

STATE OF GEORGIA

Secretary of State

Corporations Division

313 West Tower

2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

CERTIFICATE OF INCORPORATION

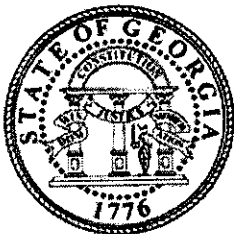
I, Brian P. Kemp, the Secretary of State and the Corporation Commissioner of the State of Georgia, hereby certify under the seal of my office that

A Pathway to Hope and Home, Inc.

a Domestic Nonprofit Corporation

has been duly incorporated under the laws of the State of Georgia on 10/19/2015 by the filing of articles of incorporation in the Office of the Secretary of State and by the paying of fees as provided by Title 14 of the Official Code of Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta
and the State of Georgia on 11/18/2015



A handwritten signature in black ink, appearing to read "B. P. Kemp".

Brian P. Kemp
Secretary of State

ARTICLES OF INCORPORATION

ARTICLE I

NAME

1.01 Name

The name of this non-profit corporation shall be **A Pathway to Hope and Home, Inc.**

ARTICLE II

DURATION

2.01 Duration

The period of duration of the non-profit corporation is perpetual.

ARTICLE III

PURPOSE

3.01 Purpose

A Pathway to Hope and Home, Inc. is a non-profit corporation and shall operate exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

A Pathway to Hope and Home, Inc.'s purpose is to provide affordable and/or free homeownership opportunities, free vehicles (cars, vans, trucks, and/or other forms of transportation - new and/or used), group home shelters and/or foster care homes/assisted living establishments/housing for veterans, men, women, children, seniors, and the homeless/housing for men, women, teenagers, and/or children in transition from the penal system/housing for the disabled/differently abled and mentally challenged, scholarships, and various outreach services (economic empowerment, training and/or job creation, clothing/food/water, energy, education, housing, healthcare, resource centers, counseling) to deserving families and individuals, state-wide, nationally and internationally, for the purpose of improving their quality of life, building net worth, and creating more entrepreneurs, regardless of their race, color, religion, gender, national origin, age, veteran status, disability, marital status, or sexual orientation. Various initiatives, including fundraising events, will be implemented to raise funds for these efforts. Our programs will also include assigning ambassadors the task of raising social consciousness about our cause(s) on a local/statewide, national, and global level.

To maximize our impact on current efforts, we may seek to collaborate with other non-profit organizations which fall under the 501(c)(3) section of the Internal Revenue Code and are operated exclusively for charitable and educational purposes.

At times, per the discretion of the Chief Executive Officer (CEO) or board of directors, we may provide internship and/or volunteer programs which will offer opportunities for involvement in said activities and programs in order to have a greater impact for change.

3.02 Non-profit Status

A **Pathway to Hope and Home, Inc.** is designated as a non-profit corporation.

ARTICLE IV

NON-PROFIT NATURE

4.01 Non-profit Nature

A **Pathway to Hope and Home, Inc.** is organized exclusively for charitable and educational 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 corresponding section of any future Federal tax code. No part of the net earnings of A **Pathway to Hope and Home, Inc.** shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the non-profit 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 the purpose clause hereof.

Notwithstanding any other provision of this document, the non-profit corporation shall not carry on any other activities not permitted to be carried on: (a) by any organization exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code, corresponding section of any future Federal tax code, or; (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future Federal tax code.

A **Pathway to Hope and Home, Inc.** is not organized and shall not be operated for the private gain of any person. The property of the non-profit corporation is irrevocably dedicated to its charitable and educational purposes. No part of the assets, receipts, or net earnings of the non-profit corporation shall inure to the benefit of, or be distributed to, any individual. The non-profit 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 non-profit corporation shall be personally liable for the debts or obligations of A **Pathway to Hope and Home, 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 non-profit corporation.

4.03 Dissolution

Upon termination or dissolution of A **Pathway to Hope and Home, Inc.**, any assets lawfully available for distribution shall be distributed to one (1) 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 have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving non-profit corporation.

The organization to receive the assets of **A Pathway to Hope and Home, Inc.** hereunder shall be selected by the discretion of a majority of the managing body of **A Pathway to Hope and Home, 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 **A Pathway to Hope and Home, Inc.** by one (1) or more of its managing bodies 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 Georgia.

In the event that 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 non-profit corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Georgia to be added to the general fund.

4.04 Prohibited Distributions

No part of the net earnings, or properties of this non-profit 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 non-profit 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.

4.05 Restricted Activities

No substantial part of the non-profit corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the non-profit 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.

4.06 Prohibited Activities

Notwithstanding any other provision of these Articles, the non-profit corporation shall not carry on any activities not permitted to be carried on (I) by a non-profit 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 (II) by a non-profit 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

A Pathway to Hope and Home, Inc. shall be governed by its board of directors.

5.02 Initial Directors

The initial directors of the non-profit corporation shall be the following: Chief Executive Officer, Chief Financial Officer, and Secretary.

Gwendolen McCloud - Chief Executive Officer (CEO)

Business/Personal Address and Phone Number:

Owner: McCloud9 Enterprises, LLC
3060 Raven Trace
Fairburn, Georgia 30213
(770) 774-1772

Tarita Chambers - Chief Financial Officer (CFO)

Business Address:

Position: Reference Librarian/Associate Director
Atlanta Metropolitan State College
1630 Metropolitan Parkway, SW - Building 500
Atlanta, Georgia 30310

Personal Address:

P.O. Box 2218
Jonesboro, Georgia 30237

Carolyn Harmon - Secretary

Business Address:

Position: Library Assistant III
Atlanta Metropolitan State College
1630 Metropolitan Parkway, SW - Building 500
Atlanta, Georgia 30310

Personal Address:

P.O. Box 16136
Atlanta, Georgia 30321

ARTICLE VI

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, adopt, repeal, alter, amend, and rescind the bylaws of the non-profit corporation by a resolution adopted by a majority of the board members. This authority to adopt, repeal, alter, amend, and rescind the bylaws of the non-profit corporation by a resolution adopted by a majority of the board members **CANNOT** include the removal of the Founder of the non-profit corporation which holds the office of Chief Executive Officer (CEO), for any reason. This founder of the or incorporator within these positions can only be removed or changed by death or with an official notarized resignation letter from the Founder or Incorporator that serves in the capacity of Chief Executive Officer (CEO).

ARTICLE VII

MEMBERSHIP

6.01 Membership

A **Pathway to Hope and Home, Inc.** shall have no members. The management of the affairs of the non-profit corporation shall be vested in a board of directors, as defined in the non-profit corporation's bylaws.

ARTICLE VIII

AMENDMENTS

7.01 Amendments

Any amendment to the Articles of Incorporation may be made by the Founder or Chief Executive Officer (CEO) or adopted by approval of two-thirds (2/3) of the board of directors.

ARTICLE IX

ADDRESSES OF THE NON-PROFIT CORPORATION

8.01 Corporate Address

The physical address and mailing address of the non-profit corporation:

**Gwendolen McCloud
3060 Raven Trace
Fairburn, Georgia 30213**

ARTICLE X

Appointment of registered agent

9.01 Registered Agent

The registered agent of the non-profit corporation shall be:

Gwendolen McCloud
3060 Raven Trace
Fairburn, Georgia 30213

2015 NOV 18 PM 12:04
SECRETARY OF STATE
CORPORATIONS DIVISION


ARTICLE XI

INCORPORATOR

The incorporator of the non-profit corporation is as follows:

Gwendolen McCloud
3060 Raven Trace
Fairburn, Georgia 30213

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation
on the
18th day of November, 2015.



Gwendolen McCloud
(Incorporator)



Brian P. Kemp
Secretary of State

OFFICE OF SECRETARY OF STATE
CORPORATIONS DIVISION
237 Coliseum Drive
Macon, Georgia 31217-3858
(404) 656-2817
sos.georgia.gov/corporations

**TRANSMITTAL INFORMATION
GEORGIA PROFIT OR NONPROFIT CORPORATIONS**

IMPORTANT

Remember to include your e-mail address when completing this transmittal form.

Providing your e-mail address allows us to notify you via e-mail when we receive your filing and when we take action on your filing. Please enter your e-mail address on the line below. Thank you.

E-Mail: gmcccloud777@gmail.com

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM

1.

Corporate Name Reservation Number (if one has been obtained; if articles are being filed without prior reservation, leave this line blank)

A Pathway to Hope and Home, Inc.

Corporate Name (List exactly as it appears in articles)

2.

Gwendolen McCloud

(770) 774-1772

Name of person filing articles (Certificate will be mailed to this person at address below.)

Telephone Number

3060 Raven Trace

Address

Fairburn

GA

30213

City

State

Zip Code

3. Mail the following items to the Secretary of State at the above address:

- 1) This transmittal form;
- 2) The Articles of Incorporation; and
- 3) Filing fee of \$100.00 payable to Secretary of State. Filing fees are NON-refundable.

I certify that a Notice of Incorporation or Notice of Intent to Incorporate with a publication fee of \$40.00 has been or will be mailed or delivered to the official organ of the county where the initial registered office of the corporation is to be located. (List of legal organs is posted at web site; or, the Clerk of Superior Court can advise you of the official organ in a particular county.)

Signature of Authorized Person:

Gwendolen McCloud

Date: 11/18/2015

Print Name: Gwendolen McCloud

Request certificates and obtain entity information via the Internet: sos.georgia.gov/corporations