

ARTICLES OF INCORPORATION
of
What's Next, Inc.
A Tax-Exempt Nonstock Corporation

FIRST: I, the undersigned, Beth Braun, whose post office address is 12 N. Collington Avenue, Baltimore, Maryland 21231, being at least eighteen years of age, do hereby declare myself as incorporator with the intention of forming a nonprofit, nonstock corporation under and by the virtue of the General Laws of the State of Maryland authorizing the formation of corporations.

SECOND: The name of the Corporation (hereinafter referred to as the Corporation) is What's Next, Inc.

THIRD: The purposes of the Corporation are exclusively charitable, religious, educational, scientific, and nonprofit as defined under 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) as follows:

- (A) To help members age in their community of choice.
- (B) To provide educational events, facilitate volunteer engagement, create an infrastructure of communication, and encourage responsible planning for end-of-life.
- (C) To conduct relationship-building events that strengthen trust in fellow community members.
- (D) To undertake other projects, programs, and activities not inconsistent with Section 501(c)(3) of the Internal Revenue Code and applicable state law, including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, as the need to do so presents itself in the opinion of the Board of Directors.

FOURTH: The post office address of the principal office of the Corporation is 27 S. Patterson Park Avenue, Baltimore, Maryland 21231.

FIFTH: The Resident Agent is Nancy Newman. The post office address of the Corporation's Resident Agent is 2107 E. Baltimore Street, Baltimore, Maryland 21231. Said Resident Agent is a citizen of the State of Maryland over eighteen years of age and actually resides therein.

SIXTH: In order to carry out the purposes, the Corporation shall have the follow powers within the stated limitations.

- (A) To solicit and accept, acquire by gift, donation, devise, grant, purchase, loan, or otherwise, any property suitable or convenient for the purposes of the Corporation;

- (B) To make contributions, loans, or grants which are consistent with the purpose of the Corporation;
- (C) To make agreements and contracts and incur liabilities;
- (D) To do all things necessary and desirable to carry on and accomplish the purposes for which the Corporation is organized, as the Directors of the Corporation may from time to time deem appropriate, and which are not inconsistent with powers conferred upon a nonstock corporation by the General Laws of the State of Maryland and the requirements of the Internal Revenue Code.

SEVENTH: The initial number of Directors of the Corporation shall be six (6), which number may be increased or decreased pursuant to the bylaws of the Corporation, but shall never be less than three (3). The names of the initial Directors, who shall act until the first annual meeting in 2019 or until their successors are chosen are: Kini Collins, Sue Colley, Nancy Newman, Jan Angevine, Nancy Supik, and Beth Braun.

EIGHTH: The Corporation is not organized for pecuniary profit. The Corporation shall have no capital stock and is not authorized to issue capital stock. The Corporation shall have no power to declare dividends. No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to any member, director, office, or other individuals, except that to make payments and distributions in furtherance of the purposes herein set forth.

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Except as provided in Section 501(h) and 4911 of the Internal Revenue 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 distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provisions, the Corporation shall not carry on any activities not permitted to be carried on:

- a. By a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code; or
- b. By a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, 2055(a)(2) and 2522(a)(2) of the Code.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of

the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

NINTH: The Corporation shall be composed of members. Qualifications for membership in the Corporation shall be defined in the bylaws, but in no case shall membership be restricted on the basis of race, sex, gender, sexual orientation, ethnic or national origin, religion, or political belief.

TENTH: The duration and existence of the Corporation shall be perpetual.

ELEVENTH: The Corporation shall indemnify any and all of its current or future directors, officers, employees, and agents acting on behalf of the Corporation as provided in the Bylaws of the Corporation.

TWELFTH: The Corporation has drafted bylaws which shall be adopted for the further governance of the Corporation.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledged the same to be my own at on the 11th day of March, 2018.

WITNESS:

Beth Braun
Incorporator

Consent of Resident Agent:

I, Nancy Newman, residing at 2107 E. Baltimore Street, Baltimore, Maryland 21231, do hereby consent to serve as Resident Agent for What's Next, Inc. I am over eighteen years of age and a resident of the State of Maryland.

Signature

Date

Filing party's return address:

Beth Braun
12 N. Collington Ave.
Baltimore, MD 21231