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DIVISION OF CORPORATIONS
12 MAY 31 AM 9:47

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COVER LETTER

Department of State
Division of Corporations
P.O. Box 6327
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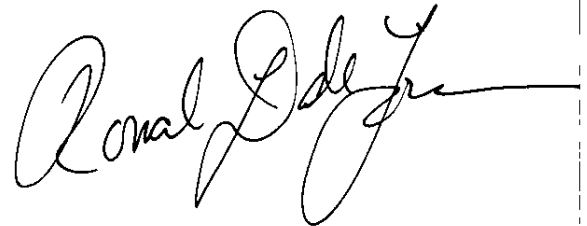
SUBJECT: SHIFTFORWARD, INC.

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for:

(\$78.75 - Filing Fee Filing Fee & Certificate of Status)

FROM:

Dale Tompkins
PO Box 1649
Lake City, FL 32056-1649
386-867-1265
dale@thewaylc.com

A handwritten signature in black ink, appearing to read "Dale Tompkins", with a long horizontal flourish extending to the right.

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
FOR
SHIFTFORWARD, INC.

FILED
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DIVISION OF CORPORATIONS

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The undersigned incorporator, for the purpose of forming a Florida not-for-profit corporation, hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation:

ShiftForward, Inc.

ARTICLE II

The principal place of business address:

1140 SW Bascom Norris Drive, Suite 105
Lake City, Florida 32025

The mailing address of the corporation is:

Post Office Box 1649
Lake City, FL 32056-1649

ARTICLE III

The specific purpose for which this corporation is organization is:

CORPORATE PURPOSES: The purposes for which this corporation is formed are exclusively charitable, educational and consist of the following:

1. This corporation is formed exclusively for charitable and educational and humanitarian purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law."
2. This corporation is a resource for people, businesses, civic organizations and communities working toward prosperity through education, economics and social justice. Assist our own community, surrounding areas, state and US. Our mission is to actively serve people by building charitable capital, making philanthropic grants, and providing facilities and services that contribute to the health and vitality of their community. No part of the net earnings of which inures to the benefit of

- any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.
3. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.
 4. All of the foregoing purposes shall be exercised exclusively charitable and educational purposes in such a manner that the Corporation will qualify as an exempt organization under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

501(c)(3) LIMITATIONS

1. **CORPORATE PURPOSES:** Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state 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.
2. **EXCLUSIVITY:** The Corporation is organized exclusively to strengthen families, grow sustainable communities and cultivate leadership and philanthropy through education, economics and social justice.
3. **NO PRIVATE INUREMENT:** The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.
4. **MEMBERSHIP:** The Corporation has no membership requirements for voting as there are no members.
5. **LOBBYING AND POLITICAL CAMPAIGNS:** No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.
6. **DISSOLUTION:** Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the

Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

INDEMNIFICATION - Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

ARTICLE IV

The manner in which directors are elected or appointed is:

As provided by the By-laws.

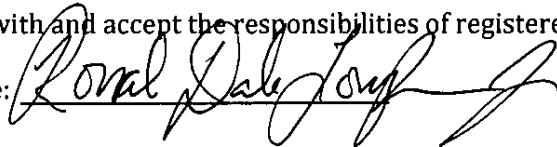
ARTICLE V

The name and Florida Street address of the registered agent is:

Ronal Dale Tompkins, Jr.
1452 SE County Road 349
Lake City, FL 32025

I certify that I am familiar with and accept the responsibilities of registered agent.

Registered Agent Signature:

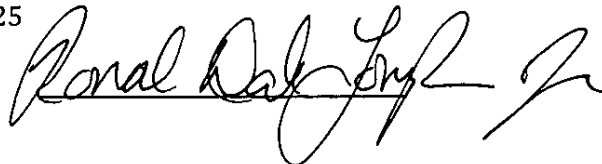


ARTICLE VI

The name and address of the incorporator is:

Ronal Dale Tompkins, Jr.
1452 SE County Road 349
Lake City, FL 32025

Incorporator Signature:



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ARTICLE VII

The initial officers and/or directors of the corporation are:

Title: President (P)
Ronal Dale Tompkins, Jr.
1452 SE County Road 349
Lake City, FL 32025

Title: Vice President (VP)
Charles Oden
21273 NW County Road 235
Lake Butler, FL 32054

Title: Secretary/Treasury (S/T)
Nina Heringer
522 SW Tularosa Lane
Lake City, FL 32025

ARTICLE VIII

The effective date for this corporation shall be:

07/01/2012