


PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS

<p>M. BURR KEIM COMPANY Electronic Return info@mburrkeim.com</p>	<p>Articles of Incorporation - Nonprofit DSCB:15-5306/7102  TCO180810JD0085</p>
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Read all instructions prior to completing. This form may be submitted online at <https://www.corporations.pa.gov/>.

Fee: \$125 I qualify for a veteran/reservist-owned small business fee exemption (see instructions)
Check one: Domestic Nonprofit Corporation (§ 5306) Nonprofit Cooperative Corporation (§ 7102)

In compliance with the requirements of the applicable provisions (relating to articles of incorporation or cooperative corporations generally), the undersigned, desiring to incorporate a nonprofit/nonprofit cooperative corporation, hereby state(s) that:

1. The name of the corporation is:
SAFEHOUSE

2. Complete part (a) or (b) – not both:

(a) The address of this corporation's current registered office in this Commonwealth is:
(post office box alone is not acceptable)

SEE EXHIBIT A (ATTACHED HERETO).

Number and Street	City	State	Zip	County

(b) The name of this corporation's commercial registered office provider and the county of venue is:

c/o:

Name of Commercial Registered Office Provider	County

3. The corporation is incorporated under the Nonprofit Corporation Law of 1988 for the following purpose or purposes.
SEE EXHIBIT A (ATTACHED HERETO).

4. The corporation does not contemplate pecuniary gain or profit, incidental or otherwise.

5. Check and complete one: The corporation is organized on a nonstock basis.
 The corporation is organized on a stock share basis and the aggregate number of shares authorized is _____.

6. For unincorporated association incorporating as a nonprofit corporation only. Check if applicable:
_____ The incorporators constitute a majority of the members of the committee authorized to incorporate such association by the requisite vote required by the organic law of the association for the amendment of such organic law.

7. For Nonprofit Corporation Only:
Check one: X The corporation shall have no members.
_____ The corporation shall have members.

8. For Nonprofit Cooperative Corporation Only:
Check and complete one:
_____ The corporation is a cooperative corporation and the common bond of membership among its members is: _____
_____ The corporation is a cooperative corporation and the common bond of membership among its shareholders is: _____

9. The name(s) and address(es) of each incorporator(s) is (are) (all incorporators must sign below):
Name(s) Address(es)
EDWARD G. RENDELL C/O AIDS LAW PROJECT OF PENNSYLVANIA
1211 CHESTNUT STREET, SUITE 600, PHILADELPHIA, PA 19107

10. The specified effective date, if any, is:
_____ month _____ day _____ year _____ hour, if any

11. Additional provisions of the articles, if any, attach an 8 1/2 x 11 sheet.

IN TESTIMONY WHEREOF, the incorporator(s) has/have signed these Articles of Incorporation this
 6th day of AUGUST , 2018
 Edward G Rendell

Signature

Signature

Signature

EXHIBIT A

ARTICLES OF INCORPORATION

of

SAFEHOUSE

In compliance with the requirements of the applicable provisions (relating to Articles of Incorporation generally), the undersigned, desiring to incorporate a nonprofit corporation, hereby states that:

ARTICLE I. The name of the corporation is SAFEHOUSE (the "Corporation").

ARTICLE II. The address of the Corporation's registered office in this Commonwealth is:

c/o AIDS Law Project of Pennsylvania
1211 Chestnut Street, Suite 600
Philadelphia, PA 19107, Philadelphia County

ARTICLE III. The Corporation is incorporated under Chapter 53 of the Pennsylvania Nonprofit Corporation Law of 1988 (the "Act"), as amended.

ARTICLE IV. The Corporation is a nonprofit organization organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), specifically for the purposes of reducing the harms associated with drug use by providing a range of public health and social services. The Corporation shall at all times be operated exclusively for charitable purposes and may take any and all actions necessary, proper, advisable, or convenient for the accomplishment of these purposes consistent with the limitations set forth in this Article IV and the provisions of Articles XI and XII below. In furtherance of the foregoing, the Corporation shall have the power to do any acts and carry on any business and affairs that are not prohibited by the Act, as amended, by the Code, or by any other law.

ARTICLE V. The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise.

ARTICLE VI. The Corporation is organized on a non-stock basis.

ARTICLE VII. The Corporation shall not have a member or members.

ARTICLE VIII. The name and address of the incorporator is:

EDWARD G. RENDELL
c/o AIDS Law Project of Pennsylvania
1211 Chestnut Street, Suite 600
Philadelphia, PA 19107, Philadelphia County

ARTICLE IX. The term for which the Corporation is to exist is perpetual.

ARTICLE X. These Articles of Incorporation ("Articles") shall be effective upon filing.

ARTICLE XI. Notwithstanding any other provision of these Articles, the powers and activities of the Corporation shall be subject to the following restrictions and limitations:

- a. The Corporation shall not carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(a) of the Code and described in Section 501(c)(3) of the Code, or by an organization described under Section 170(c)(2) of the Code, contributions to which are deductible under Sections 170(a), 2055(a)(2), and 2522(a)(2) of the Code, nor shall the Corporation engage in any year in which it may be a "private foundation," as defined in Section 509 of the Code, in any act prohibited by Section 4941(d) or 4943(c) of the Code, or do any act, or fail to do any acts, that will result in the imposition of tax on the Corporation under Sections 4942, 4944, or 4945 of the Code, specifically:
 1. The Corporation will distribute its income for each tax year at a time and in a manner as to not become subject to the tax on undistributed income imposed by section 4942 of the Code, or the corresponding section of any future tax code, or, as a private operating foundation, will make qualifying distributions directly for the active conduct of activities constituting its charitable and educational purposes in accordance with section 4942(j)(3) of the Code, or the corresponding section of any future tax code;
 2. The Corporation will not engage in any act of self dealing as defined in section 4941(d) of the Code, or the corresponding section of any future federal tax code;
 3. The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Code, or the corresponding section of any future federal tax code;
 4. The Corporation will not make any investments that would jeopardize the carrying out of any of its exempt purposes so as to subject it to tax under section 4944 of the Code, or the corresponding section of any future federal tax code; and
 5. The Corporation will not make any taxable expenditures as defined in section 4945 of the Code, or the corresponding section of any future federal tax code.
- b. The Corporation is not authorized, and no amendment, alteration, change, or repeal of any provisions of the Articles shall authorize the Corporation or its directors or officers, to conduct the affairs of the Corporation in any manner or for any purpose that would cause the Corporation to lose its tax-exempt status under the provisions of the Code.
- c. No part of the net earnings of this Corporation shall ever inure to the benefit of, or be distributable to, any of its directors or officers or any other private person, except that reasonable compensation may be paid for services rendered to or for the Corporation in carrying out its purposes.
- d. Except as authorized by Section 501(h) of the Code and a proper election filed thereunder, no substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign on behalf of (or in opposition to) any

candidate for public office (i.e., federal, state, or local), whether by the publication or distribution of statements or otherwise.

ARTICLE XII. In the event of the liquidation, dissolution, or winding up of this Corporation, the assets or property of the Corporation shall be distributed by the Board of Directors to one or more organizations that are organized and operated for the purposes aligned with the Corporation and exclusively for exempt purposes within the meaning of Section 501(c)(3) of the Code, or any successor provisions thereto, and in accordance with the Act, as amended. Any assets not so distributed shall be distributed by the Court of Common Pleas of Philadelphia exclusively for such purposes, and in accordance with the Act, as amended. No director or officer of the Corporation or any other private person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.