

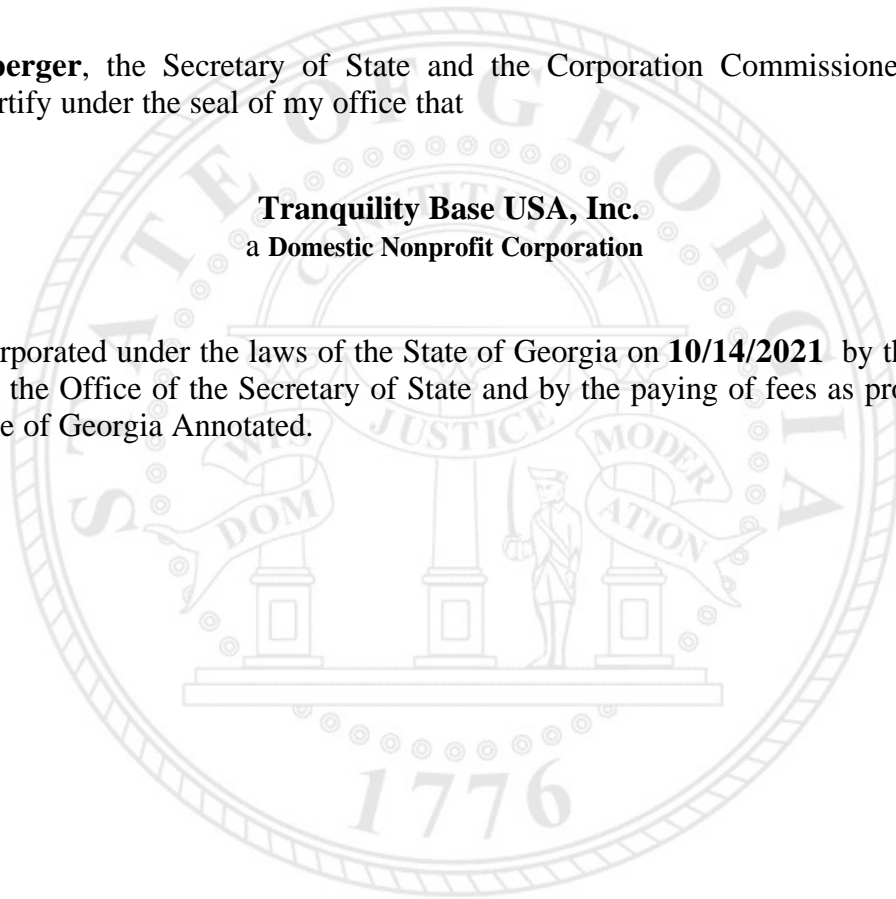
**STATE OF GEORGIA**  
**Secretary of State**  
**Corporations Division**  
**313 West Tower**  
**2 Martin Luther King, Jr. Dr.**  
**Atlanta, Georgia 30334-1530**

**CERTIFICATE OF INCORPORATION**

I, **Brad Raffensperger**, the Secretary of State and the Corporation Commissioner of the State of Georgia, hereby certify under the seal of my office that

**Tranquility Base USA, Inc.**  
a Domestic Nonprofit Corporation

has been duly incorporated under the laws of the State of Georgia on **10/14/2021** by the filing of articles of incorporation in the Office of the Secretary of State and by the paying of fees as provided by Title 14 of the Official Code of Georgia Annotated.



WITNESS my hand and official seal in the City of Atlanta  
and the State of Georgia on **11/16/2021**.



*Brad Raffensperger*

Brad Raffensperger  
Secretary of State

**ARTICLES OF INCORPORATION  
OF TRANQUILITY BASE, USA INC.**

**ARTICLE I  
CORPORATION NAME**

**1.01 Name**

The name of the corporation shall be Tranquility Base, USA Inc. The business of the corporation may be conducted as "Tranquility Base, USA, Inc.", or "Tranquility Base, USA".

**ARTICLE II  
DURATION**

**2.01 Duration**

The period of duration is perpetual.

**ARTICLE III  
PURPOSES**

**3.01 Purpose**

The corporation is organized pursuant to the Georgia Nonprofit Corporation Code.

Tranquility Base, USA, Inc. is a non-profit corporation to be operated for educational and charitable service purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal Tax Code.

The purpose of Tranquility Base, USA Inc. is to:

- (a) Raise the awareness through educating the public, to the debilitating effects of Post Traumatic Stress Disorder (PTSD) on veterans of all branches of the military of the United States of America(USA), first responders and healthcare workers of the USA.
- (b) Provide an environment of recovery from PTSD for veterans of all branches of the military of the USA, first responders and healthcare workers of the USA, and their immediate family.
- (c) Be the owning/operating custodial entity of the physical property of the campus complex.
- (d) Construct and maintain short-term use accommodations for use by for veterans of all branches of the military of the USA, first responders and healthcare workers of the USA, for short-term stays while participating in local therapy programs to treat PTSD.
- (e) Give preference in selecting professionals, craftsmen, contractors, and/or suppliers, who are former or active veterans of any branches of the military of the USA, first responders or healthcare workers of the USA, in selecting professional services, and/or the construction of any building or structures on the compound, so they may participate in helping their comrades.
- (f) Develop standards and best practices for providing accommodations for use by veterans of all branches of the military of the USA, first responders and healthcare workers of the USA, and freely share those details to encourage other organizations to develop additional Tranquility Base, USA locations.
- (g) Develop a network of PTSD treatment specialists in the local area of Tranquility Base, USA, Inc. to support recovery efforts and develop coping skills for veterans of all branches of

the military of the USA, first responders and healthcare workers of the USA, and their immediate family while they obtain the hospitality of Tranquility Base, USA, Inc.

- (h) Fund the development of professionals and therapies to directly address the unique needs of effective PTSD recovery.
- (i) Hold fund raising events, and sell promotional items, either directly or indirectly through license agreements for the Tranquility Base, USA, Inc. insignia, where the profit from such sales shall all go into the general fund, to help sustain the organizational mission of supporting veterans of all branches of the military of the USA, first responders and healthcare workers of the USA suffering with PTSD.
- (j) Provide funding to seed and/or assist external PTSD recovery programs for veterans of all branches of the military of the USA, first responders and healthcare workers of the USA.

#### **ARTICLE IV** **NON-PROFIT NATURE**

##### **4.01 No Stock**

Tranquility Base, USA, Inc. is organized exclusively for charitable and educational 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 corresponding section of any future federal tax code. No part of the net earnings of Tranquility Base, USA, Inc. 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 in the purpose clause hereof.

Notwithstanding any other provision of this document, the Corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future Federal tax code.

Tranquility Base, USA, Inc. is not organized and shall not be operated for the private gain of any person. The property of the Corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the Corporation shall inure to the benefit of, or be distributed to any individual. The Corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

##### **4.02 Personal Liability**

No officer or director of this corporation shall be personally liable for the debts or obligations of Tranquility Base, USA, Inc. of any nature whatsoever, nor shall any of the property or assets of the Officers or Directors, be subjected to the payment of debts or obligations of this corporation.

##### **4.03 Dissolution**

Upon termination or dissolution of the Tranquility Base, USA, Inc., any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the Tranquility Base, USA, Inc. hereunder shall be selected by the discretion of a majority of the managing body of the Tranquility Base, USA, Inc. as set forth in the Bylaws of the Corporation, and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of

proper jurisdiction against Tranquility Base, USA, Inc. by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Georgia.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Georgia to be added to the general fund.

#### **4.04 Prohibited Distributions**

No part of the net earnings, or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its Members, Directors, Officers or other private person or individual, 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 III, Section 01.

#### **4.04 Restricted Activities**

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

#### **4.05 Prohibited Activities**

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) 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 V**  
**BOARD OF DIRECTORS**

**5.01 Governance**

Tranquility Base, USA, Inc. shall be governed by its Board of Directors.

**5.02 Initial Directors**

The initial Board of Directors of the Corporation shall consist of two (2) persons who are to serve as the initial Directors until the first annual meeting or until their successors are elected and qualified. The initial Directors' name and address, including street and number and zip code, are set forth below:

Name	Address
David Thomas Maddlone	3616 Bishop Dr, Tucker, GA 30084
Terry Odom Maddlone	3616 Bishop Dr, Tucker, GA 30084

**ARTICLE VI**  
**STOCK/MEMBERSHIP/DUES**

**6.01 No Stock**

The Corporation shall not issue any capital stock.

**6.02 Membership**

The Corporation shall have three (3) classes of members: Electing Members, General Members, and Honorary Members.

**Electing Members** shall be those persons who have given generously of their resources (financial or non-financial), talents, time or labor in the spirit of commitment to the Corporation and its goals, purposes, and programs. Only Electing Members shall have a right to vote. All initial electing members shall be unanimously approved by the initial Board of Directors of the Corporation ("Board") at the initial meeting of the Board.

Thereafter, a candidate for Electing Membership must be nominated by at least one Director and approved by the majority vote of the Electing Members at any annual or special meeting of the Electing Members, in order for the candidate to achieve Electing Member status.

Should all Electing Members be deceased, additional Electing Members may be nominated by the Board and elected at any annual or special meeting of the Board. Criteria to be considered by the Board in nominating and Electing Members are the candidate's merit, commitment, or service to the Corporation's past, present and future goals, purposes and programs.

Electing Members may be removed and their voting rights canceled, with or without cause, by a majority vote of Electing Members at any annual or special meeting of the Electing Members.

During any period of mental incapacity, the voting rights of an Electing Member shall be suspended.

**General Members** shall be those persons, whether individuals or corporations, who apply for membership in the proper form, including the payment of annual dues, as prescribed by the Board. General Members shall have no right to vote for Directors but shall be permitted to vote, in an advisory capacity, on policy issues certified by the Board from time to time as referenda.

**Honorary Members** shall be those persons or organizations who are deemed worthy by their deeds and conduct of being honored by the Board of Directors through designation as Honorary Members. Honorary Members shall have no right to vote.

**ARTICLE VII  
AMENDMENTS**

**7.01 Amendments**

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the Board of Directors.

**ARTICLE VIII  
ADDRESSES OF THE CORPORATION**

**8.01 Corporate Address**

The physical address of the Corporation is: 3616 Bishop Dr, Tucker, GA 30084-7107

**ARTICLE IX  
REGISTERED OFFICE AND REGISTERED AGENT**

**9.01 Registered Agent**

The street address of the Corporation is 3616 Bishop Dr. Tucker, Georgia, 30084-7170. The initial Registered Agent at this Registered Office is David Thomas Maddlone. The county of the Registered Office is DeKalb.

**ARTICLE X  
INCORPORATOR**

**10.01 Incorporator**

The incorporator of the Corporation is as follows:

Name	Address
David Thomas Maddlone	3616 Bishop Dr, Tucker, GA 30084-7107

**ARTICLE XI  
EXECUTION**

IN WITNESS WHEREOF, I the undersigned, for the purpose of forming a non-profit corporation under the Georgia Business Corporation Code, do make, file, and record this document, and do certify that the facts stated in this document are true, and I have accordingly set my hand to this document on this 14th day of October 2021.



Date: 14-Oct-2021

\_\_\_\_\_  
David Thomas Maddlone (Incorporator)



Secretary of State

OFFICE OF SECRETARY OF STATE  
CORPORATIONS DIVISION  
2 Martin Luther King Jr. Dr. SE  
Suite 313 West Tower  
Atlanta, Georgia 30334  
(404) 656-2817  
sos.ga.gov

\*Electronically Filed\*  
Secretary of State  
Filing Date: 10/14/2021 5:13:12 PM

TRANSMITTAL INFORMATION FORM  
GEORGIA PROFIT, NONPROFIT OR PROFESSIONAL CORPORATION

Primary Email Address: david\_maddlone@bellsouth.net

1. Entity Type (check one only)  Profit Corporation  Nonprofit Corporation  Professional Corporation  Benefit Corporation

Corporate Name Reservation Number (if one has been obtained; if articles are being filed without prior reservation, leave this line blank)

Tranquility Base USA, Inc.

Corporate Name (List exactly as it appears in articles.)

2. David Thomas Maddlone  
Name of Person Filing Articles of Incorporation

<u>3616 Bishop Dr.</u>	<u>Tucker</u>	<u>GA</u>	<u>30084 - 7107</u>
Address	City	State	Zip Code

3. 3616 Bishop Dr.  
Principal Office Mailing Address of Profit/Non Profit Corporation (Unlike registered office address, this may be a post office box.)

<u>Tucker</u>	<u>GA</u>	<u>30084 - 7107</u>
City	State	Zip Code

4. David Thomas Maddlone  
Name of Registered Agent in Georgia

3616 Bishop Dr.  
Registered Office Street Address in Georgia (Post office box or mail drop not acceptable for registered office address.)

<u>Tucker</u>	<u>Dekalb</u>	<u>GA</u>	<u>30084 - 7107</u>
City	County	State	Zip Code

david\_maddlone@bellsouth.net  
Registered Agent's Email Address

5. Name and Address of Each Incorporator

<u>David Thomas Maddlone</u>	<u>3616 Bishop Dr.</u>	<u>Tucker</u>	<u>GA</u>	<u>30084 - 7107</u>
Incorporator	Address	City	State	Zip Code

6. ANNUAL REGISTRATION AGREEMENT

- n Georgia corporations incorporated between January 1 – October 1 must file its annual registration with the Secretary of State within 90 days after the date its articles of incorporation are filed with the Secretary of State.
- n Georgia corporations incorporated between October 2 – December 31 must file its annual registration with the Secretary of State between January 1 and April 1 of the next year succeeding the calendar year of its incorporation.

7. Submitted with this filing is a filing fee of \$100.00 payable to "Secretary of State". Filing fees are non-refundable.  
I certify that a Notice of Incorporation or Notice of Intent to Incorporate with a publication fee of \$40.00 has been or will be mailed or delivered to the official organ of the county where the initial registered office of the corporation is to be located. (The clerk of superior court can advise you of the official organ in a particular county.) I understand that this Transmittal Information Form is included as part of my filing, and the information on this form will be entered in the Secretary of State business entity database. I certify that the above information is true and correct to the best of my knowledge.

David Thomas Maddlone  
Signature of Authorized Person