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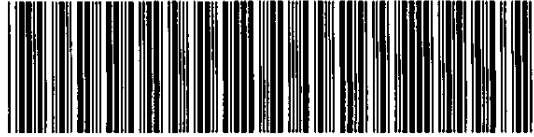
(Business Entity Name)

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Certified Copies _____ Certificates of Status _____

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July 5, 2016

Department of State
Division of Corporations
Clifton Building
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Tallahassee, FL 32301

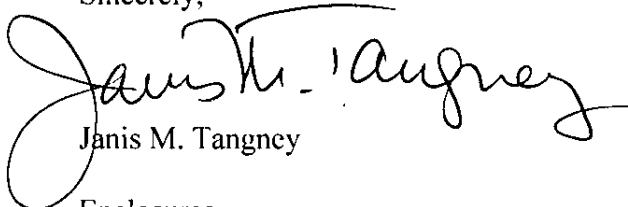
To whom it may concern:

Enclosed please find the following domestic non-profit incorporation documents for filing in connection with Uluru/Ayers Rock Foundation Inc.:

- Executed Articles of Incorporation (original and two copies)
- Check No. 1133 in the amount of \$87.50 for the filing fee, a certified copy and a Certificate of Status

I trust you will find everything in order. Should you have any questions, please contact our office.

Sincerely,



Janis M. Tangney

Enclosures

Articles of Incorporation
Uluru/Ayers Rock Foundation, Inc.
A Non-Profit Corporation

I, the Incorporator, a natural person 18 years of age or older, and a citizen of the United States, adopt the following Articles of Incorporation for the purpose of forming a non-profit corporation (the Corporation) under the Florida Nonprofit Corporations Act (the Act):

Article One
Name

The name of the Corporation is: Uluru/Ayers Rock Foundation, Inc.

Article Two
Principal Office and Mailing Address

The initial principal office of the Corporation is:

15037 Tamarind Cay Court, #1507
Fort Myers, FL 33908

Its initial mailing address is:

15271 McGregor Blvd., Suite 16
PMB 291
Fort Myers, FL 33908

Article Three
Purpose

The Corporation is organized, and shall be operated, 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.

Without limiting the generality of the foregoing, the Corporation's primary initial purpose is to address poverty in Lee County, Florida by providing training and support to

“difficult to employ” individuals, including formerly gang-involved and previously incarcerated men and women, allowing them to redirect their lives and become contributing members of our community under the guidelines of 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article Four Management; Board of Directors

The Corporation shall be organized on a non-stock basis and shall have no members.

The authority for all affairs of the Corporation shall be vested exclusively in a Board of Directors which shall have and may exercise all powers of the Corporation as permitted by federal law, the Act and other state law, the Articles of Incorporation and the By-Laws of the Corporation as in effect from time to time; provided however, that in no event shall the Corporation engage in any activity that would jeopardize its intended status under Section 501(c)(3) of the Internal Revenue Code as a “tax exempt” organization to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding sections of any future federal tax code.

The directors of the Corporation shall be elected and appointed by a majority of the directors then in office. The officers of the Corporation shall be appointed by the Board of Directors.

Article Five Duration

The Corporation’s period of duration is perpetual.

Article Six Dissolution

Upon the termination, dissolution or winding up of the Corporation, after paying or making provision for the payment of all liabilities of the Corporation, the Corporation’s 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 charitable, educational or scientific purposes and are accorded "tax exempt" status by the Internal Revenue Service under Section 501(3)(c) of the Internal Revenue Code.

Article Seven Restrictions; Affirmative Covenants

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its 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 Article Three 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, 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.

The Corporation may not exercise any power, or engage directly or indirectly in any activity that would invalidate its status as a non-profit corporation organized under the laws of the State of Florida.

The Corporation is intended to be a public charity. However, if at any time the Corporation is determined by the Internal Revenue Service to be a private foundation, the following provisions shall apply:

1. The Corporation shall distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
2. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
3. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

4. The Corporation shall not make any investments in a manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
5. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article Eight By-Laws

In furtherance and not in limitation, of the powers conferred upon the Board of Directors by law and the Articles of Incorporation, the Board of Directors may adopt, amend or repeal from time to time the By-Laws for the Corporation that are consistent with federal and state law and the Articles of Incorporation and the status of the Corporation as a "tax exempt" organization under Section 501(c)(3) of the Internal Revenue Code to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code.

Article Nine Amendments

The Corporation may amend the Articles of Incorporation in the manner provided by the Act; *provided however*, that no amendment may authorize the Corporation or the Board of Directors to conduct the affairs of the Corporation in any manner that would jeopardize its intended status as a corporation exempt from federal tax under Section 501(c)(3) of the Internal Revenue Code, or that would result in the denial of tax deductibility of contributions made to it under Section 170 (c)(2) of the Internal Revenue Code, or the corresponding sections of any future federal tax code.

Article Ten Indemnification

The directors and officers of the Corporation shall not be individually liable for the Corporation's debts or other liabilities. The private property of these individuals shall be exempt from any corporate debts or liabilities. To the fullest extent that Florida law permits, (i) no director or person who serves on a board, council or advisory committee of the Corporation in a voluntary capacity shall be liable to the Corporation for monetary damages for breach of fiduciary duty and (ii) any Director or person who serves on a board, council or advisory committee of the Corporation in an advisory capacity shall be immune from civil liability and shall not be subject to suit directly or by way of contribution for any act or failure to act resulting in damage or injury.

If the Florida Statutes now authorize, or are hereafter amended to authorize, corporate action further eliminating or limiting the personal liability of directors or officers, then the liability of a director or officer of the Corporation shall be eliminated or limited to the fullest extent that the Florida Statutes, as now exist or as so amended, permit without need to amend these Articles of Incorporation. Any repeal or modification of this provision shall not adversely affect any right or protection of a director, officer or employee of the Corporation, existing at the time of the repeal or modification.

Notwithstanding the foregoing to the contrary, this indemnification provision shall not operate in any way that is inconsistent with Section 501(c)(3) of the Internal Revenue Code, or any corresponding section of a future federal tax code, if such provision could prevent the Corporation from obtaining tax-exempt status under the Internal Revenue Code or, once obtaining such status, that could be used as grounds for losing it.

Specifically, notwithstanding the foregoing to the contrary, this indemnification provision shall not operate to relieve anyone for any liability or sanction imposed by federal law.

Article Eleven Registered Agent and Office

The name of the initial Registered Agent and the address of the Registered Office of the Corporation in the State of Florida are:

John S. Pfarr
15037 Tamarind Cay Court, #1507
Fort Myers, FL 33908

Article Twelve Name and Address of the Incorporator

The name and address of the Incorporator are:


Janis M. Tangney
Galahad Ltd.
12 Plains Road, PMB 323
Essex, CT 06426

Article Thirteen Miscellaneous

All general or specific references to the Internal Revenue Code are to refer to the Internal Revenue Code of 1986 as now in force or later amended, or the corresponding provisions of any future federal tax code. Similarly, any general or specific references to the laws of the State of Florida are to the laws of the State of Florida as now in force or hereafter adopted or amended.

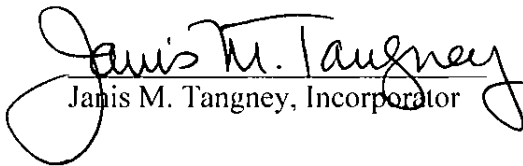
Acceptance of Appointment By Statutory Agent

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.


John S. Pfarr

July 5, 2016

IN WITNESS WHEREOF, I 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.


Janis M. Tangney, Incorporator

July 5, 2016

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