

ARTICLES OF INCORPORATION OF
GENIUSCO-OP
NATIONAL HOUSING COOPERATIVE

The undersigned incorporator(s), a natural person 18 years of age or older, in order to form a corporate entity adopts the following articles of incorporation.

ARTICLE I

NAME/REGISTERED OFFICE

The name of this corporation shall be GENIUSCO-OP NATIONAL HOUSING COOPERATIVE located at 4000 EAGLE POINT CORPORATE DRIVE, BIRMINGHAM, ALABAMA 35242.

ARTICLE II

PURPOSE

This corporation is organized exclusively for charitable, religious and educational purposes, more specifically to provide affordable single-family and multi-family affordable home and community developments and affordable homes rental programs and community services to minority groups, startup families as well as to Churches and their members, Unions, Universities, disaster victims and families who did not qualify for bank loans. The GENIUSCO-OP has been established on the belief that there is a critical need for objective and innovative sustainable housing and affordable community developments as well as affordable rental solutions and/or Lease to Own programs to today's dilemmas. Too many families are suffering in plain view and the company aims to make a difference through the analyses and actions of the strategic possibilities for change. To this end, the corporation shall create 100% green, structurally superior, sustainable and solar powered Genius Homes communities designed with water, fire, and earthquake as well as tornado safety in mind. The purpose of the GENIUSCO-OP is to provide a holistic and integrated approach to economic, education, community, and social development, resulting in community empowerment that will help facilitate the restoration of traditional moral and characteristic values throughout the United States of America.

To this end, the corporation shall at all times be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, 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 of 1986, as now enacted or hereafter amended. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

ARTICLE III

EXEMPTION REQUIREMENTS

At all times shall the following operate as conditions restricting the operations and activities of the corporation:

1. The corporation shall not afford pecuniary gain, incidentally or otherwise to its members. No part of the net earnings of this corporation shall inure to the benefit of any member of the corporation, except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or

more of its purposes. Such net earnings, if any, of this corporation shall be used to carry out the nonprofit corporate purposes set forth in Article II above.

2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

3. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.

ARTICLE IV

DURATION

The duration of the corporate existence shall be perpetual.

ARTICLE V

MEMBERSHIP/BOARD OF DIRECTORS

The corporation shall have one or more classes of members, as provided in the corporation's bylaws. The management of the affairs of the corporation shall be vested in a Board of Directors, as defined in the corporation's bylaws. No Director shall have any right, title, or interest in or to any property of the corporation.

The number of Directors constituting the first Board of Directors is 1, their names and addresses being as follows:

GENIUS HOMES FOUNDATION
4000 Eagle Point Corporate Drive
Birmingham
Alabama 35242

Members of the first Board of Directors shall serve until the first annual meeting, at which their successors are duly elected and qualified, or removed as provided in the bylaws.

ARTICLE VI

PERSONAL LIABILITY

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) officer, or Directors be subject to the payment of the debts or obligations of this corporation.

ARTICLE VII

DISSOLUTION

At the time of dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, dispose of all of the assets of the corporation. In no case shall a disposition be made which would not qualify as a charitable contribution under Section 170(c)(1) or (2) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, in such manner as the Board of Directors shall determine.

ARTICLE VIII

INCORPORATOR(S)

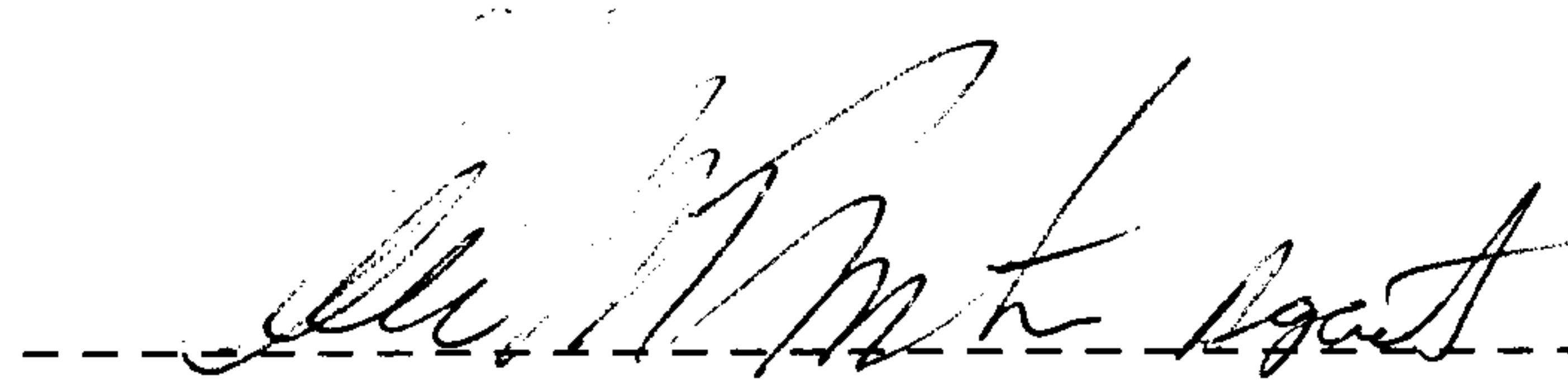
The incorporator(s) of this corporation is: **GENIUS HOMES FOUNDATION**

The undersigned incorporator(s) certifies that he executes these articles for the purposes herein stated.

IN WITNESS WHEREOF, these Articles have been subscribed as of the 23 day of May 2013 by the undersigned incorporator, who affirms that the statements made herein are true under the penalties of perjury.



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GENIUS HOMES FOUNDATION – ORGANIZER

Prepared by:

Genius Homes Foundation, 4000 Eagle Point Corporate Drive, Birmingham, Alabama 35242.



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Beth Chapman
Secretary of State

P. O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

**I, Beth Chapman, Secretary of State of Alabama, having custody of the
Great and Principal Seal of said State, do hereby certify that**

pursuant to the provisions of Title 10A, Chapter 1, Article 5, *Code of Alabama*
1975, and upon an examination of the entity records on file in this office, the
following entity name is reserved as available:

GENIUSCO-OP NATIONAL HOUSING COOPERATIVE

This domestic employee cooperative corporation is proposed to be formed in
Alabama and is for the exclusive use of Geniusystems International LLC, 4000
Eagle Point Corporate Drive, Birmingham, AL 35242 for a period of one hundred
twenty days beginning May 23, 2013 and expiring September 21, 2013.



627-974

**In Testimony Whereof, I have hereunto set my
hand and affixed the Great Seal of the State, at the
Capitol, in the city of Montgomery, on this day.**

May 23, 2013

Date

Beth Chapman

Beth Chapman

Secretary of State



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