

# nonprofit\_articles

## **LuminAI Foundation — Articles of Incorporation (Draft for Filing)**

**Prepared:** December 11, 2025 **Jurisdiction:** New York State

This draft Articles of Incorporation is prepared for LuminAI Foundation (a candidate 501(c)(3) organization). Use with counsel; file with the New York Department of State, Division of Corporations.

**Article I — Name** The name of this corporation shall be “LuminAI Foundation” (the “Foundation”).

**Article II — Duration** The period of duration is perpetual unless dissolved in accordance with law and these Articles.

**Article III — Purpose** The Foundation is organized and operated exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Specifically, the Foundation shall pursue the following nonprofit purposes:

1. To eliminate structural abandonment of vulnerable persons in digital systems by pioneering and promoting the Theory of General Contextual Resonance (TGCR) and its corresponding Witness Protocol.
2. To establish Non-Abandonment as the core ethical principle in AI, mental health, and crisis-support architectures.
3. To conduct and disseminate open-source, mathematically rigorous research demonstrating systemic failure modes of keyword-only filtering in large language models (the “Keyword Fallacy”).
4. To develop, pilot, and deploy conscience-aware systems that provide continuous, context-aware support for mental health and co-occurring substance use crises.
5. To provide education and training to clinicians, crisis-intervention specialists, technologists, and policymakers on ethical AI deployment and prevention of iatrogenic harm.
6. To advocate for public policy that mandates context-aware, presence-based protocols in crisis-intervention AI systems.

No part of the Foundation's net earnings shall inure to the benefit of any private individual.

**Article IV — Powers** The Foundation shall have all powers granted to nonprofit corporations under New York law, including the power to:

- Conduct scientific research and publish findings;
- Own, manage, and license intellectual property;
- Accept gifts, grants, contributions, and bequests;
- Enter into contracts and agreements;
- Establish programs, subsidiaries, and partnerships;
- Employ staff and compensate contractors; and
- Do all acts necessary or appropriate to carry out the Foundation's exempt purposes.

**Article V — Principal Office and Registered Agent** The principal office of the Foundation shall be located at:

**542 Birchwood Square, Apt. 8 West Seneca, New York 14224 United States**

The registered agent for service of process shall be:

**Angelo Hurley**

**Address: 542 Birchwood Square, Apt. 8, West Seneca, New York 14224, United States**

**Article VI — Members** The Foundation shall have no members. Governance shall be by a Board of Directors as set forth in the Bylaws.

**Article VII — Board of Directors** The affairs of the Foundation shall be managed by a Board of Directors. The initial Board will consist of five (5) directors serving staggered terms (two 1-year, two 2-year, one 3-year). Subsequent directors shall serve three-year terms. The Bylaws will set notice, quorum, and voting rules.

**Article VIII — Dissolution** Upon dissolution, after payment of debts and obligations, all remaining assets shall be distributed to one or more organizations that are tax-exempt under Section 501(c)(3), or to federal, state, or local government for public purposes. No assets shall inure to private individuals.

**Article IX — Limitations on Activities** The Foundation shall not engage in activities inconsistent with Section 501(c)(3) of the Internal Revenue Code, including substantial lobbying or political campaigning. The Foundation shall not engage in activities that materially contradict the Non-Abandonment Imperative.

**Article X — Amendment** These Articles may be amended by a two-thirds (2/3) vote of the Board of Directors, subject to applicable law.

Incorporator:

Angelo Hurley

Address: 542 Birchwood Square, Apt. 8, West Seneca, New York 14224, United States

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Date: December 11, 2025

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Next steps: provide the principal office and registered-agent addresses and the initial Board member names so I can produce a filing-ready PDF and the NY online filing copy.