

**Articles of Incorporation
of
Change Your Stars Foundation, Inc.**

Articles of Incorporation of the undersigned, a majority of whom are citizens of the United States, desiring to form a non-profit corporation under the non-profit corporation law of the State of Arizona (Arizona Revised Statutes, Sections 10-3201, et seq.), do hereby certify:

**Article 1
Name of the Corporation**

The name of the Corporation shall be Change Your Stars Foundation, Inc.

**Article 2
Known Place of Business**

The known place of business of the corporation shall be in Arizona, Maricopa County as follows: 6656 N. 80th Pl., Scottsdale, Arizona 85250. The corporation may conduct its business and maintain offices for such purpose in such other place or places, either within or without the State of Arizona, as it may from time to time determine advisable.

**Article 3
Corporate Purpose**

Said corporation is 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.

**Article 4
Initial Business**

The corporation initially intends to organize events for at-risk youth.

**Article 5
No Members or Capital Stock**

There shall be no shareholders or members or capital stock and no authority to issue shares of stock.

**Article 6
Board of Directors**

The management and affairs of the corporation shall be at all times under the direction of a Board of Directors of not less than one and no more than ten persons, whose operations in governing the

corporation shall be defined by statute and by the corporation's Bylaws. The names and addresses of the persons who are the initial directors comprising the Board of Directors of the corporation are as follows:

Fraser Laveay
6656 N. 80th Pl.
Scottsdale, AZ 85250

The number of persons to serve on the Board of Directors is also fixed by the Bylaws.

Article 7

Compensation and Profits

No part of the net earnings of the corporation 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 above. No member or director shall have any right, title, or interest in or in any property of the corporation. 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, 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 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 8

Dissolution

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue 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 not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. The corporation may be dissolved at any time in accordance with the provisions of applicable law then in effect. The dissolution of the corporation shall be accomplished consistent with the intent that the assets be held and used for the corporation's stated purpose. In no event shall the assets be distributed to any director or officer of the corporation or any private individual.

Article 9
Duration

The duration of the corporation shall be perpetual.

Article 10
Incorporators

The name and address of the incorporators of the corporation are:

Fraser Laveay
6656 N. 80th Pl.
Scottsdale, AZ 85250

All powers, duties, and responsibilities of the incorporator will come when the Articles of Incorporation are accepted for filing by the Arizona Corporation Commission.

Article 11
Bylaws

Bylaws of the corporation may be adopted by the Directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these articles, state law, or any applicable provision, future or otherwise, of the United States Internal Revenue Law.

Article 12
Limitation of Director Liability

No director of the corporation shall be personally liable to the corporation for monetary damages for acts or omissions as a director, except as provided in this article. This article shall not eliminate or limit the liability of a director for: (i) any breach of the director's duty of loyalty to the corporation; (ii) acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; (iii) a violation of Arizona Revised Statutes Sections 10-3830 or 10-3833; and (iv) any transaction from which the director derived an improper personal benefit. If the Arizona Nonprofit Corporation Act is hereafter amended to authorize corporate action further eliminating or limiting the persona liability of directors, then the liability of a director shall be eliminated or limited to the full extent permitted by the Arizona Nonprofit Corporation Act, as amended from time to time. Any repeal or modification of this article shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification for or with respect to an act or omission of such director occurring prior to such repeal or modification.

Article 13

Indemnification

The private property of the incorporators, directors, and officers of the corporation shall be forever exempt from and not liable for the debts and obligations of the corporation of any kind whatsoever. The corporation shall indemnify each person who is or was an incorporator, director, officer, or employee of the corporation against all expenses incurred by them, and each of them, including but not limited to legal fees, judgments, and penalties which may be incurred, rendered, or levied in any legal action brought against any of them for or on account of any action or omission alleged to have been committed while acting within the scope of providing services to or on behalf of the corporation. This indemnification shall be mandatory in all circumstances in which indemnification is permitted by applicable law. No repeal, amendment, or modification of this article, whether direct or indirect, shall eliminate or reduce its effect with respect to any act or omission of a director of the corporation occurring before the repeal, amendment, or modification.

Article 14

Private Foundation

The corporation is not currently a private foundation as defined in Section 509 of the Internal Revenue Code. Notwithstanding anything herein to the contrary, if the corporation becomes a private foundation as defined in Section 509 of the Internal Revenue Code, while it is a private foundation, the corporation shall not: (i) engage in any act of self-dealing as defined in Section 4941(d) thereof; (ii) distribute its income in such manner as to become subject to the tax on undistributed income imposed by Section 4942 thereof; (iii) retain any excess business holding as defined in Section 4943(c) thereof; (iv) make any investment in such manner as to subject it to tax under Section 4944 thereof; or (v) make any taxable expenditures as defined in Section 4945(d) thereof.

Article 15

Non-Discrimination

This corporation will not practice or permit discrimination on the basis of race, national origin, religion, physical handicap or disability, veteran status, sex, sexual orientation, or gender identity.

Article 16

Statutory Agent

The name and address of the initial statutory agent of the corporation are Fraser Laveay, 6656 N. 80th Pl., Scottsdale, AZ 85250. The statutory agent is not responsible for failing to notify the corporation of any service of process or correspondence received by the statutory agent for the corporation if the corporation changes its address and fails to notify the statutory agent of the change by sending a written notice of address change to the statutory agent at its address on file with the Arizona Corporation Commission.

The following Incorporator(s) swear under penalty of law to the contents of these articles, as manifested by their signatures below.

Dated: September 1, 2016

Fraser Laveay
“Incorporator”

Consent of Statutory Agent

Fraser Laveay, having been designated to act as statutory agent, hereby consents to act in that capacity until removed by the corporation or resigning in accordance with the Arizona Revised Statutes.

Dated: September 1, 2016

Fraser Laveay
“Statutory Agent”