

ARTICLES OF INCORPORATION

ARTICLE I

NAME

1.01 Name

The name of this corporation shall be Reroot STEM, Inc. The business of incorporation may be conducted as Reroot STEM or Reroot STEM, Inc.

ARTICLE II

DURATION

2.01 Duration

The period of duration of the corporation is perpetual.

ARTICLE III

PURPOSE

3.01 Purpose

Reroot STEM is a non-profit organization and shall be operated exclusively for charitable, educational, and scientific 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.

The purpose of Reroot STEM is to encourage the pursuit of Science, Technology, Engineering, and Math, collectively termed STEM fields. We place particular emphasis on the encouragement of girls and other under-represented groups in STEM fields.

We provide free virtual workshops/programs and educational material/content that encourage the pursuit of STEM through our website, rerootstem.org. We foster a safe community for our workshop participants (students interested in STEM) to share their questions and mentors (professionals in STEM fields) to share their experiences/advice about STEM

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careers/trajectories. We also utilize social media channels to provide facts, statistics, and other related data, and other educational material/content related to STEM education.

Our programs include sending out ambassadors to raise social consciousness about the importance of STEM education and encouragement in STEM, and to hold fundraising events in order to provide support for the development of new educational material/content to be made available for free through rerootstem.org, maintain our website, and fund other outreach efforts.

To maximize our impact on current efforts, we 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 charitable, educational, and scientific purposes.

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

3.02 Public Charity

Reroot STEM is designated as a public charity corporation.

ARTICLE IV

NON-PROFIT NATURE

4.01 Non-profit Nature

Reroot STEM 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 Reroot STEM 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 provisions 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

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section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Reroot STEM 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.

4.02 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of Reroot STEM 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 and dissolution of Reroot STEM, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code of 1986 (or described in any corresponding provision of any success 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 Reroot STEM hereunder shall be selected in the discretion of a majority of the managing body of Reroot STEM, 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 Reroot STEM 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 Massachusetts.

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 Reroot STEM, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Massachusetts to be added to the general fund.

4.04 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

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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.

4.05 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.

4.06 Prohibited Activities

Notwithstanding other provisions 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

5.01 Governance

Reroot STEM shall be governed by its board of directors.

5.02 Initial Directors

The initial directors of the corporation shall be Michelle M. Li, Christeline Velazquez-Roso, Mitchell D. Hwang, and Moniher Deb.

ARTICLE VI

MEMBERSHIP

6.01 Membership

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Reroot STEM shall have members. The management of the affairs of the corporation shall be vested in a board of directors and with input from members through voting 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 a majority of the board of directors.

ARTICLE VIII

ADDRESSES OF THE CORPORATION

8.01 Corporate Address

The physical and mailing address of the corporation is:

169 Monsignor O'Brien Highway 303
Cambridge, MA 02141

ARTICLE IX

APPOINTMENT OF REGISTERED AGENT

9.01 Registered Agent

The registered agent of the corporation shall be:

Mitchell D. Hwang
169 Monsignor O'Brien Highway 303
Cambridge, MA 02141

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ARTICLE X
INCORPORATOR

The incorporator of the corporation is as follow:

Mitchell D. Hwang
169 Monsignor O'Brien Highway 303
Cambridge, MA 02141

Certificate of Adoption of Articles of Incorporation

We, the undersigned, do hereby certify that the above stated Articles of Incorporation of Reroot STEM were approved by the board of directors on December 21, 2023 and constitute a complete copy of Articles of Incorporation of Reroot STEM.

DocuSigned by:
Michelle M. Li
1BA8E587B5F14D7...
Michelle M. Li

DocuSigned by:
Christeline Velazquez-Rosa
A9C53D63F1084C6...
Christeline Velazquez-Rosa

DocuSigned by:
Mitchell Hwang
A407CDC86E734F2...
Mitchell D. Hwang

DocuSigned by:
Moniher Deb
701C97C07E0C415...
Moniher Deb

Acknowledgement of consent to appointment as registered agent

I, Mitchell D. Hwang, agree to be the registered agent for Reroot STEM as appointed herein.

DocuSigned by:
Mitchell Hwang
A407CDC86E734F2...
Registered Agent: Mitchell D. Hwang
Date: December 21, 2023