb
18343 Bridle Club Drive
Tampa, Florida 33647

Having been appointed the Registered Agent of Coding 4 Change, Inc., and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment and agree to act in this capacity.

I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

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I, Ingrid Harb, agree to be the registered agent for Coding 4 Change, Inc. as appointed herein.

Ingrid Harb

Date: March 10, 2022

Ingrid Harb, Registered Agent

ARTICLE XII.
INCORPORATOR

The incorporators of the corporation are as follow:

Ingrid Harb
18343 Bridle Club Drive
Tampa, Florida 33647

IN WITNESS WHEREOF, I/We, the undersigned, have subscribed our names on this March 10, 2022 and constitute a complete copy of Articles of Incorporation of Coding 4 Change, Inc.

Ingrid Harb

Ingrid Harb, Incorporator

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