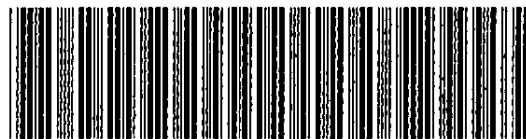


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8/12/08

**ARTICLES OF INCORPORATION
OF
GREAT CONJUNCTIONS CORPORATION
(Not-For Profit Corporation)**

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**ARTICLE I
NAME/LOCATION**

The name, principal office and business address:

The name of this corporation is **"Great Conjunctions Corporation."**

The Principal Office is located at: 2822 54th Avenue South, Suite 217, St.
Petersburg, FL 33712.

**ARTICLE II
DURATION**

This corporation is to exist perpetually.

**ARTICLE III
CORPORATE NATURE**

This is a non-profit corporation organized solely for education and community services purposes pursuant to the Florida Corporations Not for Profit laws set forth in Section 617 of the Florida Statutes and any and all activities or business permitted under the laws of the United States and Florida.

**ARTICLE IV
SPECIFIC PURPOSE**

- A. Great Conjunctions Corporation's mission and purpose is to connect communities with services to empower psychologically, financially and physically through training, seminars and fostering dialog for innovative solutions and change.

B. Through board and member participatory meetings and organized presentations this corporation shall:

1. Recruit and train community leaders to host a variety of community based activities including Workshops, Family Camps, Tutoring for Parent, Anger Management, Conflict Resolution, Community Solidarity, Instrumental Rap Sessions (MICs), Awards and Scholarships, Foreign Nationals Interface, Family Intervention. Education and Career Planning , Intergenerational Activities
2. Establish administration offices to purchase and compile courses and course materials which are professionally marketed by educational organizations, such as universities to promote the advancement of community stabilization in education and alliances under IRC Section 501(c) (3) purposes;
3. Organize tours, professionally guided and unguided, to various sites of interest to increase educational understanding and integration of concepts for dynamic change;
4. Develop, plan, publish and distribute, writings, mailings, and educational initiatives and creative works developed by member(s) or other community outlets.
5. To develop constituents for the continued support of educational programs and propagation of resources for aspiring community leaders.
- 6.

C. To organize exclusively for charitable purposes, including educational and social purposes within the meaning of section 501(c)(3) of the Code. In addition, the

corporation is organized for the purpose of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal revenue Code, or the corresponding section of any future federal tax code.

D. These To facilitate the mission and the purpose of the corporation, Great Conjunctions Corporation is organized:

1. To take and hold, bequest, gift, purchase or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal, intangible or mixed, without limitation as to the amount or value, except such limitations, if any, as may be imposed by law.
2. To sell, convey, and dispose of any such property and to invest the principal or interest thereof , and to deal with and expend the income acquired for any purpose, without limitation, except:
 - (a) such limitation as may be imposed by law or contained in such instrument under such property, in trust, is received or under the terms of any will, Deed of Trust, or other trust instrument for the foregoing purposes or any of them;
 - (b) and in administering the same carry out directions, and exercise the powers contained in the trust instrument under which the trust property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received.

3. To receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations or other securities of any other corporation, foreign or domestic, but only for the foregoing purposes;
4. And in general, to exercise any, all and every power for which a non-profit corporation is organized under the applicable laws of any state or federal laws.
5. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, Board of Directors, officers or other private persons, except that:
 - (1) The corporation shall be authorized and empowered to pay compensation for services rendered to the corporation, pay benefits of insurance, annuity and in-kind services and to make payments and distributions in furtherance of the purposes set forth herein;
 - (2) All creative works completed by officers or employees of the corporation for which
 - (i) compensation is not issued to the officer or employee by the Corporation;
 - (ii) office hours are not utilized;
 - (iii) and for which corporate facilities and equipment is utilized with compensationshall inure to the individual ownership of the officer, employee, and/or their corporation, heirs or devisees; unless a separate agreement is authorized by the Board of Directors.

ARTICLE V ASSET DISTRIBUTION

No part of the net earnings of the corporation shall 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 distribution in furtherance of the purposes set forth in Article IV hereof. 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 publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. 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, or the corresponding section of any future federal tax code, or (b) 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 tax code.

ARTICLE VI MANAGEMENT OF CORPORATE AFFAIRS

All corporate powers of the corporation shall be exercised, its properties controlled and its affairs conducted by its Corporate Officers. The Board of Directors will to be appointed by the Officers.

ARTICLE VII DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purpose. Any such assets not so disposed shall be disposed of by Court of Competent Jurisdiction 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.

ARTICLE VIII REGISTERED AGENT

The principal address and street address of the initial registered agent of this corporation is Dederick Woodard, 2822 54th Avenue South, Suite 217, St. Petersburg, FL 33712.

ARTICLE VIII INCORPORATOR

The names and address of the Incorporator is:

Dederick Woodard	2822 54 th Avenue South, Suite 217 St. Petersburg, FL 33712
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ARTICLE IX INITIAL OFFICERS

The initial officers of the corporation shall be:

President: Dederick Woodard	2822 54 th Avenue South, Suite 217 St. Petersburg, FL 33712
Vice-Pres: Daniel Turner	4905 34 th St. S., Suite 177 St. Petersburg, FL 33711

ARTICLE X BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors.

ARTICLE XI – AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these articles or incorporation, or any amendments hereto.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 21st day of June, 2008.



Incorporator – Dederick D. Woodard

STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT

I hereby accept the designation as registered agent to accept service of process for the above stated corporation at the place designated in this statement. 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 under Chapter 608, Florida Statutes.



Dederick Woodard
2822 54th Avenue South Suite 217
St. Petersburg, FL 33712
727.623.5081

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