

**MILLHOUSE FOUNDATION
NON-PROFIT CORPORATION
ARTICLES OF INCORPORATION
Amended 12.30.19**

**ARTICLE I
NAME**

1.01 Name

The name of this corporation shall be MillHouse Foundation. The business of the corporation may be conducted as MillHouse Foundation.

**ARTICLE 11
DURATION**

2.01 Duration

The period of duration of the corporation is perpetual.

**ARTICLE III
PURPOSE**

3.01 Purpose

MillHouse Foundation is a non-profit corporation and shall be operated for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

MillHouse Foundation's purpose is to foster social impact through education, resources, and activities that support the shared interests and create new business opportunities for women.

MillHouse Foundation shall provide fellowships, internships, and/or volunteer opportunities to educate, enhance capabilities, and better equip women to create social impact projects and business concepts.

MillHouse Foundation may seek to collaborate with other non-profit organizations that fall under the 501(c)(3) section of the Internal Revenue Code and are operated exclusively for educational and charitable purposes.

3.02 Public Benefit

MillHouse Foundation is designated as a public benefit corporation.

ARTICLE IV NON-PROFIT NATURE

4.01 Non-profit Nature

MillHouse Foundation is a non-profit corporation and shall be operated for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, member, or private person, 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) or the corresponding section of any future Federal tax code; or (b) by a organization, 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.

MillHouse Foundation is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to the purposes of education and charity. No part of the assets, receipts, or net earnings of 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 the Articles.

4.02 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of MillHouse Foundation 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.

4.02 Dissolution

Upon termination or dissolution of the MillHouse Foundation, any assets lawfully available for distribution shall be distributed to one or more qualifying organizations described in Sections 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the MillHouse Foundation hereunder shall be selected in the discretion of a majority of the managing body of the corporation, 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 MillHouse Foundation, by one or more of its managing bodies which verified petitions shall contain such statements as reasonable 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 Texas.

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 the MillHouse Foundation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Texas 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) or Section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future Federal tax code; or (b) by a organization, 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

MillHouse Foundation shall be governed by its board of directors.

5.02 Initial Directors

Initial directors of the corporation shall be Elizabeth Beck, Christine Smith, and Aimee Woolverton.

ARTICLE VI
MEMBERSHIP

6.01 Membership

MillHouse Foundation 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 of the board of directors.

ARTICLE VIII
ADDRESSES OF THE CORPORATION

8.01 Corporate Address

The physical address of the corporation is:
610 Elm Street, Suite 1000
McKinney, Texas 75069

The mailing address of the corporation is:
610 Elm Street, Suite 1000
McKinney, Texas 75069

ARTICLE IX
APPOINTMENT OF REGISTERED AGENT

9.01 Registered Agent

The registered agent of the corporation shall be:
Elizabeth Stephens Beck
505 W. Lamar Street
McKinney, Texas 75069

ARTICLE X
INCORPORATORS

The incorporators of the corporation are as follows:

Elizabeth Stephens Beck
505 W. Lamar Street
McKinney, Texas 75069

Christine Smith-Atkins
5554 Emerson Ct
Fairview, Texas 75069

Aimee Woolverton
517 Castlewood Drive
McKinney, Texas 75071

Certificate of Adoption of Articles of Incorporation

We, the undersigned, do hereby certify that the above stated Articles of Incorporation of MillHouse Foundation were approved by the board of directors on February 21, 2019, and constitute a complete copy of Articles of Incorporation of the MillHouse Foundation.

Elizabeth Stephens Beck - signed 12.30.19 (hard copy on file)
505 W. Lamar Street
McKinney, Texas 75069

Christine Smith-Atkins - email
5554 Emerson Ct
Fairview, Texas 75069

Aimee Woolverton - 12.30.19 (hard copy on file)
517 Castlewood Drive
McKinney, Texas 75071

Acknowledgment of consent to appointment as registered agent

I, Elizabeth Stephens Beck, agree to be the registered agent for MillHouse Foundation as appointed herein.

Registered Agent: signed
Date: 12.30.19 (hard copy on file)