

# ***MITO CAMP - Articles of Incorporation***

The undersigned incorporator, in order to form a corporate entity under TEXAS Statutes, adopt(s) the following articles of incorporation.

## **ARTICLE I NAME/REGISTERED OFFICE**

The name of this corporation shall be: MITO CAMP. The corporation's registered office is located at: 2522 Kingston Street, Houston TX 77019-6606, USA.

## **ARTICLE II PURPOSE**

This corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that also qualify as Section 501(c)(3) exempt organizations. To this end, the corporation shall raise funds and solicit donations for the purpose of organizing and providing the necessary fees and support to send children and adults with Mitochondrial Disease to camp.

Every 30 minutes a child is diagnosed with a Mitochondrial Disease. At this time, there are no known cures for Mitochondrial Diseases. Due to the devastating effects of Mitochondrial Disease on key body parts such as the brain, muscles, heart, and lungs, many of these children will not survive their teenage years; those that do only survive a few years into adulthood.

Adults diagnosed with Mito have the same symptoms as children but the onset is usually faster, more severe and a short lifespan. Many diseases of aging, such as Parkinson's and Alzheimer, have been found to have defects of Mitochondrial function. As this is an inherited condition, it can be devastating to entire families and in many cases terminal.

Mito Camp is for children with Mito, their families as well as adults with Mito and their caretakers.

For most of the campers this is the first time and possibly the only opportunity to experience those few joys that normal people enjoy. It is also the chance for those who have never talked to other Mito patients to share and learn how others are coping with this devastating genetic disease that has no cure. The camp will be held at a special purpose camp in Burton Texas, a Section 501(c)(3) exempt organization. This barrier free facility was specifically built and is operated to cater to those with disabilities.

There are no fees for a camper, caretaker, children and family members to attend the Mito Camp.

All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, will be used to provide the necessary fees and support to send individuals to camp.

## **ARTICLE III LIMITATIONS**

At all times the following shall operate as conditions restricting the operations and activities of the corporation:

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1. No part of the net earnings of the corporation shall inure to any member of the corporation not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code, as now enacted or hereafter amended, nor to any Director or officer of the corporation, nor to any other private persons, excepting solely such reasonable compensation that the corporation shall pay for services actually rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation;
2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office; and
3. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as now enacted or hereafter amended.
4. The corporation shall not lend any of its assets to any officer or director of this corporation [unless such loan program is regularly conducted as part of the activities of the organization and the qualification of the individual to participate in same is determined by a panel comprised solely of non-Board members!!], or guarantee to any person the payment of a loan by an officer or director of this corporation.

### **ARTICLE IV DIRECTORS/MEMBERS**

The corporation shall have no voting members. The management and affairs of the corporation shall be at all times under the direction of a Board of Directors, whose operations in governing the corporation shall be defined by statute. No Director shall have any right, title, or interest in or to any property of the corporation.

The corporation's first Board of Directors shall be comprised of the following natural persons:

Melody Braun-Wilds – President & Camp Director; 2522 Kingston St, Houston TX 77019

Charles Wilds – Secretary & Treasurer; 2522 Kinston St, Houston TX 77019

Kimie Bayliss – Camp Co-Director; 7490 Brompton St #232, Houston TX 77025

### **ARTICLE V DEBT OBLIGATIONS AND PERSONAL LIABILITY**

No member, officer or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers or Directors be subject to the payment of the debts or obligations of this corporation.

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## **ARTICLE VI DISSOLUTION**

Upon the time of dissolution of the corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of 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 purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE VII INCORPORATOR**

The incorporator of this corporation is:

Melody Braun-Wilds – President & Camp Director; 2522 Kingston St, Houston TX 77019

In witness whereof, the undersigned Incorporator has executed these Articles of Incorporation on the date below. The undersigned incorporator hereby declares, under penalty of perjury, that the statements made in the forgoing Articles of Incorporation are true, and the incorporator is at least eighteen years of age.

Melody Braun-Wilds    12/17/10    signature date