



A MATTER OF HOPE

A Maryland Non-Profit Corporation

ARTICLES OF INCORPORATION

ARTICLE I: NAME

1.01 Name

The name of this corporation shall be A Matter of Hope. The business of the corporation may be conducted as A Matter of Hope or Matter of Hope.

ARTICLE II: PURPOSE

2.01 Purpose

The Corporation is organized exclusively as a charitable and educational organization within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any corresponding provisions of any future United States Internal Revenue law or regulations thereunder, hereinafter collectively referred to as the Internal Revenue Code), for the following purposes:

- (a) to organize and execute events and fundraisers for the sole purpose of distributing proceeds to independent 501(c)(3)-qualifying organizations and individuals in the field of cholangiocarcinoma and/or rare cancer research, advocacy, and patient support; and
- (b) to engage in any other activities which are not inconsistent with Section 501(c)(3) of the Internal Revenue Code and applicable state law.

2.02 Non-Profit

A Matter of Hope is designated as a non-profit corporation.

ARTICLE III:
NON-PROFIT NATURE

3.01 Non-Profit Nature

A Matter of Hope 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 A Matter of Hope shall inure to the benefit of, or be distributable to its directors, non-voting affiliates, 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.

A Matter of Hope 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.

3.02 Charitable Solicitations

In order to carry out the purposes of the Corporation, the Corporation shall have the following powers:

- (a) to purchase, lease, receive by donation, acquire and operate real and personal property suitable or convenient for the purposes of the corporation;
- (b) to solicit, receive and accept donations of money or property or any interest in property from any other entity or persons;
- (c) to exercise any power, or engage in any function, incidental to accomplishing the nonprofit purposes of the Corporation provided or allowed by the General Laws of the State of Maryland, now or hereafter in force, to non-stock corporations, without limitation by the above description of specific powers.

3.03 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of A Matter of Hope 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.

3.04 Dissolution

Upon termination or dissolution of the A Matter of Hope, 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 A Matter of Hope hereunder shall be selected by the discretion of a majority of the managing body of the A Matter of Hope 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 A Matter of Hope 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 Maryland.

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 Maryland to be added to the general fund.

3.05 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 directors, non-voting affiliates 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.

3.06 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.

A Matter of Hope Articles of Incorporation

3.07 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 IV: BOARD OF DIRECTORS

4.01 Governance

A Matter of Hope shall be governed by its board of directors. The initial number of Directors of the Corporation shall be 3. The number of Directors may be increased or decreased in accordance with the Bylaws of the Corporation but shall never be less than three (3).

4.02 Initial Directors

The initial directors of the corporation shall be:

1. Christina Sgambato, President. 71 Lemay St. West Hartford, CT 06107
2. Denila Deliallisi, Treasurer. 515 S Rose St Baltimore, MD 21224
3. Allison Sullivan, Secretary. 7627 Bay St Pasadena, MD 21122

4.03 Provisions

The following provisions are hereby adopted to limit and regulate the powers of the corporation and the Board of Directors.

- (a) The corporation is not organized for pecuniary profit. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, non-voting affiliates, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments in furtherance of the purposes herein set forth;
- (b) The corporation shall be non-profit and non-stock, and shall have no power to declare dividends. The corporation shall be composed of the Board of Directors and Non-Voting Affiliates. Qualifications for these positions in the Corporation shall be defined in the Bylaws, but in no case shall these positions be restricted on the basis of race, sex, ethnic origin or religious or political persuasion.
- (c) The corporation shall conduct and direct its services and the use of its properties and facilities on the basis that the such services and uses are available regardless of race, sex, ethnic origin or religious or political persuasion.

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- (d) Except as provided in Sections 501(h) and 4911 of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue law) (hereafter the “Code”), no substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in nor intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions, the Corporation shall not carry on any activity not permitted to be carried on by a Corporation exempt from federal income tax under Section 501(c)(3) of the Code or by a Corporation, contributions to which are deductible under Section 170(c)(2), 2055(a)(2) and 2522(a)(23) of the Code.
- (e) The Corporation may indemnify any and all of its current and future directors, officers, employees and agents as provided in the Bylaws of the Corporation.

**ARTICLE V:
MEMBERSHIP**

5.01 Membership

A Matter of Hope 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 VI:
AMENDMENTS**

6.01 Amendments

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

**ARTICLE VII:
ADOPTION OF BYLAWS**

7.01 Corporate Bylaws

The Corporation shall adopt bylaws which shall provide for:

- (a) the number, qualification, election, classification, terms of office, powers and duties of the Board of Directors and for such committees as may be determined to be necessary or desirable,
- (b) the qualification, rights, duties, and meetings of the members of the Corporation and for the quorum at such meetings;
- (c) the selection of officers and their number, terms of office, rights, powers and duties; and
- (d) for other matters relating to governance of the Corporation.

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**ARTICLE VIII:
DURATION**

8.01 Duration

The duration and existence of the Corporation shall be perpetual.

**ARTICLE IX:
APPOINTMENT OF REGISTERED AGENT**

9.01 Registered Agent

The registered agent of the corporation shall be:

Denila Deliallisi
515 S Rose St Baltimore, MD 21224

**ARTICLE X:
INCORPORATOR**

10.01 Incorporator

The incorporators of the corporation are as follow:

Denila Deliallisi
515 S Rose St Baltimore, MD 21224

CERTIFICATE OF ADOPTION OF ARTICLES OF INCORPORATION

We, the undersigned, do hereby certify that the above stated Articles of Incorporation of A Matter of Hope were approved by the board of directors on April 15, 2021 and constitute a complete copy of Articles of Incorporation of the A Matter of Hope.

DocuSigned by:
Christina Sgambato
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Christina Sgambato,
President
71 Lemay St,
Hartford, CT

DocuSigned by:
Denila Deliallisi
AC6A7E43BA3B4B0...

Deni Deliallisi,
Treasurer
515 S Rose St.
Baltimore, MD 21224

DocuSigned by:
Allison Sullivan
D38C0731348F490...

Allison Sullivan,
Secretary
7627 Bay St
Pasadena, MD 21122

**ACKNOWLEDGMENT OF CONSENT
TO APPOINTMENT AS REGISTERED AGENT**

I, Denila Deliallisi, agree to be the registered agent for A Matter of Hope as appointed herein.

DocuSigned by:



Denila Deliallisi, Registered Agent

Date: 4/15/2021