

STATE OF GEORGIA

Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

CERTIFICATE OF INCORPORATION

I, **Cathy Cox**, the Secretary of State and the Corporations Commissioner of the State of Georgia, hereby certify under the seal of my office that

SHOP2CURE, INC.

a Domestic Non-Profit Corporation

has been duly incorporated under the laws of the State of Georgia on **10/02/2006** 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 of the City of Atlanta and the State of Georgia on October 2, 2006



A handwritten signature in black ink, appearing to read "Cathy Cox".

Cathy Cox
Secretary of State

ARTICLES OF INCORPORATION
OF
SHOP2CURE, INC.

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RECEIVED
SECRETARY OF STATE
SOUTH GA. OFFICE

I.

The name of the corporation is: "SHOP2CURE, INC."

II.

State of Georgia
Creation - Domestic Entity 6 Page(s)

The corporation shall have perpetual duration.



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III.

The corporation is organized pursuant to the provisions of the Georgia Nonprofit Corporation Code and is organized exclusively for charitable, religious, educational, cultural and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), or the corresponding section of any future federal tax code, including the following: to acquire, establish, retain and maintain a fund or funds to be held, invested and used exclusively for charitable, scientific, religious, literary, educational or cultural purposes, to conduct and sponsor activities in furtherance of the same, to make distributions, grants and awards to individuals or organizations for charitable, scientific, religious, literary, educational or cultural purposes; and to do and undertake such other actions and exercise such other powers as are consistent with the laws of the State of Georgia for nonprofit corporations and in furtherance of the corporation's purposes. Without limiting the generality of the foregoing, the corporation shall be authorized to:

- (a) Acquire, establish, retain and maintain a fund or funds to be held, invested and used exclusively for the charitable, scientific, religious, literary and educational purposes of the corporation;
- (b) Make distributions, grants and awards to individuals or organizations in furtherance of the corporation's charitable, educational, scientific, religious, literary or cultural purposes including, without limitation the National Multiple Sclerosis Society; and
- (c) Engage in any lawful act or activities related to the foregoing which are consistent with the provisions of Section 501(c)(3) of the Code.

IV.

The corporation is not organized and shall not be operated for pecuniary gain or profit. No part of the property of the corporation and no part of its net earnings shall inure to the benefit

of, or be distributable to its members, directors, 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 distributions in furtherance of the purposes set forth in these Articles. It is intended that the corporation will qualify at all times as an organization exempt from federal income tax under Sections 501(a) and 501(c)(3) of the Code and that it will qualify at all times as an organization to which deductible contributions may be made pursuant to Sections 170, 642, 2055 and 2522 of the Code; therefore, notwithstanding any other provision in these Articles, the corporation shall never be authorized to engage in any activity except in furtherance of the purposes for which the corporation is organized, and 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 Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Sections 170, 642, 2055 and 2522 of the Code, or the corresponding section of any future federal tax code. The corporation shall never directly or indirectly participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, and the corporation shall not engage in any activities which would subject it to tax under Section 4955 of the Code. No substantial part of the activities of the corporation shall be devoted to attempting to influence legislation by propaganda or otherwise within the meaning of the prescriptive provisions of the Code, except as otherwise provided in Section 501(h) of the Code, and its expenditures to influence legislation shall not exceed the permissible limits of Sections 501(h) and 4911 of the Code, to the extent applicable, and shall not be of the type or magnitude which would subject the corporation to tax under Section 4911 of the Code. To the extent that Section 4942 of the Code is applicable to the corporation, the Trustees shall cause the corporation to distribute amounts for each taxable year at such time and in such manner as not to become subject to the tax imposed by such Section. Notwithstanding any other provisions of these Articles, to the extent that the following provisions of the Code are applicable, the corporation and the Trustees shall not engage in any act of self-dealing which would give rise to any liability for tax under Section 4941(d) of the Code, shall not retain any excess business holdings which would subject the corporation to tax under Section 4943(c) of the Code, shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Code, and shall not make any taxable expenditures which would subject the corporation to tax under Section 4945 of the Code.

V.

The corporation shall have the power and authority to accept gifts, bequests and contributions, whether made by will or otherwise, in any form of money or property, and only if the objects (if any) specified by the testator or donor are within the objects and purposes of the corporation.

VI.

The corporation will not have members.

VII.

The affairs of the corporation shall be managed by a board of directors, which shall be known as the Board of Trustees. The number and method of election of trustees shall be as provided in the bylaws of the corporation, as the same may be amended from time to time.

VIII.

The initial registered office of the corporation shall be located at 4144 South Arbor Way, Marietta, Cobb County, Georgia 30066. The initial registered agent of the corporation is Robert Watson.

IX.

The mailing address of the initial principal office of the corporation is 4144 South Arbor Way, Marietta, Cobb County, Georgia 30066.

X.

Upon the dissolution of the corporation, the assets and properties, both real and personal, of the corporation shall be distributed, or the assets sold and the proceeds distributed, for one or more exempt purposes within the meaning of Section 501(c)(3) of the 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 a public purpose. Any such assets and properties not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, exclusively for exempt purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for exempt purposes.

XI.

- (a) To the fullest extent permitted by the Georgia Nonprofit Corporation Code as the same exists or may hereafter be amended, a trustee of the corporation shall have no personal liability to the corporation or to its members (if any) for monetary damages for breach of his/her duty of care or other duty as a trustee, provided that this provision shall not eliminate a trustee's personal liability:
 - (i) for any appropriation, in violation of his/her duties, of any business opportunity of the corporation;
 - (ii) for acts or omissions which involve intentional misconduct or a knowing violation of law;
 - (iii) for the types of liability set forth in Section 14-3-860 through 14-3-864 of the Georgia Nonprofit Corporation Code; or
 - (iv) for any transaction from which the trustee derived an improper personal benefit.
- (b) This provision shall not eliminate the liability of a trustee for any act or omission occurring prior to the date when these Articles become effective. Any repeal, amendment or modification of the foregoing paragraph of this provision by the members of the corporation (if any) shall not adversely affect any right, benefit or

protection of a trustee of the corporation existing at the time of such repeal, amendment or modification. This Article shall not be interpreted to limit the protections or immunities afforded to trustees of the corporation under any other provision of Georgia law.

XII.

- (a) To the fullest extent permitted in Section 14-3-850 *et seq.*, of the Georgia Nonprofit Corporation Code, and upon a determination made pursuant to Section 14-3-855 of the Georgia Nonprofit Corporation Code, a director, officer, employee or agent of the corporation who was or is a party or who is threatened to be made a party to a proceeding because such individual is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation, as applicable, shall be fully indemnified for reasonable expenses and liability incurred in connection with the proceeding.
- (b) However, in no event, shall the provisions of this Article XII allow indemnification in connection with a proceeding by or in the right of the corporation in which the director, officer, employee or agent was adjudged liable to the corporation or in connection with any other proceeding in which the director, officer, employee or agent was adjudged liable on the basis that personal benefit was improperly received by such individual.
- (c) Indemnification pursuant to this Article XII shall only be allowed if:
 - (i) the director, officer, employee or agent acted in a manner (s)he believed in good faith to be in or not opposed to the best interests of the corporation; and
 - (ii) in the case of any criminal proceeding, the director, officer, employee or agent had no reasonable cause to believe his/her conduct was unlawful; and
 - (iii) such liability does not arise out of conduct that constitutes an improper appropriation of a corporate opportunity or receipt of an improper personal benefit.
- (d) The corporation may pay for or reimburse the reasonable expenses incurred by a director, officer, employee or agent who is a party, or who is threatened to be made a party, to a proceeding in advance of final disposition of the proceeding if:
 - (i) the individual furnishes the corporation a written affirmation of the individual's good faith belief that the individual has met the standard of conduct described in subsection (c) hereof; and
 - (ii) the individual furnishes the corporation a written undertaking executed personally or on the individual's behalf, to repay the advance if it is ultimately determined that the individual is not entitled to indemnification under the Georgia Nonprofit Corporation Code.
- (e) Sections 14-3-850 through 14-3-858 of the Georgia Nonprofit Corporation Code are hereby incorporated by reference into these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned incorporator has set his hand and seal to these Articles of Incorporation, this 29th day of September, 2006.

TSCH [L.S.]
Thomas S. Cullen, Esquire

06 OCT -2 AM 10:22
RECEIVED
SECRETARY OF STATE
SOUTH GA OFFICE



CATHY COX
Secretary of State

OFFICE OF SECRETARY OF STATE
CORPORATIONS DIVISION

315 West Tower, #2 Martin Luther King, Jr. Drive
Atlanta, Georgia 30334-1530
(404) 656-2817

Registered agent, officer, entity status information via the Internet
<http://www.georgiacorporations.org>

ENRICO M. ROBINSON
Director

SUSAN GOLDEN
Assistant Director

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: JBatterson@huntermaclean.com

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

1. 2006021599

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

Shop2Cure, Inc.

Corporate Name (List exactly as it appears in articles)

2. Thomas S. Cullen, Esquire

(912) 236-0261

Name of person filing articles (certificate will be mailed to this person, at address below)

Telephone Number

P.O. Box 9848

Address

Savannah

GA

31412-0048

City

State

Zip Code

3.

Mail or deliver the following items to the Secretary of State, at the above address:

- 1) This transmittal form
- 2) Original and one copy of the Articles of Incorporation
- 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.)

Authorized signature of person filing documents

September 29, 2006

Date

Request certificates and obtain entity information via the Internet: <http://www.georgiacorporations.org>