

For Office Use Only

**-FILED-**

File No.: 6549441

Date Filed: 1/22/2025

**ARTICLES OF INCORPORATION**  
**OF**  
**OPTIONS FOR ALL HOLDING COMPANY**

**ARTICLE I.**

The name of the Corporation is: Options For All Holding Company (the "Corporation").

**ARTICLE II.**

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 charitable purposes.

B. Specifically, the Corporation is organized for exclusively charitable, educational, religious, literary, and/or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any successor United States Internal Revenue Law) (the "Code"). In furtherance of the Corporation's purposes, the Corporation will engage in charitable activities, including, but not limited to:

1. directly or indirectly, supporting, operating for the benefit of, performing the functions of, and/or carrying out the purposes of Options For All, a California nonprofit corporation exempt from federal income tax under Code Section 501(a) and described in Code Sections 501(c)(3) and 509(a)(2) ("OFA");
2. encouraging and motivating the making of gifts and donations by deed, will, or otherwise, for the advancement, promotion, extension, and maintenance of the various causes and objectives fostered by OFA and the Corporation;
3. conducting fundraising activities on behalf of OFA;
4. raising and/or receiving funds on behalf of OFA;
5. holding title to, investing and managing the Corporation's assets and assets originally donated to, or originally held by OFA;
6. providing supportive services to OFA, including, but not limited to, budgeting, strategic planning, financial planning, investment management, resource allocation, long-term planning and short-term planning; and
7. making distributions and/or utilizing the Corporation's assets for charitable, educational and scientific purposes within the meaning of Code Section 501(c)(3).

The Corporation is operated in connection with OFA.

ARTICLE III.

The name and street address of the Corporation's registered agent for service of process in the State of California is:

Name: Brian Zotti  
Address: 4250 Pacific Highway, Suite 125  
City: San Diego  
State: California  
Zip Code: 92110

ARTICLE IV.

The street address and mailing address of the Corporation is:

Address: 4250 Pacific Highway, Suite 125  
City: San Diego  
State: California  
Zip Code: 92110

ARTICLE V.

All activities of the Corporation shall be subject to the following restrictions:

A. Except as otherwise provided herein, no substantial part of the activities of the Corporation shall be the carrying on of propaganda or attempting to influence legislation.

B. The Corporation 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.

C. The Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity that would invalidate its status (a) as a corporation that is exempt from federal income taxation as an organization described in Code Section 501(c)(3), or (b) as a corporation, contributions to which are deductible under Code Section 170(c)(2).

D. The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise, to its directors, officers, members or other private persons, and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, any such person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in Article II hereof.

E. It is intended that this Corporation shall have and continue to have the status of an organization which is exempt from federal income tax under Code Section 501(a) and described

in Code Section 501(c)(3). All terms and provisions of these Articles of Incorporation and the Bylaws of the Corporation, and all operations of the Corporation, shall be construed, applied and carried out in accordance with this intent. If the Corporation is subject, or ever becomes subject, to the private foundation rules of the Code, the Corporation shall: (a) distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Code Section 4942; (b) not engage in any act of self-dealing as defined in Code Section 4941(d); (c) not retain any excess business holdings as defined in Code Section 4943(c); (d) not make any investments in a manner that would subject it to tax under Code Section 4944; and (e) not make any taxable expenditures as defined in Code Section 4945(d).

#### ARTICLE VI.

The term for which the Corporation is to exist is perpetual.

#### ARTICLE VII.

The Corporation is organized upon a nonstock basis.

#### ARTICLE VIII.

The Corporation shall have no members.

#### ARTICLE IX.

Upon the dissolution of the Corporation, the Corporation's board of directors, after paying or making provisions for the payment of all of the liabilities and obligations of the Corporation, shall distribute all of the assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational, religious, literary and/or scientific purposes as shall at the time qualify as an organization or organizations exempt from federal income tax under Code Section 501(a) and described in Code Section 501(c)(3), as the Corporation's board of directors shall determine, or to the federal government or a state or local government for a public purpose. No portion of the assets shall inure to the benefit of any director of the Corporation, any officer of the Corporation, any other private person or any enterprise organized for profit.

IN WITNESS WHEREOF, the Incorporator has signed these Articles of Incorporation this 3 day of Jan, 2025.

By:   
Brian Zotti, Incorporator