

**ARTICLES OF INCORPORATION  
for  
M.S. Global Initiatives Inc.**

2012 OCT 22 AM 10:07

SECRETARY OF STATE  
STATE OF IDAHO

**ARTICLE I**

**NAME**

**1.01 Name**

The name of this corporation shall be M.S. Global Initiatives Inc. The business of the corporation may be conducted as M.S. Global or other names as filed with The Idaho Secretary of State's office or M.S. Global Initiatives.

**ARTICLE II**

**DURATION**

**2.01 Duration**

The period of duration of the corporation is perpetual.

**ARTICLE III**

**PURPOSE**

**3.01 Purpose**

M.S. Global Initiatives Inc. is a non-profit corporation and shall operate exclusively for the provision of health and social service practice, educational, economic development and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. M.S. Global Initiatives Inc.'s purpose is to promote the wellbeing of children throughout the world by fostering environments where families can develop healthy and meaningful relationships, through advocacy, education, research, service and by providing various interventions to youth, their families and communities that support healthy family functioning.

Our services include the provision of health care, mental health services, employment support, and Education. Programs also include sending out ambassadors to respond to natural disasters and economically disadvantaged areas to raise social consciousness about the cause on a local and global level, and to hold fundraising events in order to maintain programs and services as well as to provide immediate relief and assistance to those suffering from the effects of a natural disasters, poverty and hunger regardless of their race, ethnicity, or religion.

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 educational and charitable purposes.

IDAHO SECRETARY OF STATE  
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At times, per the discretion of the board of directors, we may provide internships or volunteer opportunities which will provide opportunities for involvement in said activities and programs in order to have a greater impact for change.

### 3.02 Public Benefit

M.S. Global Initiatives Inc. is designated as a public benefit corporation.

## ARTICLE IV

### NON-PROFIT NATURE

#### 4.01 Non-profit Nature

M.S. Global Initiatives 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 M.S. Global Initiatives Inc. 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 distributions in furtherance of the purposes set forth in the purpose clause 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 any candidate for public office.

Notwithstanding any other provision of this document, the 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.

M.S. Global Initiatives 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 educational and charitable purposes. No part of the directors, 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 M.S. Global Initiatives 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 the M.S. Global Initiatives 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 corporation.

The organization to receive the assets of the M.S. Global Initiatives Inc. hereunder shall be selected by the discretion of a majority of the managing body of the M.S. Global Initiatives 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 M.S. Global Initiatives Inc. by one (1) 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 Idaho.

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 corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Idaho to be added to the general fund.

#### **4.03 Prohibited Distributions**

No part of the net earnings, properties of the directors 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 (I) 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 (II) 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**

M.S. Global Initiatives Inc. shall be governed by its board of directors.

## **5.02 Initial Directors**

The initial directors of the corporation shall be:

Tomi N. Smith – 5130 Treyden Dr. Ammon, Idaho 83406

Frances V. Smith – 4343 Amber Ln. Ammon, Idaho 83406

Colten M. Smith – 5130 Treyden Dr. Ammon, Idaho 83406

# **ARTICLE VI**

## **MEMBERSHIP**

### **6.01 Membership**

M.S. Global Initiatives 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:

5130 Treyden Dr. Ammon, Idaho 83406

The mailing address of the corporation is:

5130 Treyden Dr. Ammon, Idaho 83406

# **ARTICLE IX**

Appointment of registered agent

9.01 Registered Agent

The registered agent of the corporation shall be:  
Tomi N. Smith -5130 Treyden Dr. Ammon, Idaho 83406

**ARTICLE X**

**INCORPORATOR**

The incorporators of the corporation are as follow:


Tomi N. Smith -5130 Treyden Dr. Ammon, Idaho 83406

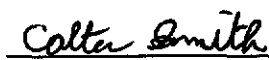
**Certificate of Adoption of Articles of Incorporation**

We, the undersigned, do hereby certify that the above stated Articles of Incorporation of M.S. Global Initiatives Inc. were approved by the board of directors on October 16, 2012 and constitute a complete copy of Articles of Incorporation of M.S. Global Initiatives Inc.

**Names, addresses and signatures of all directors and incorporator**


Signature:   
**Director, Incorporator and Registered agent:** Tomi N. Smith  
**Address:** 5130 Treyden Dr. Ammon, Idaho 83406

Signature:   
**Director:** Frances V. Smith  
**Address:** 4343 Amber Ln. Ammon, Idaho 83406

Signature:   
**Director:** Colten M. Smith  
**Address:** 5130 Treyden Dr. Ammon, Idaho 83406

**Acknowledgment of consent to appointment as registered agent**

I, Tomi N. Smith, agree to be the registered agent for M.S. Global Initiatives Inc. as appointed herein.

Registered Agent 

Date: 10-17-2012