

CERTIFICATE OF INCORPORATION

OF

GreySheeters Anonymous World Services, Inc.

Under Section 402 of the Not-for-Profit Corporation Law

FILER:

CHERYL P.

CERTIFICATE OF INCORPORATION

OF

GreySheeters Anonymous World Services, Inc.

Under Section 402 of the Not-for-Profit Corporation Law

IT IS HEREBY CERTIFIED THAT:

(1) The name of the corporation is:

GreySheeters Anonymous World Services, Inc.

(2) The corporation is a corporation as defined in subparagraph (a) (5) of Section 102: the corporation is a Type B Corporation.

(3) The purpose or purposes for which this corporation is formed are as follows:

GreySheeters Anonymous World Services, Inc. (also known as GSA or GS) is a twelve step fellowship of men and women who share their experience, strength, and hope with each other that they may solve their common problem by helping others world-wide to recover from compulsive overeating, by following the Cambridge GreySheet plan of eating without exception, and by exploring together the utilization of the program of Alcoholics Anonymous in arresting compulsive overeating.

The only requirement for membership is a desire to stop eating compulsively. There are no dues or fees for GreySheeters Anonymous membership; we are self supporting through our own contributions.

GreySheeters Anonymous is a non-profit public service organization which is not allied with any sect, denomination, religion, politics, organization, or institution; neither engages in any controversy; nor opposes or endorses any causes.

Our primary purpose is to stay abstinent from compulsive overeating, and to carry the message in order to help other compulsive overeaters achieve abstinence.

The corporation is organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code.

To do any other act or thing incidental to or connected with the foregoing purposes or in the advancement thereof, but not for the pecuniary profit or financial gain of its members, directors,

or officers.

Nothing herein shall authorize this Corporation, directly or indirectly, to engage in or include among its purposes any of the activities mentioned in Not-for-Profit Corporation Law Section 404 (b) through (v).

In furtherance of its corporate purposes, the Corporation shall have all general powers enumerated in Section 202 of the Not-for-Profit Corporation Law, together with the powers to solicit grants and contributions for corporate purposes.

(4) Notwithstanding any other provision of these articles, the corporation is organized exclusively for one or more of the purposes as specified in Section 501 (c) (3) of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Internal Revenue Code Section 501 (c) (3) or corresponding provisions of any subsequent Federal tax laws.

No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no member, trustee, director, officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Internal Revenue Code Section 501 [or participating in or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

In the event of dissolution, all of the remaining assets and property of the corporation, shall, after necessary expenses thereof, be distributed to another organization exempt under Internal Revenue Code Section 501 (c) (3), or corresponding provisions of any subsequent Federal tax laws, or to the Federal Government, or state or local government for a public purpose, subject to the approval of a Justice of the Supreme Court of the State of New York.

In any taxable year in which the corporation is a private foundation as described in Internal Revenue Code Section 509 (a), the corporation shall distribute its income for said period at such time and manner as not to subject it to tax under Internal Revenue Code Section 4942, and the corporation shall not (A) engage in any act of self-dealing as defined in Internal Revenue Code Section 4941 (d), retain any excess business holdings as defined in Internal

Revenue Code Section 4943 (c), (B) make any investments in such manner as to subject the corporation to tax under Internal Revenue Code Section 4944, or (C) make any taxable expenditures as defined in Internal Revenue Code Section 4945 (d) or corresponding provisions of any subsequent Federal tax laws.

Nothing contained in this certificate shall authorize or empower the corporation to perform or engage in any act or practice prohibited by General Business Law, Section 340 or any other anti-monopoly statute of the State of New York.

(5) The office of the corporation is to be located in the county of New York.

(6) The initial directors of the corporation until the first annual meeting are as follows:

Marvin A _____
Penny S _____
Mona H _____
Ari L _____

(7) The duration of the corporation is perpetual.

(8) The Secretary of State is designated as agent of the corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the corporation served upon him 15: c/o Mona H _____
_____.

IN WITNESS WHEREOF, I hereunto sign my name and affirm that the statements made herein are true under the penalties of perjury.

Dated: April 6, 1998

Scott J. Schuster, Incorporator
283 Washington Avenue
Albany, New York 12206