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LINDA DAVIS TUCK  
JAMES F. McCOLLUM

March 16, 1999

FILED  
MAR 18 AM 11:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
LENORA M. HOOTEN  
ADMINISTRATIVE ASSISTANT

ANGELA GONZALEZ  
ACCOUNTING ASSISTANT

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: C.H.A.N.G.E. of Highlands County, Inc.

100002810201--9  
-03/18/99--01039--010  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Gentlemen:

Enclosed is the signed original and one signed copy of the Articles of Incorporation for the above named corporation. Both have been subscribed and acknowledged before a notary public. I am also enclosing a check in the amount of \$70.00 to cover the filing fee (\$35.00) and registered agent designation fee (\$35.00). If you find these documents satisfactory, please place your certificate and endorse your approval on the photocopy and return same to me.

Should you have any questions, please do not hesitate to contact this office.

Very truly yours,

  
James F. McCollum

JFM/kjb  
enclosure(s)

cc: Client

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**ARTICLES OF INCORPORATION**  
**OF**  
**C.H.A.N.G.E. OF HIGHLANDS COUNTY, INC.**  
**A FLORIDA CORPORATION NOT FOR PROFIT**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I. NAME**

The name and address of the Corporation is C.H.A.N.G.E. OF HIGHLANDS COUNTY, INC. and its principal office and mailing address is 1708 Queen Avenue, Sebring, FL 33872.

**ARTICLE II. DURATION**

The term of existence of the Corporation is perpetual.

**ARTICLE III. PURPOSE**

This Corporation is organized in order to engage in any lawful activity consistent with the express purpose of the prevention of gangs in Highlands County, Florida and elsewhere. The corporation shall educate and encourage citizens to help avoid neighborhood gang expansion.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the Corporation or any member of the corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Director or Officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

The Corporation shall not engage in any act of self-dealing as defined in Section 4941(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

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.

The Corporation shall not make any investments in such 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.

The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of 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 manner, or to such organization or organizations organized or operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as any exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any further United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court in 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 IV. DIRECTORS

There shall be seven (7) members of the initial Board of Directors of the Corporation. The names and addresses of the persons who are to serve as Directors until the first election thereof are as follows:

Beverly Brando-Gillilan	1708 Queen Avenue Sebring, FL 33872
Tom Macklin	511 E. Oak Street Avon Park, FL 33825
Tom Dettman	307 N Ridgewood Drive Sebring, FL 33870
Robert Bullard	220 Huntley Oaks Boulevard Lake Placid, FL 33852
Nate Williams	1713 Lake Lotela Drive Avon Park, FL 33825
Victor Damigella	4118 Santiago Street Sebring, FL 33870

Directors shall be elected as provided in the By-Laws.

#### ARTICLE V. OFFICERS

The affairs of the Corporation are to be managed by the officers. The names of the persons who are to serve

as officers until the first election of officers under these Articles of incorporation are as follows:

Beverly Brando-Gillilan  
Tom Macklin  
Robert Bullard  
Tom Dettman

President  
Vice President  
Secretary  
Treasurer

#### ARTICLE VI. MEMBERS

The corporation shall have Members. Members of the Corporation may be divided into certain categories and meet qualifications as set forth in the By-Laws. Membership may be terminated by majority vote of the members of the Corporation, with or without cause, as set forth in the By-Laws of the Corporation.

#### ARTICLE VII. BY-LAWS

The By-Laws of the Corporation are to be made, altered, or rescinded by the members of the Corporation.

#### ARTICLE VIII. AMENDMENTS TO ARTICLES

These Articles of Incorporation may be amended by the act of the Directors and members of the Corporation. Such amendments may be proposed and adopted in the manner provided in the By-Laws of the Corporation.

#### ARTICLE IX. INCORPORATORS

The names and residence addresses of the subscribers of these Articles of Incorporation are:

James F. McCollum

129 South Commerce Avenue  
Sebring, FL 33870

#### ARTICLE X. REGISTERED OFFICE AND REGISTERED AGENT

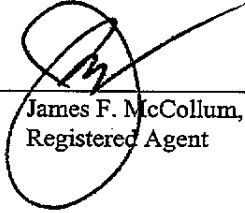
The initial registered agent of this Corporation is Law Office of James F. McCollum, P.A. who shall maintain an office at 129 South Commerce Avenue, Sebring, Florida, 33870, which shall be the registered office of this Corporation for service of process.

IN WITNESS WHEREOF, we have subscribed our names this 16 day of March, 1999.

  
James F. McCollum, Incorporator

I hereby accept the appointment as Registered Agent for the above Corporation.

Law Office of James F. McCollum, P.A.

By:   
James F. McCollum, President  
Registered Agent