

CERTIFICATE OF INCORPORATION

OF

**Local Independent Online News Publishers, Inc.**

The undersigned does hereby make and acknowledge this Certificate of Incorporation for the purpose of forming a nonprofit nonstock corporation pursuant to Section 102 of the General Corporation Law of the State of Delaware.

**Section 1. Name.** The name of the Corporation is Local Independent Online News Publishers, Inc. (the “Corporation”).

**Section 2. Registered Office and Agent.** The address of the Corporation’s registered office in the State of Delaware is Corporation Service Company, which is located at 251 Little Falls Drive, Wilmington, County of New Castle, Delaware 19808. The name of the Corporation’s registered agent at such address is Corporation Service Company.

**Section 3. Purposes.** (a) The Corporation is a nonprofit nonstock corporation, and it is organized and shall be operated exclusively for any charitable purposes within the meaning of section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent tax laws (the “Code”).

(b) In furtherance of its purposes, the Corporation shall provide teaching, resources and community to independent news entrepreneurs as they build and develop sustainable businesses.

(c) Notwithstanding any other provision of this Certificate of Incorporation to the contrary, the Corporation is organized to function exclusively as an organization described in section 501(c)(3) of the Code, contributions to which are deductible for U.S. federal income tax purposes.

**Section 4. Stock and Membership.** The Corporation shall not have authority to issue any capital stock. The conditions of membership in the Corporation, or other criteria for identifying members, if any, shall be as provided in the Bylaws.

**Section 5. Board of Directors.** Except as otherwise provided by law, or in any Bylaws of the Corporation, all the affairs of the Corporation shall be managed and all the powers of the Corporation shall be exercised by the Board of Directors. The number of directors and the manner of their election shall be as provided in the Bylaws.

**Section 6. Incorporator.** The name and mailing address of the incorporator are as follows:

<u>Name</u>	<u>Address</u>
Tracie Powell	3247 Blackstone Run Lawrenceville, GA, 30043

**Section 7. Restrictions and Limitations.** (a) The Corporation shall not have or exercise any power or authority either expressly, by interpretation or by operation of law, nor shall it directly or indirectly engage in any activity, that would prevent it from qualifying (and continuing to qualify) as an organization described in section 501(c)(3) of the Code, contributions to which are deductible for U.S. federal income tax purposes.

(b) The Corporation shall not be conducted or operated for profit, and no part of the net earnings or assets of the Corporation shall inure to the benefit of, or be distributable to, any of its incorporator, directors, officers or other private shareholders or individuals, 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 Section 3 hereof.

(c) No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation; nor shall it in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

(d) Neither the whole, nor any part or portion, of the net earnings or assets of the Corporation shall be used, nor shall the Corporation ever be organized or operated, for purposes other than those stated in Section 3 hereof.

(e) Notwithstanding anything contained herein to the contrary, if the Corporation shall during any period be treated as a private foundation as defined in section 509(a) of the Code, the Corporation shall during any such period: (1) distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Code; (2) not engage in an act of self-dealing as defined in section 4941(d) of the Code; (3) not retain any excess business holdings as defined in section 4943(c) of the Code; (4) not make any investments in such manner as to subject it to tax under section 4944 of the Code; and (5) not make any taxable expenditures as defined in section 4945(d) of the Code.

**Section 8. Indemnification; Limitation of Liability of Directors.** (a) To the fullest extent permitted by the General Corporation Law of the State of Delaware, as the same now exists or may hereafter be amended, the Corporation may indemnify any and all persons whom it shall have power to indemnify from and against any and all expenses, liabilities or other matters, all as more fully provided in the Bylaws.

(b) To the fullest extent permitted by the General Corporation Law of the State of Delaware, as the same now exists or may hereafter be amended, a director of the Corporation shall not be liable to the Corporation for monetary damages for breach of fiduciary duty as a director.

**Section 9. Amendments.** The Board of Directors has the right to amend, alter, change or repeal any provision contained in this Certificate or in the Bylaws of the Corporation in the manner now or hereafter provided by law, and all rights conferred herein on directors are subject to this reserved power; provided, that any such amendment, alteration, change or repeal shall be consistent with the requirements of section 501(c)(3) of the Code; and provided, further, that any amendment, alteration, change or repeal which reduces or limits the exculpation or indemnification of the persons referred to herein, or which adversely affects (from the point of view of the director) any limitation on the personal liability of a director, shall apply prospectively only and shall not be given retroactive effect.

**Section 10. Dissolution or Liquidation.** Upon dissolution of the Corporation, or the liquidation of its assets, the Board of Directors shall, after paying or making provision for the payment of all debts and obligations of the Corporation, distribute all remaining assets exclusively for one or more exempt purposes, within the meaning of section 501(c)(3) of the Code, to an organization exempt from federal income tax as an organization described in section 501(c)(3) of the Code, or to the federal government, or a state or local government, for a public purpose. Any such assets not so disposed, 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 exempt purposes or to an organization or organizations, as said court shall determine, which are organized and operated exclusively for such exempt purposes, provided always that none of the assets of the Corporation shall be distributed to or for the benefit of any director or officer of the Corporation, or any other private individual.

I, the undersigned incorporator hereinbefore named, for the purpose of forming a nonprofit nonstock corporation pursuant to the General Corporation Law of the State of Delaware, do hereby make, file and record this Certificate of Incorporation, hereby declaring and certifying that the facts stated herein are true, and accordingly have hereunto set my hand on this 19th day of November, 2021.

*Tracie Powell*

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Tracie Powell  
Incorporator

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<b>TITLE</b>	Certificate of Incorporation
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## Document History



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Sent for signature to Tracie Powell  
(tracie.powell@gmail.com) from lisahunter@lionpublishers.com  
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VIEWED

**11 / 19 / 2021**

22:53:51 UTC

Viewed by Tracie Powell (tracie.powell@gmail.com)  
IP: 99.161.88.119



SIGNED

**11 / 19 / 2021**

22:54:15 UTC

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IP: 99.161.88.119



COMPLETED

**11 / 19 / 2021**

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