

**ARTICLES OF INCORPORATION
OF
AGING OUT INSTITUTE**

In compliance with the requirements of Domestic Nonprofit Corporation (15 Pa. C.S. § 5306), the undersigned, desiring to incorporate a nonprofit corporation, hereby state(s) that:

1. The name of the corporation is Aging Out Institute.
2. The address of this corporation's current registered office in this Commonwealth is: Barbara Lynn Tonini, 4717 Holly Circle, Harrisburg, PA 17110.
3. The corporation is incorporated under the Nonprofit Corporation Law of 1988 for the following purpose or purposes: The corporation is organized exclusively for charitable, scientific, literary, and educational purposes with the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions hereafter in effect (the "Code"). The corporation shall be operated exclusively for such purposes, and no part of the corporation's net earnings shall inure to the benefit of, or be distributable to, any director, officer or other private person, 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 such purposes. No part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting, to influence legislation, and it shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.
4. The corporation does not contemplate pecuniary gain or profit, incidental or otherwise.
5. The corporation is organized on a nonstock basis.
6. The corporation shall have no members.
7. The name and address of each incorporator is:



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Barbara Lynn Tonini
4717 Holly Circle
Harrisburg, PA 17110

Signed: *Barbara Lynn Tonini*

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8. The initial bylaws of the corporation shall be adopted by the Board of Directors, and the power to alter, amend or repeal such bylaws or adopt new bylaws shall be vested in the Board of Directors.
9. Notwithstanding any other provision of this certificate, the corporation shall not engage, participate or intervene in any activity or transaction which would result in the loss by the corporation of its status as an organization exempt from Federal income taxation under section 501(a) of the Code, or corresponding provisions hereafter in effect, as an organization described in section 501(c)(3) of the Code, or corresponding provisions hereafter in effect, and the use, directly or indirectly, of any part of the assets of the corporation in any such activity or transaction is expressly prohibited.
10. Anything to the contrary herein notwithstanding, the corporation shall:
 - (a) make distributions at such time and in such manner as not to subject the corporation to tax under section 4942 of the Code, or corresponding provisions hereafter in effect;
 - (b) not engage in any act of self-dealing as defined in section 4941(d) of the Code, or corresponding provisions hereafter in effect, which would be subject to tax under section 4941 of the Code, or corresponding provisions hereafter in effect;
 - (c) not retain any excess business holdings as defined in section 4943(c) of the Code, or corresponding provisions hereafter in effect, which would subject the corporation to tax under section 4943 of the Code, or corresponding provisions hereafter in effect;
 - (d) not make any investments which would subject the corporation to tax under section 4944 of the Code, or corresponding provisions hereafter in effect, and
 - (e) not make any taxable expenditures as defined in section 4945(d) of the Code, or corresponding provisions hereafter in effect, which would subject the corporation to tax under section 4945 of the Code, or corresponding provisions hereafter in effect.
11. In the event of the dissolution of the corporation, by lapse of time or otherwise, when it has, or is entitled to, any interest in any funds or property of any kind, real, personal or mixed, such funds or property or rights thereto shall not be transferred to private ownership, but upon such dissolution, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, transfer and set over such funds or property or rights thereto in such manner to such organization (or organizations) which shall at such time of dissolution qualify as an organization (or

organizations) exempt from Federal income taxation under section 501(a) of the Code, or corresponding provisions hereafter in effect, as an organization (or organizations) described in section 501(c)(3) of the Code, or corresponding provisions hereafter in effect, as the Board of Directors in its absolute discretion shall determine.

12. A director of the corporation shall not be liable to the corporation for monetary damages for an act or omission in the director's capacity as a director, except that this ARTICLE TWELVE does not eliminate or limit the liability of a director of the corporation to the extent the director is found liable for:
- (a) a breach of the director's duty of loyalty to the corporation;
 - (b) an act or omission not in good faith that constitutes a breach of duty of the director to the corporation or an act or omission that involves intentional misconduct or a knowing violation of the law;
 - (c) a transaction from which the director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or
 - (d) an act or omission for which the liability of a director is expressly provided by an applicable statute.
13. This document becomes effective when the document is filed with the Pennsylvania Department of State.

IN TESTIMONY WHEREOF, the incorporator has signed these Articles of Incorporation this 9th day of February, 2021.



Barbara Lynn Tonini