

Friends of Mercyhurst Rowing

A Pennsylvania Non-profit Corporation

FRIENDS OF
MERCYHURST ROWING



ARTICLES OF INCORPORATION

Pursuant to §5306 of the laws of Pennsylvania, the undersigned majority of whom are citizens of the United States, do hereby submit these Articles of Incorporation for the purpose of forming a non-profit corporation.

ARTICLE I
NAME

1.01 Name

The name of this corporation shall be *Friends of Mercyhurst Rowing*. The business of the corporation may be conducted as *Friends of Mercyhurst Rowing*.

ARTICLE II
DURATION

2.01 Duration

The period of duration of the corporation is perpetual.

ARTICLE III
EFFECTIVE DATE

3.01 Effective Date

The effective date of incorporation shall be upon filing by the Secretary of State.

ARTICLE IV
PURPOSE

4.01 Purpose

Friends of Mercyhurst Rowing 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, including, for previous purposes, the making of distributions to organizations that qualify as exempt organizations. *Friends of Mercyhurst Rowing's* purpose is to stimulate and foster interest in and success of Mercyhurst University's rowing team and the personal development of its athletes. Moreover, it aims to improve alumni relations by organizing events and market merchandise, and to building a careers network to help college graduates into the workplace.

4.02 Public Benefit

Friends of Mercyhurst Rowing is designated as a public benefit corporation.

ARTICLE V
NON-PROFIT NATURE

5.01 Non-profit Nature

Friends of Mercyhurst Rowing 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 *Friends of Mercyhurst Rowing* 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, corresponding section of any future federal tax code.

Friends of Mercyhurst Rowing 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.

5.02 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of *Friends of Mercyhurst Rowing* 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.

5.03 Dissolution

Upon termination or dissolution of *Friends of Mercyhurst Rowing*, 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 *Friends of Mercyhurst Rowing* hereunder shall be selected by the discretion of a majority of the managing body of *Friends of Mercyhurst Rowing* 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 *Friends of Mercyhurst* 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 within the State of Pennsylvania.

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 Pennsylvania to be added to the general fund.

5.04 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.

5.05 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, 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.

5.06 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, 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, corresponding section of any future federal tax code.

ARTICLE VI

BOARD OF DIRECTORS

6.01 Governance

Friends of Mercyhurst Rowing shall be governed by its board of directors.

6.02 Initial Directors

The initial directors of the corporation shall be Adrian Spracklen, Bernardo Ramirez, Grant Coultrup, Jonas Weller, Marcin Osajada, Miloš Veres, Nicholas Wnek, Patrick Salvatore, and Stephany Oemcke.

**ARTICLE VII
MEMBERSHIP**

7.01 Membership

The classes, rights, privileges, qualifications, and obligations of members of *Friends of Mercyhurst Rowing* are determined by the bylaws.

**ARTICLE VIII
AMENDMENTS**

8.01 Amendments

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

**ARTICLE IX
ADDRESSES OF THE CORPORATION**

9.01 Corporate Address

The physical address of the corporation is:

1031 E Palmer St
19125 Philadelphia, PA

The mailing address of the corporation is:

1031 E Palmer St
19125 Philadelphia, PA

**ARTICLE X
APPOINTMENT OF REGISTERED AGENT**

10.01 Registered Agent

The registered agent of the corporation shall be:

Nicholas Wnek
1031 E Palmer St
19125 Philadelphia, PA