

# **NONPROFIT ARTICLES OF INCORPORATION**

(Nonprofit Certificate of Incorporation)

## **ARTICLE I: NAME**

The name of this corporation shall be WANDERER'S WAY FOUNDATION ("The Foundation"). The Foundation's business may be conducted as Wanderer's Way Foundation or Wanderer's Way.

## **ARTICLE II: DURATION**

The period of duration of The Foundation is perpetual.

## **ARTICLE III: PURPOSE**

### **3.01 Purpose**

The Foundation is a nonprofit corporation. It 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 Federal tax code. The purpose of The Foundation is to be a globally focused nonprofit working to heal the origins and consequences of trauma and abuse for everyone.

On a local and global level, our programs include sending out ambassadors and creating content to raise social consciousness about the cause, holding fundraising events, and facilitating the dissemination of access to information, goods, services, and resources to provide relief and assistance to those suffering from the origins and consequences of trauma and abuse regardless of their race, ethnicity, or religion.

To maximize our impact, we may seek to collaborate with other domestic and foreign nonprofit organizations that operate exclusively for educational and charitable purposes.

At times, per the discretion of The Foundation's Board of Directors, we may provide internships or volunteer opportunities that will provide opportunities for involvement in said activities and programs to have a more significant impact on change.

### **3.02 Public Benefit**

The Foundation is designated as a public benefit corporation.

## **ARTICLE IV: NONPROFIT NATURE**

### **4.01 Nonprofit Nature**

The Foundation is organized exclusively for charitable, religious, 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 Foundation shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons, except that The Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes outlined in the purpose clause hereof.

Notwithstanding any other provision of this document, The Foundation 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, the 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 Foundation is not organized and shall not be operated for the private gain of any person. The Foundation's property is irrevocably dedicated to its educational and charitable purposes. No part of The Foundation's assets, receipts, or net earnings shall inure to the benefit of or be distributed to any individual. The Foundation may 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 The Foundation 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.

#### **4.03 Dissolution**

Upon termination or dissolution of The Foundation, 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 like the terminating or dissolving The Foundation.

The organization to receive the assets of The Foundation hereunder shall be selected at the discretion of a managing body of The Foundation as outlined in The Foundation's bylaws. If its members cannot so agree, then the recipient organization shall be selected according to a verified petition in equity filed in a court of proper jurisdiction against The Foundation by one (1) or more of its managing body, for which a 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 Delaware.

If the court finds that this section is applicable but that there is no qualifying organization known to it that has a charitable purpose, which, at least generally, includes a purpose like this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Delaware 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 Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes outlined in Article III, Section 3.01.

#### **4.05 Restricted Activities**

No substantial part of The Foundation's activities shall be the carrying on of propaganda or otherwise attempting to influence legislation, and The Foundation 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.

#### **4.06 Prohibited Activities**

Notwithstanding any other provision of these Articles, The Foundation 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**

The Foundation shall be governed by its board of directors. How The Foundation's Board of Directors shall be elected or appointed shall be provided by The Foundation's Bylaws. The names of the persons who are to serve as the initial Directors until their successors are elected, and qualified are:

- President: Jaden Riley, 600 N Broad Street, Suite 5-1240, Middletown, DE 19709, New Castle County.
- Secretary: Jaden Riley, 600 N Broad Street, Suite 5-1240, Middletown, DE 19709, New Castle County
- Treasurer: Jaden Riley, 600 N Broad Street, Suite 5-1240, Middletown, DE 19709, New Castle County



## ARTICLE VI: STOCK

The Foundation is a non-stock corporation and shall not have any stock.

## ARTICLE VII: MEMBERSHIP

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

## ARTICLE VIII: AMENDMENTS

The Foundation's Board of Directors shall have the power to adopt, amend, or repeal any amendment to these Articles of Incorporation as defined in The Foundation's bylaws.

## ARTICLE IX: BYLAWS

The Foundation's Board of Directors shall have the power to adopt, amend, or repeal the Bylaws of this corporation. The Bylaws shall govern the operation of this corporation unless any Bylaws conflict with these Articles of Incorporation, in which case the Articles of incorporation shall be controlling.

## ARTICLE X: ADDRESSES OF THE CORPORATION

The Foundation's initial physical and mailing address is 600 N Broad Street, Suite 5-1240, Middletown, DE 19709, New Castle County.

## ARTICLE XI: APPOINTMENT OF REGISTERED AGENT

The Foundation's registered agent is Jaden Riley, 600 N Broad Street, Suite 5-1240, Middletown, DE 19709, New Castle County.

## ARTICLE XII: INCORPORATOR

The Foundation's incorporator is Jaden Riley, 600 N Broad Street, Suite 5-1240, Middletown, DE 19709.

### Certificate of Adoption of Articles of Incorporation

The undersigned certifies that the Wanderer's Way Foundation's Board of Directors approved and adopted the above-stated Articles of Incorporation for Wanderer's Way Foundation on November 25, 2022, and that this document constitutes a complete copy of the Articles of Incorporation of the Wanderer's Way Foundation.



Incorporator: Jaden Riley



Secretary: Jaden Riley



President: Jaden Riley



Treasurer: Jaden Riley

### Acknowledgment of consent to appointment as registered agent

I, Jaden Riley, agree to be the registered agent for Wanderer's Way Foundation as appointed herein.



Registered Agent: Jaden Riley