

CERTIFICATE OF INCORPORATION
OF
Beecher Town Give Back Association

A NON-STOCK CORPORATION

FIRST: The name of the Corporation is: **Beecher Town Give Back Association**

SECOND: Its registered office in the State of Delaware is located at 16192 Coastal Highway, Lewes, DE 19958, County of Sussex. The registered agent in charge thereof is Harvard Business Services, Inc.

THIRD: The purpose of this tax deductible non-profit organization shall be to engage in any lawful activity for which corporations may be organized under the General Corporation Law of Delaware. In addition the purpose of this non-profit organization is to create positive changes in the lives of the poor and vulnerable in the Beecher Town and surrounding areas; providing assistance with nutritional food, healthcare, education and other community outreach programs.

This corporation is organized exclusively for charitable, religious or educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 (or the 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 Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law.)

INUREMENT OF INCOME: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, directors, officers of the corporation, or any private persons (except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered), and no member, trustee, or officer shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation.

LEGISLATIVE OR POLITICAL ACTIVITIES: 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 (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. (except as otherwise provided by Internal Revenue Code section 501(h).

DISSOLUTION CLAUSE: Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provisions for the payment of all the liabilities

of the corporation, dispose of all 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 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any assets not so disposed of shall be disposed of by the Court of Common Pleas of 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.

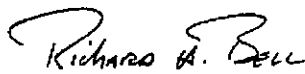
FOURTH: No capital stock shall ever be issued, no dividends shall ever be paid, and the Corporation shall be operated on a non-profit basis in furtherance of its Corporate purposes, and any surplus shall be used to further such purposes.

FIFTH: The Corporation may have members, but not shareholders, and shall be governed by a Board of Directors who shall be selected in the manner provided in the By-Laws.

SIXTH: The name and address of the incorporator is Richard H. Bell in care of Harvard Business Services, Inc., 16192 Coastal Highway, Lewes, DE 19958.

I, Richard H. Bell, for the purpose of forming a corporation under the laws of the State of Delaware do make and file this certificate, and do certify that the facts herein stated are true; and have accordingly signed below, this 5th day of June, 2012.

Signed and Attested to by:



HARVARD BUSINESS SERVICES, INC.
By Richard H. Bell, Incorporator