

Division of Corporations

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Florida Department of State
Division of Corporations
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FLORIDA PROFIT/NON PROFIT CORPORATION

Be the Change Global, Inc.

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SECTION OF CORPORATIONS

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ARTICLES OF INCORPORATION
OF
BE THE CHANGE GLOBAL, INC.

The undersigned, acting as incorporator of Be The Change Global, Inc. (the "Company"), under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME AND ADDRESS

The name of the Company is: Be The Change Global, Inc. The street address and mailing address of the initial principal office is 1131 N. Laura Street, Jacksonville, Florida 32206.

ARTICLE II. DURATION OF EXISTENCE

The Company will exist perpetually.

ARTICLE III. GENERAL PURPOSES

The general purposes for which the Company has been organized are to engage in any activity or business permitted under the laws of the United States and of the State of Florida and to carry out said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country, including, but not limited to, any legal for-profit enterprise, economic development, agricultural development, training and humanitarian outreach pursued in the Republic of Haiti.

ARTICLE IV. CAPITAL STOCK

The total number of shares of all classes of stock which the Company shall have authority to issue is 1,000 shares of common stock having a par value of \$0.01 per share.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The Company designates 1131 N. Laura Street, Jacksonville, Florida 32206 as the street address of the initial registered office of the Company and names Dr. Robert V. Lee III as the Company's initial registered agent at that address to accept service of process within this state.

Prepared by Christopher G. Commander
Florida Bar No. 0028882
Holland & Knight LLP
50 N. Laura St., Suite 3900
Jacksonville, FL 32202
904-353-2000

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ARTICLE VI. INITIAL BOARD OF DIRECTORS

The Company has five (5) directors, initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but will never be less than one. The names and addresses of the initial directors are:

Dr. Robert V. Lee III
1131 N. Laura Street
Jacksonville, Florida 32206

Marshal D. Gunn Jr.
1131 N. Laura Street
Jacksonville, Florida 32206

Shelly Marino
1131 N. Laura Street
Jacksonville, Florida 32206

Susan Wiles
1131 N. Laura Street
Jacksonville, Florida 32206

Robert G. Riegel Jr.
1131 N. Laura Street
Jacksonville, Florida 32206

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator is:

Dr. Robert V. Lee III
1131 N. Laura Street
Jacksonville, Florida 32206

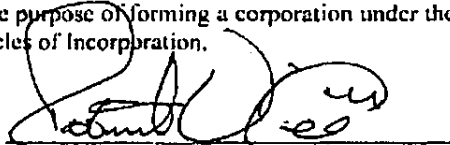
ARTICLE VIII. INDEMNIFICATION

The Company by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an officer, director, employee or agent of the Company or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an officer, director, employee or agent of the Company or its subsidiaries. The Company by action of its board of directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an officer, director, employee or agent, after receipt by the Company of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of directors, the

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authority granted to the board of directors in this paragraph shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the Company relating thereto.

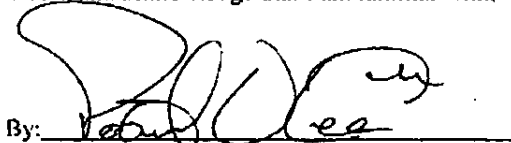
The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation.


Dr. Robert V. Lee III, Incorporator

ACCEPTANCE OF REGISTERED AGENT

I agree to act as registered agent for the corporation named above, to accept service of process at the place designated in these Articles of Incorporation, and to comply with the provisions of the Florida Business Corporation Act, and acknowledge that I am familiar with, and accept, the obligations of such position.

Dated: July 11, 2014


By: Dr. Robert V. Lee III

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