

Form 202

Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
FAX: 512/463-5709

Filing Fee: \$25



**Certificate of Formation
Nonprofit Corporation**

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Article 1 - Corporate Name

The filing entity formed is a nonprofit corporation. The name of the entity is :

Project for Better Journalism, Inc.

Article 2 – Registered Agent and Registered Office

A. The initial registered agent is an organization (cannot be corporation named above) by the name of:

OR

B. The initial registered agent is an individual resident of the state whose name is set forth below:

Name:

Brandon K Wang

C. The business address of the registered agent and the registered office address is:

Street Address:

2615 Woodwick Dr #P Sugar Land TX 77479-1549

Consent of Registered Agent

A. A copy of the consent of registered agent is attached.

OR

B. The consent of the registered agent is maintained by the entity.

Article 3 - Management

A. Management of the affairs of the corporation is to be vested solely in the members of the corporation.

OR

B. Management of the affairs of the corporation is to be vested in its board of directors. The number of directors, which must be a minimum of three, that constitutes the initial board of directors and the names and addresses of the persons who are to serve as directors until the first annual meeting or until their successors are elected and qualified are set forth below.

Director 1: **Mark A Oet**

Title: **Director**

Address: **6738 Forest Glen Ave Solon OH, USA 44139-4038**

Director 2: **Amanda C Zhou**

Title: **Director**

Address: **105 Lyman Rd Chestnut Hill MA, USA 02467-2824**

Director 3: **Brandon K Wang**

Title: **Director**

Address: **2615 Woodwick Dr #P Sugar Land TX, USA 77479-1549**

Director 4: **Shaked A Weitzman**

Title: **Director**

Address: **5 Coronet Way Kentfield CA, USA 94904-2718**

Director 5: **William C Haering**

Title: **Director**

Address: **PO Box 334 Boxford MA, USA 01921-0334**

Article 4 - Organization Structure

A. The corporation will have members.

or

B. The corporation will not have members.

Article 5 - Purpose

The corporation is organized for the following purpose or purposes:

Project for Better Journalism, Inc. is organized to provide access to, further, fund, and support student journalism programs and curriculum, encouraging modernization, collaboration, and transparency at schools across the United States.

Supplemental Provisions / Information

Article 5

PURPOSE:

Project for Better Journalism, Inc. is organized to provide access to, further, fund, and support student journalism programs and curriculum, encouraging modernization, collaboration, and transparency at schools across the United States.

ADDITIONAL PROVISIONS:

Said corporation is organized and operated exclusively for charitable, religious, educational, and scientific 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 the corresponding section of any future federal tax code.

This corporation is organized and operated exclusively for charitable, religious, educational, and scientific 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 the corresponding section of any future federal tax code. This corporation shall be a nonprofit corporation. The specific purpose for which this corporation is organized is to provide access to, further, fund, and support student journalism programs and curriculum, encouraging modernization, collaboration, and transparency at schools across the United States.

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in

opposition to, any candidate for public office.

No part of the net earnings of this corporation shall inure to the benefit of, or be distributed to, its members, directors, officers, or other private persons, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these articles.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) 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.

All references to sections of the Internal Revenue Code shall include such sections as of the date hereof and the corresponding section of any future federal tax code.

[The attached addendum, if any, is incorporated herein by reference.]

Effectiveness of Filing

A. This document becomes effective when the document is filed by the secretary of state.

OR

B. This document becomes effective at a later date, which is not more than ninety (90) days from the date of its signing. The delayed effective date is:

Organizer

The name and address of the organizer are set forth below.

Brandon K Wang **2615 Woodwick Dr #P, Sugar Land, TX 77479-1549**

Execution

The undersigned affirms that the person designated as registered agent has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized under the provisions of law governing the entity to execute the filing instrument.

Brandon K Wang

Signature of organizer.

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