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Date: 9-1-16

ENTITY NAME:

ASTERION FOUNDATION, INC

****PLEASE FILE THE ATTACHED AND RETURN:****

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****PLEASE OBTAIN THE FOLLOWING FOR THE ABOVE ENTITY:****

Document Number: _____

_____ Certified Copy of Arts & Amendments

_____ Certificate of Good Standing

****APOSTILLE/NOTARIAL CERTIFICATION:****

COUNTRY OF DESTINATION _____

NUMBER OF CERTIFICATES REQUESTED _____

TOTAL AMOUNT OWED: 70-

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PLEASE CONTACT TINA AT 850-508-1891 FOR ANY PROBLEMS OR INFORMATION ON THIS MATTER.

Thank you!

Tina Goff, President

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ASTERION FOUNDATION, INC.

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**ARTICLES OF INCORPORATION – NON-PROFIT
(FLORIDA)**

ARTICLE I

NAME

1.01 Name

The legal name of this corporation shall be **Asterion Foundation, Inc.**

ARTICLE II

DURATION

2.01 Duration

The period of duration of the corporation shall be perpetual.

ARTICLE III

PURPOSE

3.01 Purpose

Asterion Foundation, Inc. is a non-profit corporation organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making 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.

Our mission is to provide astronomy education and outreach programs, to include but not limited to, making grants for these purposes.

To maximize our effectiveness, we may seek to collaborate with other non-profit organizations which qualify as non-profit corporations under section 501(c) (3).

ARTICLE IV

NON-PROFIT NATURE / BENEFITS

4.01 Non-profit Nature

Asterion Foundation, Inc. is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its charitable, religious, educational or scientific purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to, any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

4.02 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of Asterion Foundation, Inc. of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

4.03 Dissolution

Upon termination or dissolution of Asterion Foundation, Inc., any assets lawfully available for distribution shall be distributed to one or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute), which organization or organizations shall have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of Asterion Foundation, Inc. hereunder shall be selected by the discretion of a majority of the managing body of the Asterion Foundation, Inc. and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Asterion Foundation, Inc. by one or more of its managing body, which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Florida.

In the event the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Florida, or its equivalent, to be added to the general fund.

4.03 Prohibited Distributions

No part of the net earnings, or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III, Section 3.01.

4.04 Restricted Activities

No substantial part of the corporation's activities 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) in any political campaign on behalf of or in opposition to any candidate for public office.

4.05 Prohibited Activities

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax as an organization described by 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 federal tax code.

ARTICLE V

BOARD OF DIRECTORS

5.01 Governance

Asterion Foundation, Inc. shall be governed by its board of directors.

5.02 Initial Directors

The initial directors of the corporation shall be:

Michael Toomey, President

Janna Underhill, Secretary

Lawrence Friedberg, Treasurer

5.03. Selection of Board Members

Initial board members were selected by the incorporator.

Asterion Foundation, Inc. Directors may be elected at any Board meeting by the majority vote of the existing Board of Directors.

ARTICLE VI

MEMBERSHIP

6.01 Membership

Asterion Foundation, Inc. shall have no members. The management of the affairs of the corporation shall be vested in a board of directors, as defined in the corporation's bylaws.

ARTICLE VII

AMENDMENTS

7.01 Amendments

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

ARTICLE VIII

ADDRESSES OF THE CORPORATION

8.01 Corporate Address

The physical address of the corporation is: 5745 SW 75th St, #288, Gainesville, FL 32608.

The mailing address of the corporation is: 5745 SW 75th St, #288, Gainesville, FL 32608.

ARTICLE IX

APPOINTMENT OF REGISTERED AGENT

9.01 Registered Agent

The registered agent of the corporation shall be: Michael Toomey, 5745 SW 75th St, #288, Gainesville, FL 32608.

ARTICLE X

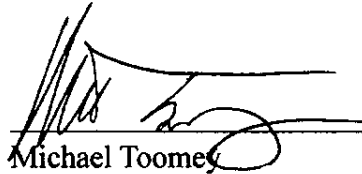
INCORPORATOR

The incorporator of the corporation is: Michael Toomey, 5745 SW 75th St, #288, Gainesville, FL 32608.

Acknowledgment of Consent to Appointment as Registered Agent

I, Michael Toomey, having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Registered Agent

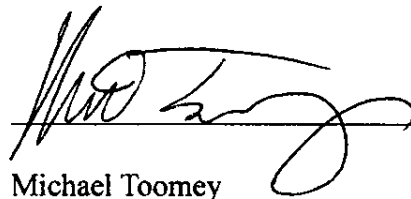

Michael Toomey

August 16, 2016
Date

Acknowledgement of Incorporator

I, Michael Toomey, submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Incorporator


Michael Toomey

August 26, 2016
Date

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