

ARTICLES OF INCORPORATION OF RESOLVE LOS ANGELES, INC.

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, has this day voluntarily executed these Articles of Incorporation for the purpose of forming a nonprofit public benefit corporation under the laws of the state of California, and to that end, I do hereby certify:

ARTICLE I, NAME

1.01 Name

The name of this corporation shall be RESOLVE LOS ANGELES, INC. The business of the corporation may be conducted as RESOLVE LOS ANGELES or RESOLVE LA.

ARTICLE II, DURATION

2.01 Duration

The period of duration of this corporation shall be perpetual.

ARTICLE III, PURPOSE

3.01 Purpose

RESOLVE LOS ANGELES, INC. is a non-profit public benefit 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

Utilize and empower LA teens and young adults to raise money to ameliorate Los Angeles homelessness, poverty, environmental, and social injustice issues.

Our Purpose is to utilize a streetwear clothing brand to provide relief to the poor, ameliorate social injustice, and help Los Angeles-specific environmental issues while empowering youth for change.

RESOLVE LOS ANGELES, INC. will utilize our own streetwear clothing brand Resolve LA to create awareness of social injustice and environmental issues in Greater Los Angeles, provide funds to ameliorate these issues, and offer a platform for teens and young adults to make an impact by donating their time, energy, and ideas.

RESOLVE LOS ANGELES, INC. will achieve this purpose by promoting a streetwear brand that visually represents the issues. We will raise funds from the sale of the “ResolveLA” streetwear clothing, and we will also collect donations through outreach events and donation buttons on our website. Funds to purchase food and supplies for some initiatives such as giving food out at shelters, and provide money and donations to other nonprofits that specifically target our initiatives. For example if we are working to clean up the LA River, we may donate funds we raise to other established non-profits that have specific strategies in place. These non-profits will also be public benefit corporations registered in California and the funds will only be used to assist recipients in Greater Los Angeles.

Our clothing collections target specific initiatives that we call “pop-ups.” They address specific issues and visually represent them and give them a “face” so to speak. These allow us to focus on Los Angeles-specific projects in depth. These will be limited edition and have set start and end dates. Each “pop up” collection will have a specific “action plan” for how the funds will be

used. These will include our own initiatives where we help the causes directly with our volunteers on the ground, as well as initiatives where we hand off supplies etc. to the causes we are targeting.

They will focus on projects that provide food and supply aid to homeless shelters and food banks in specific parts of Los Angeles/demographics (i.e. homeless teens or families), environmental issues such as cleaning up the LA River, and other projects that align with our mission. The pop-up design will enable RESOLVE LOS ANGELES, INC. to provide funds on an immediacy of needs basis utilizing the creative ideas of our volunteers.

RESOLVE LOS ANGELES, INC. plans to offer three or more pop up collections/initiatives per year. To-date, the company has produced one pop-up: the “Fall/Winter Homeless Fund collection” which featured hoodies from which the sale profits were used for a specific action plan: purchasing food and supplies for a homeless shelter in Pasadena. We fulfilled this plan by donating supplies and food to Union Station Family Shelter. Plans for the next pop-up “Save the LA River Collection” are underway.

Our company is teen and young-adult run and will also serve the purpose of inspiring youth to advocate and enact change in the areas in which they live. The majority of our Directors (our Treasurer is an adult) and all of our current volunteers are in high school. Our program will promote social awareness of the issues in alignment with our mission statement through teen ambassadors, social media videos and messaging, and representation via pop up tents and tables at local events such as farmer’s markets. Our website www.resolvelosangeles.org will serve as a portal for outside volunteer opportunities and have a resources page offering contacts for other nonprofits that could utilize teen volunteers. Our nonprofit will be “by teens

(and young adults) for teens. It will raise awareness and encourage teen and young adult volunteerism.

Specific Purpose Statements:

The specific purpose of the Corporation shall include without limitation:

- Promote awareness and provide financial support to combat Greater Los Angeles issues including homelessness, food insecurity, social injustice, and environmental concerns through proceeds of a streetwear clothing brand “ResolveLA” and donations.
- Provide avenues for teens and young adults (aged 13-26 years) to make an impact by donating their time, energy, ideas and finances while setting an example for teens/young adults enacting change.
- Provide website and outreach platforms to collect donations

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.

We may provide internships or volunteer opportunities to teens and young adults (our target will be aged 13-24) which will provide opportunities for involvement in said activities and programs in order to have a greater impact for change.

3.02 Public Benefit

RESOLVE LOS ANGELES, INC. is designated as a public benefit corporation.

ARTICLE IV, NON-PROFIT NATURE

4.01 Non-Profit Nature

RESOLVE LOS ANGELES, 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 RESOLVE LOS ANGELES, 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 an 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. RESOLVE LOS ANGELES, 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 insure 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 RESOLVE LOS ANGELES, 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 RESOLVE LOS ANGELES, 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 RESOLVE LOS ANGELES, INC. hereunder shall be selected by the discretion of a majority of the managing body of RESOLVE LOS ANGELES, 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 RESOLVE LOS ANGELES, 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 California.

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 California 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 (I) 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

RESOLVE LOS ANGELES, INC. shall be governed by its board of directors.

5.02 Initial Directors

The initial directors of the corporation shall be: William Simpson, Jamie Janney, Kenneth Pounds

ARTICLE VI, MEMBERSHIP

6.01 Membership

RESOLVE LOS ANGELES, INC. Shall have no members. The management of the affairs of the corporation shall be vested in the 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 ($\frac{2}{3}$) of the board of directors.

ARTICLE VIII, ADDRESSES OF THE CORPORATION

8.01 Corporate Address

The physical address of the corporation is:

451 Rustic Drive

Los Angeles, CA 90065

The mailing address of the corporation is:

451 Rustic Drive

Los Angeles, CA 90065

ARTICLE IX, APPOINTMENT OF REGISTERED AGENT

9.01 Registered Agent

The registered agent of the corporation shall be:

Elliott Simpson

451 Rustic Drive, Los Angeles, CA 90065

ARTICLE X, INCORPORATOR

The incorporators of the corporation are as follow:

William Simpson, 451 Rustic Dr, Los Angeles, CA 90065

Certificate of Adoption of Articles of Incorporation

We, the undersigned, do hereby certify that the above stated Articles of Incorporation of RESOLVE LOS ANGELES, INC. were approved by the board of directors on March 7, 2022 and constitute a complete copy of Articles of Incorporation of RESOLVE LOS ANGELES, INC..

William Simpson, 451 Rustic Dr, Los Angeles, CA 90065

Kenneth Pounds, 1122 Armada Dr, Pasadena, CA 91103

Fares Abdelrazig, 817 Ocean View Ave, Monrovia, CA 91016

Acknowledgment of consent to appointment as registered agent

I, Elliott Simpson, agree to be the registered agent for RESOLVE LOS ANGELES, INC. as
appointed herein.

Registered Agent: _____

Date: _____