

Articles of Incorporation for The Backpack Fund

Article 1.1: Name

The name of this corporation shall be The Backpack Fund. The business of the corporation may be conducted specifically as The Backpack Fund.

Article 2.1: Duration

The period of duration of the corporation is perpetual.

Article 3.1: Purpose

The Backpack Fund is a corporation seeking non-profit status, and shall operate exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code.

The Backpack Fund can only engage in activities that support education.

The Backpack Fund's purpose is to provide classroom supplies to students in the local school districts in Lake County, Ohio, starting with Riverside School District, the alma mater of The Backpack Fund's founders.

On top of this, we will also provide scholarship award(s) for student(s) who plan on furthering their education beyond high school.

To maximize our impact, we will likely work with non-profit organizations that fall under the 501(c)(3) section of the Internal Revenue Code and are operated exclusively for educational and charitable purposes.

At a later time, per the discretion of the board of directors, The Backpack Foundation may provide internships or volunteer opportunities which will provide opportunities for involvement in said activities and programs in order to have a greater impact for change.

Assets of the organization must be permanently dedicated to an exempt purpose described under Section 501(c)(3).

Article 3.2: Public Benefit

The Backpack Fund aims to be designated as a public benefit corporation, and will act as such.

4.1: Non-profit Nature

The Backpack Fund 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 The Backpack Fund 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.

The Backpack Fund 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 4.2: Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of The Backpack Fund of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

Article 4.3: Dissolution

Upon termination or dissolution of the The Backpack Fund, 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 The Backpack Fund hereunder shall be selected by the discretion of a majority of the managing body of the The Backpack Fund 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 the The Backpack Fund 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 Ohio.

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 Ohio to be added to the general fund.

Article 4.4: 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 3.1.

Article 4.5: 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.

Article 4.6: 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 5: Governance

The Backpack Fund shall be governed by its board of directors

Business of The Backpack Fund will be conducted with a quorum of 75% of its board of directors.

The initial directors of the corporation shall be composed of its founders: Matt Parsons, Charlie Ringler, Caleb Valko, and Noah Levy.

Article 6: Members

The Backpack Fund shall have no members. The management of the affairs of the corporation shall be vested in a board of directors, as defined in the corporation's bylaws.

Article 7: Amendments

Any amendment to the Articles of Incorporation may be adopted by the approval of three-fifths of the board directors.

Article 8: Corporate Address

The physical address of the corporation is: 7171 Sowul Drive, Painesville, Ohio. 44077

The mailing address of the corporation is: 7171 Sowul Drive, Painesville, Ohio. 44077

Article 9: Registered Agent

The registered agent of the corporation shall be: Matt Parsons, 7171 Sowul Drive, Painesville, Ohio. 44077

Article 10: Incorporators

The incorporators of the corporation are as follows:

Matt Parsons, 7171 Sowul Drive, Painesville, Ohio. 44077

Charlie Ringler, 8308 Rustic Drive, Leroy, Ohio. 44024

Caleb Valko, 10264 Cherry Hill Drive, Painesville, Ohio. 44077

Noah Levy, 1500 Hideaway Cove, Painesville, Ohio. 44077

Certificate of Adoption of Articles of Incorporation

We, the undersigned, hereby certify that the above stated Articles of Incorporation of The Backpack Fund were approved by the board of directors on July 15, 2020 and constitute a complete copy of the Articles of Incorporation of The Backpack Fund.



Charlie Ringler



Caleb Valko



Matt Parsons



Noah Levy

Acknowledgment of Consent to Appointment as Registered Agent

I, Matt Parsons, agree to be the registered agent for The Backpack Fund as appointed herein.



Registered Agent: Matt Parsons

Date: 7-15-20 July 15, 2020