

ARTICLES OF INCORPORATION

ARTICLE I

NAME

1.01 Name

The name of this corporation shall be **Pass It On Inc.** The business of the corporation may be conducted as **Pass It On Inc.** or **Pass It On.**

ARTICLE II

DURATION

2.01 Duration

The period of duration of the corporation is perpetual.

ARTICLE III

PURPOSE

3.01 Purpose

Pass It On Inc is a non-profit corporation and shall operate exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. **Pass It On Inc's** purpose is to supply families with household essential items (i.e deodorant, shampoo, toothpaste, diapers, toilet paper, probiotics, vitamins) , and educate them through technology and physical classes on how to reduce the cost of these items with the use of coupons and rebates so to become self-sustaining. At the same time this is also helping the stores increase revenue, thereby improving the economy of the city.

Sample purpose in detail: We provide a box containing laundry detergent, razors, shaving cream, toilet paper, and many other items needed for a family to maintain proper health and hygiene. This family may have recently lost a source of income, taken a pay cut, or have other financial burdens. We provide literature on other resources in the local area such as shelters and food banks. Then we explain the process of using coupons and rebates so the family can get the items supplied at a low price if not free and only pay tax. They will be given information on how to access our website where they can find the current deals, rebates, and links to coupons available to use. They will also be supplied with the support information to continue building their new skills to succeed in saving their family money.

Our program will also include a Moodle (online class) developed by Kimberly Boyd who has a Bachelors in education and a Masters in Technology Education, to teach the proper use of coupons, store programs, and how to locate resources that can reduce their family spending. This program will have videos and activities that will demonstrate applied knowledge of the course. From this we will be able to see if individuals need more personal instruction to help them gain an understanding to apply to their own situations.

To maximize our impact on current efforts, we may seek to collaborate with other non-profit organizations which fall under the 501(c) (3) section of the internal revenue code and are operated exclusively for educational and charitable purposes.

At times, per the discretion of the board of directors, we may provide internships or volunteer opportunities which will provide opportunities for involvement in said activities and programs in order to have a greater impact for change.

3.02 Public Benefit

Pass It On Inc is designated as a public benefit corporation.

ARTICLE IV

NON-PROFIT NATURE

4.01 Non-profit Nature

Pass It On Inc is organized exclusively for charitable and educational 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 corresponding section of any future federal tax code. No part of the net earnings of **Pass It On Inc.** shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, 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 the purposes set forth in the purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Pass It On Inc. is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

4.02 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of **Pass It On Inc.** of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

4.03 Dissolution

Upon termination or dissolution of the **Pass It On Inc.**, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the **Pass It On Inc.** hereunder shall be selected by the discretion of a majority of the managing body of the **Pass It On Inc.** and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the **Pass It On Inc.** by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Kentucky.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Kentucky to be added to the general fund.

4.03 Prohibited Distributions

No part of the net earnings, or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, 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 the purposes set forth in Article III, Section 3.01.

4.04 Restricted Activities

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

4.05 Prohibited Activities

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) 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.

ARTICLE V

BOARD OF DIRECTORS

5.01 Governance

Pass It On Inc. shall be governed by its board of directors.

5.02 Initial Directors

The initial directors of the corporation shall be Kimberly Boyd, Matthew Boyd, Chantal Farrell-Mullen.

ARTICLE VI

MEMBERSHIP

6.01 Membership

Pass It On Inc. shall have no members. The management of the affairs of the corporation shall be vested in a board of directors, as defined in the corporation's bylaws.

ARTICLE VII

AMENDMENTS

7.01 Amendments

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

ARTICLE VIII

ADDRESSES OF THE CORPORATION

8.01 Corporate Address

The physical address of the corporation is:

1553 Bluebird Lane, Lexington, KY 40503

The mailing address of the corporation is:

1553 Bluebird Lane. Lexington, KY 40503

ARTICLE IX

Appointment of registered agent

9.01 Registered Agent

The registered agent of the corporation shall be:

Kimberly Boyd 1553 Bluebird Lane, Lexington, KY 40503

ARTICLE X

INCORPORATORS

The incorporators of the corporation are as follow:

Kimberly Boyd 1553 Bluebird Lane, Lexington KY 40503

Matthew Boyd 1553 Bluebird Lane, Lexington KY 40503

Chantal Farrel-Mullen 105 Juniper Drive, Nicholasville KY 40356

Certificate of Adoption of Articles of Incorporation

We, the undersigned, do hereby certify that the above stated Articles of Incorporation of **Pass It On Inc.** were approved by the board of directors on **January 1st 2015** and constitute a complete copy of Articles of Incorporation of the **Pass It On Inc.**.

Kimberly Boyd 1553 Bluebird Lane, Lexington KY 40503



Matthew Boyd 1553 Bluebird Lane, Lexington KY 40503



Chantal Farrel-Mullen 105 Juniper Drive, Nicholasville KY 40356



Acknowledgment of consent to appointment as registered agent

I, **Kimberly Boyd**, agree to be the registered agent for **Pass It On Inc.** as appointed herein.

Registered Agent Kim Boyd

Date: 1/5/15