



# **Mind on Fire**

A Maryland Nonprofit Public Corporation

## Articles of Incorporation

### ARTICLE I

#### NAME

##### 1.1 Name

The name of this corporation shall be Mind on Fire.

### ARTICLE II

#### DURATION

##### 2.1 Duration

The period of duration of the corporation is perpetual.

## **ARTICLE III**

### **PURPOSE**

#### **3.1 Purpose**

Mind on Fire is a nonprofit corporation and shall be operated 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.

Founded in Baltimore City in 2016, Mind on Fire's purpose is to promote culture and musical education and improve the quality of life in the community. Our mission statement: Mind on Fire is an organization devoted to the currency of contemporary art, performing music of creative virtuosity, and strengthening the bond between musician and audience.

At times, per the discretion of the board of directors, we may provide internships or volunteer opportunities which will provide opportunities for involvement in said activities and programs in order to have a greater impact for change.

#### **3.2 Public Benefit**

Mind on Fire is designated as a public benefit corporation.

## **ARTICLE IV**

### **NONPROFIT NATURE**

#### **4.1 Nonprofit Nature**

Mind on Fire is organized exclusively for musical, educational, cultural, communal, charitable, and scientific 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 Mind on Fire 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.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

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.

Mind on Fire 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 directors, 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.

#### 4.2 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of Mind on Fire 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.

#### 4.3 Dissolution

Upon termination or dissolution of the Mind on Fire, 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 Mind on Fire hereunder shall be selected by the discretion of a majority of the managing body of Mind on Fire 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 Mind on Fire 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.

#### 4.4 Prohibited Distributions

No part of the net earnings, properties of the directors 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.

#### 4.5 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.

#### 4.6 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 V**

### **BOARD OF DIRECTORS**

#### **5.1 Governance**

Mind on Fire shall be governed by its board of directors.

#### **5.2 Initial Directors**

The initial directors of the corporation shall be:

President/Director - James Young

Vice President - Francisca Wright

Secretary - Zoe Fried

Treasurer - Jeremy Lyons

Board - Jason Charney

Director - Stephanie Ray

Director - Eric D'Alessandro

## **ARTICLE VI**

### **MEMBERSHIP**

#### **6.1 Membership**

Mind on Fire 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 VII**

### **AMENDMENTS**

#### **7.1 Amendments**

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

## **ARTICLE VIII**

### **ADDRESSES OF THE CORPORATION**

#### **8.1 Corporate Address**

The physical and mailing address of the corporation is:

Mind on Fire  
% Jeremy Lyons  
600 Jasper St.  
Baltimore, MD 21201

## **ARTICLE IX**

### **APPOINTMENT OF REGISTERED AGENT**

The registered agent of the corporation shall be:

James Young  
1107 Roland Heights Ave  
Baltimore, MD 21211

## **ARTICLE X**

### **INCORPORATOR**

The incorporators of the corporation are as follow:

James Young  
1107 Roland Heights Ave  
Baltimore, MD 21211

Stephanie Ray  
1701 Park Ave  
Apt 2  
Baltimore, MD 21217

Eric D'Alessandro  
1005 N Charles St  
Apt 3D  
Baltimore MD 21201