

**ARTICLES OF INCORPORATION  
OF  
WIDE AWAKE INTERNATIONAL, INCORPORATED**

**FILED**  
In the Office of the  
Secretary of State of Texas

AUG 20 2007

**Corporations Section**

I the undersigned natural person over the age of 18, acting as incorporator, adopt the following Articles of Incorporation of Wide Awake International, Inc.

**ARTICLE 1 – NAME**

The name of the Corporation is Wide Awake International, Inc.

**ARTICLE 2 - NONPROFIT CORPORATION**

The Corporation is a nonprofit corporation. When it dissolves, all of its assets will be distributed to the State of Texas or an organization exempt from taxes under Internal Revenue Code Section 501(c)(3) for one or more purposes exempt under the Texas franchise tax.

**ARTICLE 3 – DURATION**

The Corporation will continue in perpetuity.

**ARTICLE 4 – PURPOSES**

The purposes for organizing the Corporation are to perform charitable activities within the meaning of Internal Revenue Code Section 501(c)(3) and Texas Tax Code Section 11.18(c).

**ARTICLE 5 – POWERS**

Except as these Articles otherwise provide, the Corporation has all the powers provided in the Texas Non-Profit Corporation Act. Moreover, the Corporation has all implied powers necessary and proper to carry out its express powers. The Corporation may reasonably compensate directors or officers for services rendered to or for the Corporation in furtherance of one or more of its purposes.

**ARTICLE 6 - RESTRICTIONS AND REQUIREMENTS**

The Corporation may not pay dividends or other corporate income to its directors or officers, or otherwise accrue distributable profits, or permit the realization of private gain. The Corporation may not take any action prohibited by the Texas Non-Profit Corporation Act. The Corporation may not engage in any activities, except to an insubstantial degree, that do not further its purposes as set forth in these Articles.

The Corporation may not take any action that would be inconsistent with the requirements for a tax exemption under Internal Revenue Code Section 501(c)(3) and related regulations, rulings, and procedures. Nor may it take any action that would be inconsistent with the requirements for receiving tax-deductible charitable contributions under Internal Revenue Code Section 170(c)(2) and related regulations, rulings, and procedures. Regardless of any other

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provision in these Articles of Incorporation or state law, the Corporation MAY NOT:

1. Engage in activities or use its assets in manners that do not further one or more exempt purposes, as set forth in these Articles and defined by the Internal Revenue Code and related regulations, rulings, and procedures, except to an insubstantial degree.
2. Serve a private interest other than one clearly incidental to an overriding public interest.
3. Devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise, except as provided by the Internal Revenue Code and related regulations, rulings, and procedures.
4. Participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office. The prohibited activities include publishing or distributing statements and any other direct or indirect campaign activities.
5. Have objectives characterizing it as an "action organization" as defined by the Internal Revenue Code and related regulations, rulings, and procedures.
6. Distribute its assets on dissolution other than for one or more exempt purposes. On dissolution, the Corporation's assets will be distributed to the state government for a public purpose, or to an organization exempt from taxes under Internal Revenue Code Section 501(c)(3) to be used to accomplish the general purposes for which the Corporation was organized.
7. Permit any part of the Corporation's net earnings to inure to the benefit of any private shareholder or member of the Corporation or any private individual.
8. Carry on an unrelated trade or business, except as a secondary purpose related to the Corporation's primary, exempt purposes.

In addition, the Corporation shall make distributions at such times and in such manners as to avoid the tax under Internal Revenue Code Section 4942. The Corporation may not:

1. Engage in any act of self-dealing as defined in Internal Revenue Code Section 4941(d).
2. Retain excess business holdings as defined in Internal Revenue Code Section 4943(c).
3. Make any investments that would subject it to the tax described in Internal Revenue Code Section 4944.
4. Make any taxable expenditures as defined in Internal Revenue Code Section 4945(e).

#### **ARTICLE 7 – MEMBERSHIP**

The Corporation will have no members.

#### **ARTICLE 8 - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the Corporation's initial registered office is:

2901 Horseshoe Trail  
Frisco, TX 75034  
U.S.A.

The name of the initial registered agent at this office is:

Francis Christopher Victor-McCawley.

#### **ARTICLE 9 - MANAGING BODY OF CORPORATION**

The management of the corporation is vested in its Board of Directors and such committees of the board that the board may, from time-to-time, establish. The bylaws will provide the qualifications, manner of selection, duties, terms, and other matters relating to the Board of Directors.

The initial Board will consist of 5 persons. The initial Board will consist of the following persons at the following addresses:

<u>Name</u>	<u>Address</u>
Brian Steven Manning	1808 Council Bluff Dr. Edmond, OK 73013 U.S.A.
Nirav Narendra Parikh	1119 Sterling St. Apt. 19 Indianapolis, IN 46201 U.S.A.
Megan Marie Pate	1448B Nashua St. Houston, TX 77008 U.S.A.
Adrian Dominick Savedra	2333 NW 161 <sup>st</sup> St. Edmond, OK 73013 U.S.A.
Francis Christopher Victor-McCawley	2901 Horseshoe Trail Frisco, TX 75034 U.S.A.

The number of directors may be increased or decreased by adopting or amending bylaws. The number of directors may not be decreased to fewer than three.

#### **ARTICLE 10 - LIMITATION ON LIABILITY OF DIRECTORS**

A director is not liable to the Corporation or members for monetary damages for an act or omission in the director's capacity as director except as otherwise provided by a Texas statute.

#### **ARTICLE 11 - INDEMNIFICATION**

The Corporation may indemnify a person who was, is, or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a director or other person related to the Corporation as provided by the provisions of the Texas Non-Profit Corporation Act governing indemnification.

As the bylaws provide, the Board may define the requirements and limitations for the Corporation to indemnify directors, officers, or others related to the Corporation.

#### **ARTICLE 12 - CONSTRUCTION**

All references in these Articles to statutes, regulations, or other sources of legal authority refer to the authorities cited, or their successors, as they may be amended from time to time.

#### **ARTICLE 13 - INCORPORATOR**

The name and street address of the incorporator is:

Name of Incorporator

Address

Brian Steven Manning

1808 Council Bluff Dr.  
Edmond, OK 73013  
U.S.A.

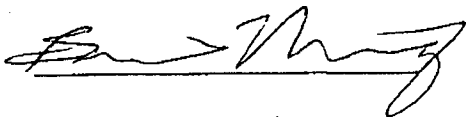
#### **ARTICLE 14 - EFFECTIVENESS OF FILING**

This document becomes effective when the document is filed by the secretary of state.

#### **ARTICLE 15 - EXECUTION**

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent statement.

I execute these Articles of Incorporation on 8/16/07.



Brian Steven Manning