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**-FILED-**

File No.: 6405806

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**ARTICLES OF INCORPORATION  
OF  
HIPOWER**

**I.**

**NAME**

The name of this corporation is HiPower.

**II.**

**BUSINESS ADDRESSES**

The initial street address of this corporation is: 1978 Carmelita Drive, San Carlos, CA 94070.

The initial mailing address of this corporation is: 1978 Carmelita Drive, San Carlos, CA 94070.

**III.**

**AGENT FOR SERVICE OF PROCESS**

The name and address in the State of California of this corporation's initial agent for service of process is: Mona Sabet, 1978 Carmelita Drive, San Carlos, CA 94070.

**IV.**

**PURPOSE**

A. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes.

B. The specific purpose of this corporation shall be to promote public and educational purposes by fostering leadership skills beyond the workplace, advocating for gender equity in all walks of society, and creating supportive networks for women executives. Their programs help participants develop strategic visions, enhance public speaking skills, and expand professional networks. These activities contribute to a broader societal impact by encouraging diverse leadership and challenging existing gender biases in environments across society; educating and instructing the public on subjects useful to individuals and beneficial to the community; educating, instructing and training individuals for the purpose of improving or developing their capabilities; eliminating prejudice and discrimination; making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code; and such other public,

charitable, religious, educational and scientific purposes as the Board of Directors of this corporation shall from time to time determine.

**V.**

**TAX-EXEMPT STATUS**

A. This corporation is organized and operated exclusively for the purposes set forth in Article IV hereof within the meaning of Section 501(c)(3) of the Internal Revenue Code.

B. This corporation is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits or dividends to any members thereof, to any private shareholder (as defined for purposes of Section 501(c)(3) of the Internal Revenue Code) or to any individual.

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

D. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that do not further the purposes of this corporation, and this corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

**VI.**

**IRREVOCABLE DEDICATION OF PROPERTY**

A. The property of this corporation is irrevocably dedicated to charitable and educational purposes meeting the requirements for exemption provided by Section 214 of the California Revenue and Taxation Code, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person, except that this corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

B. Upon the dissolution or winding up of this corporation, assets of this corporation remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to another nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable or educational purposes meeting the requirements for exemption provided by Section 214 of the California Revenue and Taxation Code, and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

**VII.****BOARD OF DIRECTORS**

The affairs of this corporation shall be under the direction of a Board of Directors. The number, terms of office, manner of election or appointment and qualifications of the directors shall be as set forth in the bylaws of this corporation.

**VIII.****ELIMINATION OF LIABILITY**

The liability of the directors of this corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

**IX.****INDEMNIFICATION**

This corporation is authorized to provide indemnification of agents (as defined in Section 5238 of the California Corporations Code) for breach of duty to this corporation through bylaw provisions or through agreements with agents, or both, to the extent permitted by Section 5238 of the California Corporations Code.

**X.****PRIVATE FOUNDATION PROVISIONS**

If, and for so long as this corporation constitutes a private foundation within the meaning of Section 509 of the Internal Revenue Code:

A. This corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code.

B. This corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code.

C. This corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code.

D. This corporation shall not make any investments in such a manner as to subject it to tax under Section 4944 of the Internal Revenue Code.

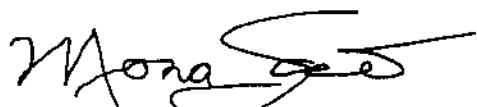
E. This corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

**XI.**

**XII. REFERENCES TO THE INTERNAL REVENUE CODE**

All references in these Articles to Sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding Sections of any future federal tax code.

IN WITNESS WHEREOF, the undersigned, being the sole incorporator of HiPower, has executed these Articles of Incorporation on September 26, 2024.

  
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Mona Sabet, Incorporator