



**ARTICLES OF INCORPORATION
OF
GLOVES OFF, INC.**

For Office Use Only

-FILED-

File No.: 6517292

Date Filed: 12/27/2024

- ONE:** The name of this corporation is: GLOVES OFF, INC.
- TWO:**
- (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) The specific purpose of this corporation is to empower young people to make positive changes in their lives through education, advocacy, and accountability, and to engage in activities associated with such purposes as allowed by law.
- THREE:** The name and complete business address in this state of this corporation's initial agent for service of process is: Stephanie Poulsen, 413 Robin Hood Drive, Modesto, California (95350).
- FOUR:**
- (a) The initial street address of the corporation is: 413 Robin Hood Drive, Modesto, California (95350).
 - (b) The initial mailing address of this corporation is: 413 Robin Hood Drive, Modesto, California (95350).
- FIVE:**
- (a) This corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Internal Revenue Code §501(c)(3), or the corresponding provision of any future United States Internal Revenue law.
 - (b) 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 by (i) a corporation exempt from federal income tax under Internal Revenue Code section 501(c)(3) (or the corresponding provision of any future United States internal revenue law), or (ii) a corporation, contributions to which are deductible under Internal Revenue Code section 170(c)(2) (or the corresponding provision of any future United States internal revenue law).
 - (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 or intervene in any political campaign (including the publishing or distribution of statements) on behalf of (or in opposition to) any candidate for public office.

SIX: (a) The property of this corporation is irrevocably dedicated to charitable and educational purposes and no part of the earnings 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.

(b) Upon dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable or educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law) and under California Revenue and Taxation Code section 23701d (or the corresponding section of any future California revenue and tax law), and which satisfies the requirements of California Revenue and Taxation Code section 214.

SEVEN: This corporation shall have one class of members, designated as founding members, who shall include Karyn Garcia, Jeremy Matthews, and Stephanie Poulsen. Any adult person may become a member of this corporation upon nomination by any member or director, and upon a majority consent of all other members. Should events occur which leave the corporation without members, or if all members lack legal capacity to perform the function of members, then the Board of Directors of this corporation shall be authorized to take all actions and perform all functions as if this corporation had no members. All other rights and obligations of the members shall be set forth in the *Bylaws* of this corporation.

EIGHT: (a) The liability of directors of this corporation for monetary damages shall be eliminated to the fullest extent permissible under California law. This corporation is authorized to indemnify the directors and officers of this corporation to the fullest extent permissible under California law.

(b) 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, agreements with agents, vote of disinterested directors, or otherwise to the fullest extent permissible under California law.

(c) Any amendment, repeal, or modification of any provision of this Article Eight shall not adversely affect any right or protection of an agent of this corporation existing at the time of such amendment, repeal, or modification.

NINE: The requested future filing date is January 1, 2025.

DATED: 12/17, 2024


STEPHANIE POULSEN, Incorporator