

**ARTICLES OF INCORPORATION
OF
100% GIVING, INC.**

I, the undersigned natural person over the age of eighteen (18), acting as an incorporator, adopt the following Articles of Incorporation of 100% Giving, Inc. (referred to as the "Corporation") under the Texas Non-Profit Corporation Act (referred to as the "Act"):

**ARTICLE 1
NAME**

The name of the Corporation is 100% Giving, Inc.

**ARTICLE 2
NONPROFIT CORPORATION**

The Corporation is a nonprofit corporation. Upon dissolution, all of the Corporation's assets shall be distributed to the State of Texas or an organization exempt from taxes under Internal Revenue Code Section 501(c)(3) for one or more purposes that are exempt under the Texas franchise tax.

**ARTICLE 3
DURATION**

The Corporation shall continue in perpetuity or until it is dissolved in accordance with the provisions of the Corporation's Bylaws.

**ARTICLE 4
PURPOSES**

The purposes for which the Corporation is organized are charitable fundraising and charitable giving awareness (said purposes are intended to fall within the meaning of Internal Revenue Code Section 501(c)(3) and Texas Tax Code Section 11.18(c). Specifically, the Corporation is organized to increase the societal propensity of charitable giving participation by providing reluctant donors a specific "Impact Use"™ guarantee for their donation dollar. "Impact Use"™ identifies the concept that donations will only be used for food, medicine, building materials, shipping, and other direct benefit items, and not for administrative, salary and/or overhead expenses.

**ARTICLE 5
POWERS**

Subject to the limitations in these Articles of Incorporation, the Corporation shall have the authority to take any action it deems to be necessary, appropriate, or convenient relating to the management of the Corporation, including, but not limited to, the powers to:

1. Have succession to its corporate name;
2. Make and alter bylaws;
3. Conduct affairs, carry on operations, and have officers anywhere in the world;
4. Have and alter a corporate seal, and use the seal by causing it or a facsimile there of to be impressed on, affixed to, or reproduced in any manner on instruments required to be executed by the Corporation's officers;
5. Purchase, receive, lease, or otherwise acquire, own, hold, improve, use, or otherwise deal in any interest in real or personal property wherever situated;
6. Invest and reinvest in property that the Board of Directors deems advisable, including an option to acquire an asset;
7. Purchase, receive, subscribe for, acquire, own, hold, vote, employ, mortgage, lend, pledge, sell, dispose of, or otherwise use and deal in and with shares, interests, and obligations of other corporations, whether for profit or not for profit, associations, partnerships, individuals, and government agencies and instrumentalities;
8. Sell, convey, exchange, convert, grant an option, assign, build, manage, operate, control, or otherwise dispose of Corporation property;
9. Partition, divide, subdivide, assign, develop, and improve Corporation property;
10. Make or obtain the vacation of plats, adjust boundaries, adjust differences in valuation on exchange or partition, and dedicate easements for public use, of Corporation property, with or without consideration;
11. Make ordinary and extraordinary repairs and alterations in buildings, demolish improvements, raze party walls or buildings, and erect party walls or buildings on Corporation property;
12. Lease Corporation property for any legal purpose, and enter into any covenants and agreements relating to the leased property or any improvements that may be erected on the property;
13. Borrow money on behalf of the Corporation from any person, firm, or corporation for any Corporation purpose. However, the Corporation shall

not borrow money from an officer or director without the approval of the Board of Directors, not including the vote of any director who is involved in the transaction in a personal capacity;

14. Make contracts, incur liabilities, issue notes, bonds and other obligations, and secure obligations by mortgage or pledge of Corporation property, franchises, and income;
15. Encumber or hypothecate Corporation property for any Corporation purpose by mortgage, deed of trust, pledge, or otherwise;
16. Lend money for the purposes of the Corporation, invest and reinvest funds, and take and hold real and personal property as security for the payment of funds loaned or invested;
17. Enforce any mortgage or deed of trust or pledge owned by the Corporation and, at any sale under any such mortgage, deed of trust, or pledge, bid and purchase at Corporation expense any property subject to the security instrument;
18. Lend money to and otherwise assist the Corporation's employees, but not its officers and directors;
19. Vote and give proxies to vote any Corporation securities;
20. Pay any assessments or other charges levied on any Corporation stock or other security;
21. Exercise any subscription, conversion, or other rights or options that may attach to the holders of any Corporation stocks, bonds, securities, or other instruments;
22. Continue and operate, sell, or liquidate any business or partnership interests received by the Corporation;
23. Participate in any plans or proceedings for the foreclosure, reorganization, consolidation, merger, or liquidation of any corporation or organization that has issued securities owned by the Corporation and, incident to that participation, deposit securities with and transfer title of securities to any protective or other committee established to further or defeat any such plan or proceeding;
24. Carry, at the expense of the Corporation, insurance or make other arrangements for payment of liabilities to protect the Corporation or the directors, officers, agents, and employees of the Corporation, or persons serving at the request of the Corporation as representatives of another

enterprise, provided that the terms of the insurance or other arrangements are consistent Texas and/or federal law regarding such matters;

25. Make donations for the public welfare, or charitable, scientific, or educational purposes, and in time of war, make donations in aid of war activities;
26. Abandon any Corporation asset;
27. Elect or appoint officers and agents for any period of time, define their duties, and fix their compensation;
28. Establish pension plans and trusts and pay pensions to all or certain classes of its officers and employees;
29. Employ an attorney, investment adviser, accountant, broker, tax specialist, or any other agent, and pay reasonable compensation for all services performed by any of them as a Corporation expense;
30. Compromise, participate in mediation, submit to arbitration, release with or without consideration, extend time for payment, and otherwise adjust any claims in favor of or against the Corporation;
31. Commence or defend any litigation in the corporate name with respect to the Corporation or any Corporation property, at the expense of the Corporation;
32. Cease the Corporation's activities and terminate its existence by voluntary dissolution; and
33. Do all acts, take part in any proceedings, and exercise all rights and privileges as could an absolute owner of Corporation property, subject to the limitations expressly stated in these Articles of Incorporation or the Corporation's Bylaws. The enumeration of powers in these Articles of Incorporation shall not limit the general or implied powers of the Corporation or any additional powers provided by law.

ARTICLE 6 RESTRICTIONS AND REQUIREMENTS

The Corporation shall not pay dividends or other corporate income to its directors or officers or otherwise accrue distributable profits or permit the realization of private gain. The Corporation shall have no power to take any action prohibited by the Act. Further, the Corporation shall have no power to take any action that would be inconsistent with the requirements for a tax exemption under Internal Revenue Code Section 501(c) (3) and related regulations, rulings, and procedures. The Corporation

shall have no power to take any action that would be inconsistent with the requirements for receiving tax deductible charitable contributions under Internal Revenue Code Section 170(c)(2) and related regulations, rulings, and procedures. Regardless of any other provision in these Articles of Incorporation or state law, the Corporation shall have no power to:

1. Engage in activities or use its assets in manners that are not in furtherance of one or more exempt purposes, as set forth above and defined by the Internal Revenue Code and related regulations, rulings, and procedures, except to an insubstantial degree;
2. Serve a private interest other than one that is clearly incidental to an overriding public interest;
3. Devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise, except as provided by the Internal Revenue Code and related regulations, rulings, and procedures;
4. Participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office. The prohibited activities include the publishing or distributing of statements and any other direct or indirect campaign activities;
5. Have objectives that characterize it as an "action organization" as defined by the Internal Revenue Code and related regulations, rulings, and procedures;
6. Distribute its assets on dissolution other than for one or more exempt purposes; on dissolution, the Corporation's assets shall be distributed to the state government for a public purpose, or to an organization exempt from taxes under Internal Revenue Code Section 501(c)(3) to be used to accomplish the general purposes for which the Corporation was organized;
7. Permit any part of the net earnings of the Corporation to inure to the benefit of any private shareholder or member of the Corporation or any private individual;
8. Carry on an unrelated trade or business except as a secondary purpose related to the Corporation's primary, exempt, purposes.

The Corporation shall make distributions at such times and in such manners as to avoid the tax under Internal Revenue Code Section 4942. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d). The Corporation shall not retain excess business holdings as defined in Section 4943(c). The Corporation shall

not make any investments that would subject it to the tax described in Section 4944. The Corporation shall not make any taxable expenditures as defined in Section 4945(e).

**ARTICLE 7
MANAGEMENT AND ORGANIZATIONAL STRUCTURE**

Management of the affairs of the Corporation is to be vested in its Board of Directors who shall manage the Corporation in accordance with these Articles of Incorporation and the Corporation's Bylaws. In the event of a conflict between these Articles of Incorporation and the Corporation's Bylaws, the Bylaws shall prevail. The Corporation shall have no members.

**ARTICLE 8
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 1313 Stone Lakes Drive, Southlake, Texas 76092. The name of the initial registered agent at this office is Edward Richmond.

**ARTICLE 9
BOARD OF DIRECTORS**

The qualifications, manner of selection, duties, terms, and other matters relating to the Board of Directors (referred to as the "Board of Directors") shall be provided in the Corporation's Bylaws. The initial Board of Directors shall consist of four persons. The number of directors may be increased or decreased only by amendment of the Corporation's Bylaws. The number of directors may not be decreased to less than three. The initial Board of Directors shall consist of the following persons at the following addresses:

<u>Name of Director</u>	<u>Street Address</u>
Edward Richmond	1313 Stone Lakes Drive, Southlake, Texas 76092
Monica Richmond	1313 Stone Lakes Drive, Southlake, Texas 76092
Christopher Trelawny-Ross	204 Ivy Glen Drive, Grapevine, Texas 76051
Charlene Wiersom	1306 Normandy Drive, Southlake, Texas 76092

**ARTICLE 10
LIMITATION ON LIABILITY OF DIRECTORS**

A director is not liable to the Corporation for monetary damages for an act or omission in the director's capacity as director except to the extent otherwise provided by a statute of the State of Texas.

**ARTICLE 11
INDEMNIFICATION**

The Corporation may indemnify a person who was, is, or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a director or other person related to the Corporation as provided by the provisions in the Act governing indemnification. As provided in the Corporation's Bylaws, the Board of Directors shall have the power to define the requirements and limitations for the Corporation to indemnify directors, officers, agents or others related to the Corporation.

**ARTICLE 12
CONSTRUCTION**

All references in these Articles of Incorporation to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

**ARTICLE 13
INCORPORATORS**

The name and street address of the incorporator is:

Name of Incorporator

Address

Shannon Jamison

your Address

**ARTICLE 14
ACTION BY WRITTEN CONSENT**

Action may be taken by use of signed written consents by the number of directors whose vote would be necessary to take action at a meeting at which all such persons entitled to vote were present and voted. Each written consent must bear the date of signature of each person signing it. A consent signed by less than all of the directors is not effective to take the intended action unless consents, signed by the required number of persons, are delivered to the Corporation within 60 days after the date of the earliest dated consent delivered to the Corporation. Delivery must be made by hand, by facsimile, email, or by certified or registered mail, return receipt requested. The delivery may be made to the corporation's registered agent.

The Corporation will give prompt notice of the action taken to persons who do not sign consents. If the action taken requires documents to be filed with the secretary of state, the filed documents will indicate that the written consent procedures have been properly followed.

A telegram, telex, cablegram, or similar transmission by a director, or photographic, facsimile, or similar reproduction of a signed writing is to be regarded as being signed by the director.

This document shall become effective when the document is filed by the Texas Secretary of State.

The undersigned executes these Articles of Incorporation on this the ____ day of February 2004. The undersigned incorporator signs these Articles of Incorporation subject to the penalties imposed by law for the submission of a false or fraudulent document.

Shannon Jamison, Incorporator