



DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
08/27/2010	201023800734	DOMESTIC/AMENDED RESTATED ARTICLES (AMA)	50.00	.00		.00	.00

Receipt

This is not a bill. Please do not remit payment.

EMILY DOUGLAS
444 GREEN MEADOWS DRIVE WEST
POWELL, OH 43065

**STATE OF OHIO
CERTIFICATE**

Ohio Secretary of State, Jennifer Brunner

1794703

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

GRANDMA'S GIFTS INC.

and, that said business records show the filing and recording of:

Document(s):
DOMESTIC/AMENDED RESTATED ARTICLES

Document No(s):
201023800734



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the
Secretary of State at Columbus,
Ohio this 25th day of August, A.D.
2010.

Ohio Secretary of State



Prescribed by:

The Ohio Secretary of State
Central Ohio: (614) 466-3910
Toll Free: 1-877-SOS-FILE (1-877-767-3453)

Expedite this Form: (Select One)	
Mail Form to one of the Following:	
<input type="radio"/> Yes	PO Box 1390 Columbus, OH 43216 *** Requires an additional fee of \$100 ***
<input checked="" type="radio"/> No	PO Box 1329 Columbus, OH 43216

www.sos.state.oh.us
e-mail: busserv@sos.state.oh.us

**Certificate of Amendment by
Shareholders or Members
(Domestic)**
Filing Fee \$50.00

RECEIVED
AUG 25 2010
SECRETARY OF STATE

(CHECK ONLY ONE (1) BOX)

(1) Domestic for Profit <input type="checkbox"/> Amended (122-AMAP)	PLEASE READ INSTRUCTIONS <input type="checkbox"/> Amendment (125-AMDS)	(2) Domestic Nonprofit <input checked="" type="checkbox"/> Amended (126-AMAN)	<input type="checkbox"/> Amendment (128-AMD)
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Complete the general information in this section for the box checked above.

Name of Corporation Grandma's Gifts Inc.

Charter Number 179403 1794703

Name of Officer Terri A. Douglas

Title Non-Executive Board Chair

Please check if additional provisions attached.

The above named Ohio corporation, does hereby certify that:

A meeting of the shareholders directors (*nonprofit only*)

members was duly called and held on August 22, 2010
(Date)

at which meeting a quorum was present in person or by proxy, based upon the quorum present, an affirmative vote was cast which entitled them to exercise 100 % as the voting power of the corporation.

In a writing signed by all of the shareholders directors (*nonprofit amended articles only*)

members who would be entitled to the notice of a meeting or such other proportion not less than a majority as the articles of regulations or bylaws permit.

Clause applies if amended box is checked.

Resolved, that the following amended articles of incorporations be and the same are hereby adopted to supercede and take the place of the existing articles of incorporation and all amendments thereto.

All of the following information must be completed if an amended box is checked.
If an amendment box is checked, complete the areas that apply.

FIRST: The name of the corporation is: Grandma's Gifts Inc.

SECOND: The place in the State of Ohio where its principal office is located is in the City of:

Powell Delaware
(city, village or township) (county)

THIRD: The purposes of the corporation are as follows:

(a) To operate exclusively for such charitable and educational purposes as will qualify it as an exempt organization under the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law). The Corporation is dedicated exclusively to charitable and educational purposes and not for gain or individual profit. The following more specific purposes are within the scope of such exempt purposes; (b) To support, encourage, and advance education in the region of the United States designated by the Appalachian Regional Commission as 'Appalachian'. (c) To provide goods and opportunities to children, families, libraries, nonprofits, religious organizations, hospitals, parks and recreational groups, and government agencies within the Appalachian Region. (d) To educate people of the world about community service, philanthropy, and opportunities for involvement. (e) To work with statewide, national, and international groups who have like missions and charitable purposes.

FOURTH: The number of shares which the corporation is authorized to have outstanding is: _____
(Does not apply to box (2))

REQUIRED

Must be authenticated
(signed) by an authorized
representative
(See Instructions)

Terri Douglas

Authorized Representative

8.23.2010

Date

Terri Douglas

(Print Name)

Board Chair

Emily Douglas

Authorized Representative

8.23.2010

Date

Emily Douglas

(Print Name)

Board VP

GRANDMA'S GIFTS INC. ORGANIZING DOCUMENTS:
ARTICLES OF INCORPORATION August 22, 2010



Articles of Incorporation

Article 1:

The corporation shall be named: *Grandma's Gifts, Inc.*

Article 2:

The principal office of the Corporation is to be located:

County of Delaware 444 Green Meadows Drive West, Powell, Ohio 43065

Article 3:

The primary and specific purposes for which the Corporation is formed are:

- (a) To operate exclusively for such charitable and educational purposes as will qualify it as an exempt organization under the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law). The Corporation is dedicated exclusively to charitable and educational purposes and not for gain or individual profit. The following more specific purposes are within the scope of such exempt purposes;
- (b) To support, encourage, and advance education in the region of the United States designated by the Appalachian Regional Commission as 'Appalachian'.
- (c) To provide goods and opportunities to children, families, libraries, nonprofits, religious organizations, hospitals, parks and recreational groups, and government agencies within the Appalachian Region.
- (d) To educate people of the world about community service, philanthropy, and opportunities for involvement.
- (e) To work with statewide, national, and international groups who have like missions and charitable purposes.

Article 4:

The corporation shall have no voting members. The management and affairs of the corporation shall be at all times under the direction of a Board of Directors, whose operations in governing the corporation shall be defined by statute and by the corporation's by-laws. No Director shall have any right, title, or interest in or to any property of the corporation.

GRANDMA'S GIFTS INC. ORGANIZING DOCUMENTS:**ARTICLES OF INCORPORATION** August 22, 2010

Article 5:

No substantial part of the activities of the Corporation shall be the carrying on of propaganda or other attempts to influence legislation, and the Corporation shall not participate or intervene (by the publishing or distribution of statements or otherwise) in any political campaign on behalf of any candidate for public office.

Article 6:

No part of the net earnings of the Corporation 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.

Article 7:

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 the federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future US Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future US Internal Revenue Law) or (c) by a corporation organized under the Ohio Non-Profit Corporation Law, as now existing or hereafter amended.

Article 8:

The Corporation shall have all powers conferred upon non-profit corporations organized under Chapter 1702 of the Ohio Revised Code (or the corresponding provision of any future Ohio Non-Profit Corporation Law); provided, however, that (a) the Corporation shall neither have nor exercise any power which would prevent it from obtaining exemption from federal income taxation as a corporation described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or cause it to lose such exempt status, and (b) the Corporation shall not be operated for the purpose of carrying on a trade or business for profit, and no dividends shall be paid.

(a) To do any and all things and to take any and all actions (not contrary to law), deemed reasonably necessary by the Board of Directors, to carry out the objects and purposes of the Corporation.

(b) To purchase, take, receive, lease as lessee, take by gift, devise, bequest, or otherwise acquire, and to own, hold, use and otherwise deal in and with any real or personal property, or any interest therein, situated in or out of this State as may be necessary and proper for carrying on its legitimate affairs.

(c) To receive and take by gift, grant, assignment, transfer, devise or bequest any real or personal property in trust for any charitable or educational purposes and for such other purposes as may be necessary and proper for carrying out the Corporation's legitimate affairs.

GRANDMA'S GIFTS INC. ORGANIZING DOCUMENTS:**ARTICLES OF INCORPORATION** August 22, 2010

(d) To sell, convey, mortgage, pledge, lease as lessor, grant security interests in and otherwise dispose of all or any part of its property and assets.

(e) To purchase, take, receive, subscribe for or otherwise acquire, own hold, vote, use or employ shares or other interests in securities or obligations of domestic or foreign corporations, associations, partnerships or individuals (whether such organizations or individuals be engaged in business for profit or otherwise) and to sell, mortgage, loan, pledge or otherwise dispose of such shares, interests or obligations. To make contracts and incur liabilities which may be appropriate to enable the Corporation to accomplish any or all of its purposes.

(g) To borrow money for its corporate purposes at such rate of interest's the Corporation may determine.

(h) To invest the Corporation's funds from time to time in any real or personal property; to lend money for its corporate purposes and to take and hold real and personal property as security for the payment of funds so invested or loaned.

Article 9:

The assets of the Corporation are irrevocably dedicated to charitable and educational purposes. Upon the dissolution of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation 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.

Article 10:

By-laws of the Corporation, consistent with these Articles, may be adopted or amended by the Directors at any regular meeting or any special meeting called for that purpose.

Article 11:

By-laws may be amended by the Directors in the manner provided by law and in accordance with the Corporation by-laws.

Article 12:

No member, officer or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers or Directors be subject to the payment of the debts or obligations of this corporation.

**GRANDMA'S GIFTS INC. ORGANIZING DOCUMENTS:
ARTICLES OF INCORPORATION** August 22, 2010

Article 13:

The Founder, Emily Elizabeth Douglas, recognizes that by creating a Board of Directors she has relinquished control to the Board to govern the organization. The Founder will continue to represent as the "Vision" of the organization for as long as she so chooses.

This role cannot be pasted to anyone other.

In the event that the Founder feels the organization has "lost its way" in the vision that it was founded upon, she can place a "Coup" - taking back authoritative control. If a Founder Coup has taken place, the Founder will only retain control until a new Board has been created and new Primary Officers selected to once again govern the organization.

Article 14:

The period of duration of this Corporation is perpetual.

Article 15:

The following persons shall serve said Corporation as the initial Board of Directors:

Emily Douglas
Sarah Douglas
Zachary Douglas
Terri Douglas
Jerry Douglas
Morgan Webb

Thereafter, the number and manner of election or appointment of Directors and their terms of office shall be as provided in the By-laws.

Record of Changes:

- State of Ohio Incorporation Date: August 8, 2008
- Articles of Incorporation Amendment Date: August 22, 2010