

**Application for Recognition of Exemption  
 Under Section 501(c)(3) of the Internal Revenue Code**

▶ **Do not enter social security numbers on this form as it may be made public.**  
 ▶ **Go to [www.irs.gov/Form1023](http://www.irs.gov/Form1023) for instructions and the latest information.**

Use the instructions to complete this application and for a definition of all **bold** items. For additional help, call IRS Exempt Organizations Customer Account Services toll-free at 1-877-829-5500. Visit our website at [www.irs.gov](http://www.irs.gov) for forms and publications. If the required information and documents are not submitted with payment of the appropriate user fee, the application may be returned to you.

Attach additional sheets to this application if you need more space to answer fully. Put your name and EIN on each sheet and identify each answer by Part and line number. Complete Parts I – XI of Form 1023 and submit only those Schedules (A through H) that apply to you.

**Part I Identification of Applicant**

<b>1</b> Full name of organization (exactly as it appears in your <b>organizing document</b> ) The OO Project, Inc.		<b>2</b> c/o Name (if applicable)	
<b>3</b> <b>Mailing address</b> (Number and street) (see instructions) 6010 Broad Branch Road, NW		Room/Suite	<b>4</b> Employer Identification Number (EIN) 84-3451269
City or town, state or country, and ZIP + 4 Washington, DC 20015		<b>5</b> Month the annual accounting period ends (01 – 12) 6	
<b>6</b> Primary contact (officer, director, trustee, or <b>authorized representative</b> ) a Name: Lars Etzkorn		202.232.2112 b Phone: c Fax: (optional)	
<b>7</b> Are you represented by an authorized representative, such as an attorney or accountant? If "Yes," provide the authorized representative's name, and the name and address of the authorized representative's firm. Include a completed Form 2848, <i>Power of Attorney and Declaration of Representative</i> , with your application if you would like us to communicate with your representative. Lars Etzkorn, Lars Etzkorn Law PLLC, 1848 Kalorama Road, NW, Washington, DC 20009		<input checked="" type="checkbox"/> <b>Yes</b> <input type="checkbox"/> <b>No</b>	
<b>8</b> Was a person who is not one of your officers, directors, trustees, employees, or an authorized representative listed in line 7, paid, or promised payment, to help plan, manage, or advise you about the structure or activities of your organization, or about your financial or tax matters? If "Yes," provide the person's name, the name and address of the person's firm, the amounts paid or promised to be paid, and describe that person's role.		<input type="checkbox"/> <b>Yes</b> <input checked="" type="checkbox"/> <b>No</b>	
<b>9a</b> Organization's website: none			
<b>b</b> Organization's email: (optional)			
<b>10</b> Certain organizations are not required to file an information return (Form 990 or Form 990-EZ). If you are granted tax-exemption, are you claiming to be excused from filing Form 990 or Form 990-EZ? If "Yes," explain. See the instructions for a description of organizations not required to file Form 990 or Form 990-EZ.		<input type="checkbox"/> <b>Yes</b> <input checked="" type="checkbox"/> <b>No</b>	
<b>11</b> Date incorporated if a corporation, or formed, if other than a corporation. (MM/DD/YYYY)		10 / 17 / 2019	
<b>12</b> Were you formed under the laws of a <b>foreign country</b> ? If "Yes," state the country.		<input type="checkbox"/> <b>Yes</b> <input checked="" type="checkbox"/> <b>No</b>	

**Part II Organizational Structure**

You must be a corporation (including a limited liability company), an unincorporated association, or a trust to be tax exempt. See instructions. **DO NOT file this form unless you can check "Yes" on lines 1, 2, 3, or 4.**

- 1 Are you a **corporation**? If "Yes," attach a copy of your articles of incorporation showing **certification of filing** with the appropriate state agency. Include copies of any amendments to your articles and be sure they also show state filing certification.  **Yes**  **No**
- 2 Are you a **limited liability company (LLC)**? If "Yes," attach a copy of your articles of organization showing certification of filing with the appropriate state agency. Also, if you adopted an operating agreement, attach a copy. Include copies of any amendments to your articles and be sure they show state filing certification. Refer to the instructions for circumstances when an LLC should not file its own exemption application.  **Yes**  **No**
- 3 Are you an **unincorporated association**? If "Yes," attach a copy of your articles of association, constitution, or other similar organizing document that is dated and includes at least two signatures. Include signed and dated copies of any amendments.  **Yes**  **No**
- 4a Are you a **trust**? If "Yes," attach a signed and dated copy of your trust agreement. Include signed and dated copies of any amendments.  **Yes**  **No**
- b Have you been funded? If "No," explain how you are formed without anything of value placed in trust.  **Yes**  **No**
- 5 Have you adopted **bylaws**? If "Yes," attach a current copy showing date of adoption. If "No," explain how your officers, directors, or trustees are selected.  **Yes**  **No**

**Part III Required Provisions in Your Organizing Document**

The following questions are designed to ensure that when you file this application, your organizing document contains the required provisions to meet the organizational test under section 501(c)(3). Unless you can check the boxes in both lines 1 and 2, your organizing document does not meet the organizational test. **DO NOT file this application until you have amended your organizing document.** Submit your original and amended organizing documents (showing state filing certification if you are a corporation or an LLC) with your application.

- 1 Section 501(c)(3) requires that your organizing document state your exempt purpose(s), such as charitable, religious, educational, and/or scientific purposes. Check the box to confirm that your organizing document meets this requirement. Describe specifically where your organizing document meets this requirement, such as a reference to a particular article or section in your organizing document. Refer to the instructions for exempt purpose language.   
Location of Purpose Clause (Page, Article, and Paragraph): **Page 1, Article II**
- 2a Section 501(c)(3) requires that upon dissolution of your organization, your remaining assets must be used exclusively for exempt purposes, such as charitable, religious, educational, and/or scientific purposes. Check the box on line 2a to confirm that your organizing document meets this requirement by express provision for the distribution of assets upon dissolution. If you rely on state law for your dissolution provision, do not check the box on line 2a and go to line 2c.
- b If you checked the box on line 2a, specify the location of your dissolution clause (Page, Article, and Paragraph). Do not complete line 2c if you checked box 2a. **Page 3, Article XI**
- c See the instructions for information about the operation of state law in your particular state. Check this box if you rely on operation of state law for your dissolution provision and indicate the state:

**Part IV Narrative Description of Your Activities**

Using an attachment, describe your *past*, *present*, and *planned* activities in a narrative. If you believe that you have already provided some of this information in response to other parts of this application, you may summarize that information here and refer to the specific parts of the application for supporting details. You may also attach representative copies of newsletters, brochures, or similar documents for supporting details to this narrative. Remember that if this application is approved, it will be open for public inspection. Therefore, your narrative description of activities should be thorough and accurate. Refer to the instructions for information that must be included in your description.

**Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors**

- 1a List the names, titles, and mailing addresses of all of your officers, directors, and trustees. For each person listed, state their total annual **compensation**, or proposed compensation, for all services to the organization, whether as an officer, employee, or other position. Use actual figures, if available. Enter "none" if no compensation is or will be paid. If additional space is needed, attach a separate sheet. Refer to the instructions for information on what to include as compensation.

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
None			

**Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)**

**b** List the names, titles, and mailing addresses of each of your five highest compensated employees who receive or will receive compensation of more than \$50,000 per year. Use the actual figure, if available. Refer to the instructions for information on what to include as compensation. Do not include officers, directors, or trustees listed in line 1a.

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
None			

**c** List the names, names of businesses, and mailing addresses of your five highest compensated independent contractors that receive or will receive compensation of more than \$50,000 per year. Use the actual figure, if available. Refer to the instructions for information on what to include as compensation.

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
None			

The following "Yes" or "No" questions relate to *past, present, or planned* relationships, transactions, or agreements with your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in lines 1a, 1b, and 1c.

- 2a** Are any of your officers, directors, or trustees **related** to each other through **family** or **business relationships**? If "Yes," identify the individuals and explain the relationship.  Yes  No
  - b** Do you have a business relationship with any of your officers, directors, or trustees other than through their position as an officer, director, or trustee? If "Yes," identify the individuals and describe the business relationship with each of your officers, directors, or trustees.  Yes  No
  - c** Are any of your officers, directors, or trustees related to your highest compensated employees or highest compensated independent contractors listed on lines 1b or 1c through family or business relationships? If "Yes," identify the individuals and explain the relationship.  Yes  No
- 
- 3a** For each of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, or 1c, attach a list showing their name, qualifications, average hours worked, and duties.
- b** Do any of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, or 1c receive compensation from any other organizations, whether tax exempt or taxable, that are related to you through **common control**? If "Yes," identify the individuals, explain the relationship between you and the other organization, and describe the compensation arrangement.  Yes  No
- 
- 4** In establishing the compensation for your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, and 1c, the following practices are recommended, although they are not required to obtain exemption. Answer "Yes" to all the practices you use.
- a** Do you or will the individuals that approve compensation arrangements follow a conflict of interest policy?  Yes  No
  - b** Do you or will you approve compensation arrangements in advance of paying compensation?  Yes  No
  - c** Do you or will you document in writing the date and terms of approved compensation arrangements?  Yes  No

**Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)**

- d** Do you or will you record in writing the decision made by each individual who decided or voted on compensation arrangements?  **Yes**  **No**
- e** Do you or will you approve compensation arrangements based on information about compensation paid by **similarly situated** taxable or tax-exempt organizations for similar services, current compensation surveys compiled by independent firms, or actual written offers from similarly situated organizations? Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation.  **Yes**  **No**
- f** Do you or will you record in writing both the information on which you relied to base your decision and its source?  **Yes**  **No**
- g** If you answered "No" to any item on lines 4a through 4f, describe how you set compensation that is **reasonable** for your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in Part V, lines 1a, 1b, and 1c.
- 
- 5a** Have you adopted a **conflict of interest policy** consistent with the sample conflict of interest policy in Appendix A to the instructions? If "Yes," provide a copy of the policy and explain how the policy has been adopted, such as by resolution of your governing board. If "No," answer lines 5b and 5c.  **Yes**  **No**
- b** What procedures will you follow to assure that persons who have a conflict of interest will not have influence over you for setting their own compensation?
- c** What procedures will you follow to assure that persons who have a conflict of interest will not have influence over you regarding business deals with themselves?  
**Note:** A conflict of interest policy is recommended though it is not required to obtain exemption. Hospitals, see Schedule C, Section I, line 14.
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- 6a** Do you or will you compensate any of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in lines 1a, 1b, or 1c through **non-fixed payments**, such as discretionary bonuses or revenue-based payments? If "Yes," describe all non-fixed compensation arrangements, including how the amounts are determined, who is eligible for such arrangements, whether you place a limitation on total compensation, and how you determine or will determine that you pay no more than reasonable compensation for services. Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation.  **Yes**  **No**
- b** Do you or will you compensate any of your employees, other than your officers, directors, trustees, or your five highest compensated employees who receive or will receive compensation of more than \$50,000 per year, through non-fixed payments, such as discretionary bonuses or revenue-based payments? If "Yes," describe all non-fixed compensation arrangements, including how the amounts are or will be determined, who is or will be eligible for such arrangements, whether you place or will place a limitation on total compensation, and how you determine or will determine that you pay no more than reasonable compensation for services. Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation.  **Yes**  **No**
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- 7a** Do you or will you purchase any goods, services, or assets from any of your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," describe any such purchase that you made or intend to make, from whom you make or will make such purchases, how the terms are or will be negotiated at **arm's length**, and explain how you determine or will determine that you pay no more than **fair market value**. Attach copies of any written contracts or other agreements relating to such purchases.  **Yes**  **No**
- b** Do you or will you sell any goods, services, or assets to any of your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," describe any such sales that you made or intend to make, to whom you make or will make such sales, how the terms are or will be negotiated at arm's length, and explain how you determine or will determine you are or will be paid at least fair market value. Attach copies of any written contracts or other agreements relating to such sales.  **Yes**  **No**
- 
- 8a** Do you or will you have any leases, contracts, loans, or other agreements with your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," provide the information requested in lines 8b through 8f.  **Yes**  **No**
- b** Describe any written or oral arrangements that you made or intend to make.
- c** Identify with whom you have or will have such arrangements.
- d** Explain how the terms are or will be negotiated at arm's length.
- e** Explain how you determine you pay no more than fair market value or you are paid at least fair market value.
- f** Attach copies of any signed leases, contracts, loans, or other agreements relating to such arrangements.
- 
- 9a** Do you or will you have any leases, contracts, loans, or other agreements with any organization in which any of your officers, directors, or trustees are also officers, directors, or trustees, or in which any individual officer, director, or trustee owns more than a 35% interest? If "Yes," provide the information requested in lines 9b through 9f.  **Yes**  **No**

**Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)**

- b Describe any written or oral arrangements you made or intend to make.
- c Identify with whom you have or will have such arrangements.
- d Explain how the terms are or will be negotiated at arm's length.
- e Explain how you determine or will determine you pay no more than fair market value or that you are paid at least fair market value.
- f Attach a copy of any signed leases, contracts, loans, or other agreements relating to such arrangements.

**Part VI Your Members and Other Individuals and Organizations That Receive Benefits From You**

The following "Yes" or "No" questions relate to goods, services, and funds you provide to individuals and organizations as part of your activities. Your answers should pertain to *past*, *present*, and *planned* activities. See instructions.

- 1 a In carrying out your exempt purposes, do you provide goods, services, or funds to individuals? If "Yes," describe each program that provides goods, services, or funds to individuals.  Yes  No
- b In carrying out your exempt purposes, do you provide goods, services, or funds to organizations? If "Yes," describe each program that provides goods, services, or funds to organizations.  Yes  No
- 2 Do any of your programs limit the provision of goods, services, or funds to a specific individual or group of specific individuals? For example, answer "Yes," if goods, services, or funds are provided only for a particular individual, your members, individuals who work for a particular employer, or graduates of a particular school. If "Yes," explain the limitation and how recipients are selected for each program.  Yes  No
- 3 Do any individuals who receive goods, services, or funds through your programs have a family or business relationship with any officer, director, trustee, or with any of your highest compensated employees or highest compensated independent contractors listed in Part V, lines 1a, 1b, and 1c? If "Yes," explain how these related individuals are eligible for goods, services, or funds.  Yes  No

**Part VII Your History**

The following "Yes" or "No" questions relate to your history. See instructions.

- 1 Are you a **successor** to another organization? Answer "Yes," if you have taken or will take over the activities of another organization; you took over 25% or more of the fair market value of the net assets of another organization; or you were established upon the conversion of an organization from for-profit to nonprofit status. If "Yes," complete Schedule G.  Yes  No
- 2 Are you submitting this application more than 27 months after the end of the month in which you were legally formed? If "Yes," complete Schedule E.  Yes  No

**Part VIII Your Specific Activities**

The following "Yes" or "No" questions relate to specific activities that you may conduct. Check the appropriate box. Your answers should pertain to *past*, *present*, and *planned* activities. See instructions.

- 1 Do you support or oppose candidates in **political campaigns** in any way? If "Yes," explain.  Yes  No
- 2 a Do you attempt to **influence legislation**? If "Yes," explain how you attempt to influence legislation and complete line 2b. If "No," go to line 3a.  Yes  No
  - b Have you made or are you making an **election** to have your legislative activities measured by expenditures by filing Form 5768? If "Yes," attach a copy of the Form 5768 that was already filed or attach a completed Form 5768 that you are filing with this application. If "No," describe whether your attempts to influence legislation are a substantial part of your activities. Include the time and money spent on your attempts to influence legislation as compared to your total activities.  Yes  No
- 3 a Do you or will you operate bingo or **gaming** activities? If "Yes," describe who conducts them, and list all revenue received or expected to be received and expenses paid or expected to be paid in operating these activities. **Revenue and expenses** should be provided for the time periods specified in Part IX, Financial Data.  Yes  No
  - b Do you or will you enter into contracts or other agreements with individuals or organizations to conduct bingo or gaming for you? If "Yes," describe any written or oral arrangements that you made or intend to make, identify with whom you have or will have such arrangements, explain how the terms are or will be negotiated at arm's length, and explain how you determine or will determine you pay no more than fair market value or you will be paid at least fair market value. Attach copies or any written contracts or other agreements relating to such arrangements.  Yes  No
  - c List the states and local jurisdictions, including Indian Reservations, in which you conduct or will conduct gaming or bingo.

**Part VIII Your Specific Activities (Continued)**

**4a** Do you or will you undertake **fundraising**? If "Yes," check all the fundraising programs you do or will conduct. See instructions.  **Yes**  **No**

- |   |  |
|---|--|
| <input type="checkbox"/> mail solicitations                         | <input type="checkbox"/> phone solicitations                                   |
| <input type="checkbox"/> email solicitations                        | <input type="checkbox"/> accept donations on your website                      |
| <input checked="" type="checkbox"/> personal solicitations          | <input type="checkbox"/> receive donations from another organization's website |
| <input type="checkbox"/> vehicle, boat, plane, or similar donations | <input type="checkbox"/> government grant solicitations                        |
| <input checked="" type="checkbox"/> foundation grant solicitations  | <input type="checkbox"/> Other   |

Attach a description of each fundraising program.

- b** Do you or will you have written or oral contracts with any individuals or organizations to raise funds for you? If "Yes," describe these activities. Include all revenue and expenses from these activities and state who conducts them. Revenue and expenses should be provided for the time periods specified in Part IX, Financial Data. Also, attach a copy of any contracts or agreements.  **Yes**  **No**
- c** Do you or will you engage in fundraising activities for other organizations? If "Yes," describe these arrangements. Include a description of the organizations for which you raise funds and attach copies of all contracts or agreements.  **Yes**  **No**
- d** List all states and local jurisdictions in which you conduct fundraising. For each state or local jurisdiction listed, specify whether you fundraise for your own organization, you fundraise for another organization, or another organization fundraises for you.
- e** Do you or will you maintain separate accounts for any contributor under which the contributor has the right to advise on the use or distribution of funds? Answer "Yes" if the donor may provide advice on the types of investments, distributions from the types of investments, or the distribution from the donor's contribution account. If "Yes," describe this program, including the type of advice that may be provided and submit copies of any written materials provided to donors.  **Yes**  **No**

**5** Are you **affiliated** with a governmental unit? If "Yes," explain.  **Yes**  **No**

**6a** Do you or will you engage in **economic development**? If "Yes," describe your program.  **Yes**  **No**

**b** Describe in full who benefits from your economic development activities and how the activities promote exempt purposes.

**7a** Do or will persons other than your employees or volunteers **develop** your facilities? If "Yes," describe each facility, the role of the developer, and any business or family relationship(s) between the developer and your officers, directors, or trustees.  **Yes**  **No**

**b** Do or will persons other than your employees or volunteers **manage** your activities or facilities? If "Yes," describe each activity and facility, the role of the manager, and any business or family relationship(s) between the manager and your officers, directors, or trustees.  **Yes**  **No**

**c** If there is a business or family relationship between any manager or developer and your officers, directors, or trustees, identify the individuals, explain the relationship, describe how contracts are negotiated at arm's length so that you pay no more than fair market value, and submit a copy of any contracts or other agreements.

**8** Do you or will you enter into **joint ventures**, including partnerships or **limited liability companies** treated as partnerships, in which you share profits and losses with partners other than section 501(c)(3) organizations? If "Yes," describe the activities of these joint ventures in which you participate.  **Yes**  **No**

**9a** Are you applying for exemption as a childcare organization under section 501(k)? If "Yes," answer lines 9b through 9d. If "No," go to line 10.  **Yes**  **No**

**b** Do you provide childcare so that parents or caretakers of children you care for can be **gainfully employed** (see instructions)? If "No," explain how you qualify as a childcare organization described in section 501(k).  **Yes**  **No**

**c** Of the children for whom you provide childcare, are 85% or more of them cared for by you to enable their parents or caretakers to be gainfully employed (see instructions)? If "No," explain how you qualify as a childcare organization described in section 501(k).  **Yes**  **No**

**d** Are your services available to the general public? If "No," describe the specific group of people for whom your activities are available. Also, see the instructions and explain how you qualify as a childcare organization described in section 501(k).  **Yes**  **No**

**10** Do you or will you publish, own, or have rights in music, literature, tapes, artworks, choreography, scientific discoveries, or other **intellectual property**? If "Yes," explain. Describe who owns or will own any copyrights, patents, or trademarks, whether fees are or will be charged, how the fees are determined, and how any items are or will be produced, distributed, and marketed.  **Yes**  **No**

**Part VIII Your Specific Activities (Continued)**

- 11** Do you or will you accept contributions of: real property; conservation easements; closely held securities; intellectual property such as patents, trademarks, and copyrights; works of music or art; licenses; royalties; automobiles, boats, planes, or other vehicles; or collectibles of any type? If "Yes," describe each type of contribution, any conditions imposed by the donor on the contribution, and any agreements with the donor regarding the contribution.  Yes  No
- 
- 12a** Do you or will you operate in a **foreign country** or **countries**? If "Yes," answer lines 12b through 12d. If "No," go to line 13a.  Yes  No
- b** Name the foreign countries and regions within the countries in which you operate.
- c** Describe your operations in each country and region in which you operate.
- d** Describe how your operations in each country and region further your exempt purposes.
- 
- 13a** Do you or will you make grants, loans, or other distributions to organization(s)? If "Yes," answer lines 13b through 13g. If "No," go to line 14a.  Yes  No
- b** Describe how your grants, loans, or other distributions to organizations further your exempt purposes.
- c** Do you have written contracts with each of these organizations? If "Yes," attach a copy of each contract.  Yes  No
- d** Identify each recipient organization and any **relationship** between you and the recipient organization.
- e** Describe the records you keep with respect to the grants, loans, or other distributions you make.
- f** Describe your selection process, including whether you do any of the following.
- (i)** Do you require an application form? If "Yes," attach a copy of the form.  Yes  No
- (ii)** Do you require a grant proposal? If "Yes," describe whether the grant proposal specifies your responsibilities and those of the grantee, obligates the grantee to use the grant funds only for the purposes for which the grant was made, provides for periodic written reports concerning the use of grant funds, requires a final written report and an accounting of how grant funds were used, and acknowledges your authority to withhold and/or recover grant funds in case such funds are, or appear to be, misused.  Yes  No
- g** Describe your procedures for oversight of distributions that assure you the resources are used to further your exempt purposes, including whether you require periodic and final reports on the use of resources.
- 
- 14a** Do you or will you make grants, loans, or other distributions to foreign organizations? If "Yes," answer lines 14b through 14f. If "No," go to line 15.  Yes  No
- b** Provide the name of each foreign organization, the country and regions within a country in which each foreign organization operates, and describe any relationship you have with each foreign organization.
- c** Does any foreign organization listed in line 14b accept contributions earmarked for a specific country or specific organization? If "Yes," list all earmarked organizations or countries.  Yes  No
- d** Do your contributors know that you have ultimate authority to use contributions made to you at your discretion for purposes consistent with your exempt purposes? If "Yes," describe how you relay this information to contributors.  Yes  No
- e** Do you or will you make pre-grant inquiries about the recipient organization? If "Yes," describe these inquiries, including whether you inquire about the recipient's financial status, its tax-exempt status under the Internal Revenue Code, its ability to accomplish the purpose for which the resources are provided, and other relevant information.  Yes  No
- f** Do you or will you use any additional procedures to ensure that your distributions to foreign organizations are used in furtherance of your exempt purposes? If "Yes," describe these procedures, including site visits by your employees or compliance checks by impartial experts, to verify that grant funds are being used appropriately.  Yes  No

**Part VIII** Your Specific Activities (Continued)

- 15 Do you have a **close connection** with any organizations? If "Yes," explain.  Yes  No
- 16 Are you applying for exemption as a **cooperative hospital service organization** under section 501(e)? If "Yes," explain.  Yes  No
- 17 Are you applying for exemption as a **cooperative service organization of operating educational organizations** under section 501(f)? If "Yes," explain.  Yes  No
- 18 Are you applying for exemption as a **charitable risk pool** under section 501(n)? If "Yes," explain.  Yes  No
- 19 Do you or will you operate a **school**? If "Yes," complete Schedule B. Answer "Yes," whether you operate a school as your main function or as a secondary activity.  Yes  No
- 20 Is your main function to provide **hospital or medical care**? If "Yes," complete Schedule C.  Yes  No
- 21 Do you or will you provide **low-income housing** or housing for the **elderly** or **handicapped**? If "Yes," complete Schedule F.  Yes  No
- 22 Do you or will you provide scholarships, fellowships, educational loans, or other educational grants to individuals, including grants for travel, study, or other similar purposes? If "Yes," complete Schedule H.  Yes  No
- Note: Private foundations** may use Schedule H to request advance approval of individual grant procedures.

**Part IX Financial Data**

For purposes of this schedule, years in existence refer to completed tax years.

1. If in existence less than 5 years, complete the statement for each year in existence and provide projections of your likely revenues and expenses based on a reasonable and good faith estimate of your future finances for a total of:
  - a. Three years of financial information if you have not completed one tax year, or
  - b. Four years of financial information if you have completed one tax year. See instructions.
2. If in existence 5 or more years, complete the schedule for the most recent 5 tax years. You will need to provide a separate statement that includes information about the most recent 5 tax years because the data table in Part IX has not been updated to provide for a 5th year. See instructions.

**A. Statement of Revenues and Expenses - Projections / Best Estimates**

	Type of revenue or expense	Current tax year	3 prior tax years or 2 succeeding tax years			(e) Provide Total for (a) through (d)
		(a) From <b>today</b> To <b>6/30/20</b>	(b) From <b>7/1/20</b> To <b>6/30/21</b>	(c) From <b>7/1/21</b> To <b>6/30/22</b>	(d) From <b>7/1/22</b> To <b>6/30/23</b>	
<b>Revenues</b>	<b>1</b> Gifts, grants, and contributions received (do not include unusual grants)	80,000	80,000	160,000	200,000	520,000
	<b>2</b> Membership fees received	0	0	0	0	0
	<b>3</b> Gross investment income	0	0	0	0	0
	<b>4</b> Net unrelated business income	0	0	0	0	0
	<b>5</b> Taxes levied for your benefit	0	0	0	0	0
	<b>6</b> Value of services or facilities furnished by a governmental unit without charge (not including the value of services generally furnished to the public without charge)	0	0	0	0	0
	<b>7</b> Any revenue not otherwise listed above or in lines 9–12 below (attach an itemized list)	0	0	0	0	0
	<b>8</b> Total of lines 1 through 7	80,000	80,000	160,000	200,000	520,000
	<b>9</b> Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to your exempt purposes (attach itemized list)	0	0	0	0	0
	<b>10</b> Total of lines 8 and 9	80,000	80,000	160,000	200,000	520,000
	<b>11</b> Net gain or loss on sale of capital assets (attach schedule and see instructions)	0	0	0	0	0
	<b>12</b> Unusual grants	0	0	0	0	0
	<b>13</b> Total Revenue Add lines 10 through 12	80,000	80,000	160,000	200,000	520,000
<b>Expenses</b>	<b>14</b> Fundraising expenses					
	<b>15</b> Contributions, gifts, grants, and similar amounts paid out (attach an itemized list)	70,000	70,000	144,000	180,000	
	<b>16</b> Disbursements to or for the benefit of members (attach an itemized list)	0	0	0	0	
	<b>17</b> Compensation of officers, directors, and trustees	0	0	0	0	
	<b>18</b> Other salaries and wages	0	0	0	0	
	<b>19</b> Interest expense	0	0	0	0	
	<b>20</b> Occupancy (rent, utilities, etc.)	0	0	0	0	
	<b>21</b> Depreciation and depletion	0	0	0	0	
	<b>22</b> Professional fees	0	0	0	0	
	<b>23</b> Any expense not otherwise classified, such as program services (attach itemized list)	0	0	0	0	
	<b>24</b> Total Expenses Add lines 14 through 23	70,000	70,000	144,000	180,000	

Part IX Financial Data (Continued)

B. Balance Sheet (for your most recently completed tax year) N/A - no operations as of yet

Table with columns for line number, description, and Year End (Whole dollars). Rows include Assets (Cash, Accounts receivable, Inventories, Bonds and notes receivable, Corporate stocks, Loans receivable, Other investments, Depreciable and depletable assets, Land, Other assets, Total Assets) and Liabilities (Accounts payable, Contributions, gifts, grants, etc. payable, Mortgages and notes payable, Other liabilities, Total Liabilities). Total fund balances or net assets and Total Liabilities and Fund Balances or Net Assets are also listed.

19 Have there been any substantial changes in your assets or liabilities since the end of the period shown above? If "Yes," explain. [ ] Yes [x] No

Part X Public Charity Status

Part X is designed to classify you as an organization that is either a private foundation or a public charity. Public charity status is a more favorable tax status than private foundation status. If you are a private foundation, Part X is designed to further determine whether you are a private operating foundation. See instructions.

- 1a Are you a private foundation? If "Yes," go to line 1b. If "No," go to line 5 and proceed as instructed. If you are unsure, see the instructions. [ ] Yes [x] No
b As a private foundation, section 508(e) requires special provisions in your organizing document in addition to those that apply to all organizations described in section 501(c)(3). Check the box to confirm that your organizing document meets this requirement, whether by express provision or by reliance on operation of state law. Attach a statement that describes specifically where your organizing document meets this requirement, such as a reference to a particular article or section in your organizing document or by operation of state law. See the instructions, including Appendix B, for information about the special provisions that need to be contained in your organizing document. Go to line 2. [ ]
2 Are you a private operating foundation? To be a private operating foundation you must engage directly in the active conduct of charitable, religious, educational, and similar activities, as opposed to indirectly carrying out these activities by providing grants to individuals or other organizations. If "Yes," go to line 3. If "No," go to the signature section of Part XI. [ ] Yes [x] No
3 Have you existed for one or more years? If "Yes," attach financial information showing that you are a private operating foundation; go to the signature section of Part XI. If "No," continue to line 4. [ ] Yes [x] No
4 Have you attached either (1) an affidavit or opinion of counsel, (including a written affidavit or opinion from a certified public accountant or accounting firm with expertise regarding this tax law matter), that sets forth facts concerning your operations and support to demonstrate that you are likely to satisfy the requirements to be classified as a private operating foundation; or (2) a statement describing your proposed operations as a private operating foundation? [ ] Yes [x] No
5 If you answered "No" to line 1a, indicate the type of public charity status you are requesting by checking one of the choices below. You may check only one box.
The organization is not a private foundation because it is:
a 509(a)(1) and 170(b)(1)(A)(i)—a church or a convention or association of churches. Complete and attach Schedule A. [ ]
b 509(a)(1) and 170(b)(1)(A)(ii)—a school. Complete and attach Schedule B. [ ]
c 509(a)(1) and 170(b)(1)(A)(iii)—a hospital, a cooperative hospital service organization, or a medical research organization operated in conjunction with a hospital. Complete and attach Schedule C. [ ]
d 509(a)(3)—an organization supporting either one or more organizations described in line 5a through c, f, h, or i or a publicly supported section 501(c)(4), (5), or (6) organization. Complete and attach Schedule D. [ ]



FORM 1023

The OO Project, Inc.

EIN 84-3451269

**Part I: IDENTIFICATION OF APPLICANT**

FORM 2848, Power of Attorney and Declaration of Representation

## Power of Attorney and Declaration of Representative

**For IRS Use Only**

Received by: \_\_\_\_\_  
 Name \_\_\_\_\_  
 Telephone \_\_\_\_\_  
 Function \_\_\_\_\_  
 Date        /        /

▶ Go to [www.irs.gov/Form2848](http://www.irs.gov/Form2848) for instructions and the latest information.

**Part I Power of Attorney**

**Caution:** A separate Form 2848 must be completed for each taxpayer. Form 2848 will not be honored for any purpose other than representation before the IRS.

**1 Taxpayer information.** Taxpayer must sign and date this form on page 2, line 7.

Taxpayer name and address <b>The OO Project, Inc.</b> <b>6010 Broad Branch Road, NW</b> <b>Washington, DC 20015</b>	Taxpayer identification number(s) <p style="text-align: center;"><b>84-3451269</b></p>		
	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%;">Daytime telephone number</td> <td style="width: 50%;">Plan number (if applicable)</td> </tr> </table>	Daytime telephone number	Plan number (if applicable)
Daytime telephone number	Plan number (if applicable)		

hereby appoints the following representative(s) as attorney(s)-in-fact:

**2 Representative(s)** must sign and date this form on page 2, Part II.

Name and address <b>Lars Etkorn</b> <b>1848 Kalorama Road, NW</b> <b>Washington, DC 20009</b>	CAF No. _____ PTIN _____ Telephone No. <b>202.232.2112</b> Fax No. _____ Check if new: Address <input type="checkbox"/> Telephone No. <input type="checkbox"/> Fax No. <input type="checkbox"/>
<b>Check if to be sent copies of notices and communications</b> <input checked="" type="checkbox"/>	
Name and address	CAF No. _____ PTIN _____ Telephone No. _____ Fax No. _____ Check if new: Address <input type="checkbox"/> Telephone No. <input type="checkbox"/> Fax No. <input type="checkbox"/>
<b>Check if to be sent copies of notices and communications</b> <input type="checkbox"/>	
Name and address	CAF No. _____ PTIN _____ Telephone No. _____ Fax No. _____ Check if new: Address <input type="checkbox"/> Telephone No. <input type="checkbox"/> Fax No. <input type="checkbox"/>
<u>(Note: IRS sends notices and communications to only two representatives.)</u>	
Name and address	CAF No. _____ PTIN _____ Telephone No. _____ Fax No. _____ Check if new: Address <input type="checkbox"/> Telephone No. <input type="checkbox"/> Fax No. <input type="checkbox"/>
<u>(Note: IRS sends notices and communications to only two representatives.)</u>	

to represent the taxpayer before the Internal Revenue Service and perform the following acts:

**3 Acts authorized (you are required to complete this line 3).** With the exception of the acts described in line 5b, I authorize my representative(s) to receive and inspect my confidential tax information and to perform acts that I can perform with respect to the tax matters described below. For example, my representative(s) shall have the authority to sign any agreements, consents, or similar documents (see instructions for line 5a for authorizing a representative to sign a return).

Description of Matter (Income, Employment, Payroll, Excise, Estate, Gift, Whistleblower, Practitioner Discipline, PLR, FOIA, Civil Penalty, Sec. 5000A Shared Responsibility Payment, Sec. 4980H Shared Responsibility Payment, etc.) (see instructions)	Tax Form Number (1040, 941, 720, etc.) (if applicable)	Year(s) or Period(s) (if applicable) (see instructions)
<b>Tax exemption</b>	<b>Form 1023 and related</b>	

**4 Specific use not recorded on Centralized Authorization File (CAF).** If the power of attorney is for a specific use not recorded on CAF, check this box. See the instructions for **Line 4. Specific Use Not Recorded on CAF** . . . . .

**5a Additional acts authorized.** In addition to the acts listed on line 3 above, I authorize my representative(s) to perform the following acts (see instructions for line 5a for more information):

Access my IRS records via an Intermediate Service Provider;

Authorize disclosure to third parties;       Substitute or add representative(s);       Sign a return; \_\_\_\_\_

\_\_\_\_\_

Other acts authorized: \_\_\_\_\_

\_\_\_\_\_

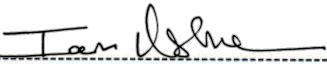
**b Specific acts not authorized.** My representative(s) is (are) not authorized to endorse or otherwise negotiate any check (including directing or accepting payment by any means, electronic or otherwise, into an account owned or controlled by the representative(s) or any firm or other entity with whom the representative(s) is (are) associated) issued by the government in respect of a federal tax liability.  
 List any other specific deletions to the acts otherwise authorized in this power of attorney (see instructions for line 5b): none

**6 Retention/revocation of prior power(s) of attorney.** The filing of this power of attorney automatically revokes all earlier power(s) of attorney on file with the Internal Revenue Service for the same matters and years or periods covered by this document. If you **do not** want to revoke a prior power of attorney, check here

**YOU MUST ATTACH A COPY OF ANY POWER OF ATTORNEY YOU WANT TO REMAIN IN EFFECT.**

**7 Signature of taxpayer.** If a tax matter concerns a year in which a joint return was filed, each spouse must file a separate power of attorney even if they are appointing the same representative(s). If signed by a corporate officer, partner, guardian, tax matters partner, partnership representative, executor, receiver, administrator, or trustee on behalf of the taxpayer, I certify that I have the legal authority to execute this form on behalf of the taxpayer.

**▶ IF NOT COMPLETED, SIGNED, AND DATED, THE IRS WILL RETURN THIS POWER OF ATTORNEY TO THE TAXPAYER.**

	October 24, 2019	President
Signature	Date	Title (if applicable)
Ian Urbina	The OO Project, Inc.	
Print Name	Print name of taxpayer from line 1 if other than individual	

**Part II Declaration of Representative**

Under penalties of perjury, by my signature below I declare that:

- I am not currently suspended or disbarred from practice, or ineligible for practice, before the Internal Revenue Service;
- I am subject to regulations contained in Circular 230 (31 CFR, Subtitle A, Part 10), as amended, governing practice before the Internal Revenue Service;
- I am authorized to represent the taxpayer identified in Part I for the matter(s) specified there; and
- I am one of the following:
  - a Attorney—a member in good standing of the bar of the highest court of the jurisdiction shown below.
  - b Certified Public Accountant—a holder of an active license to practice as a certified public accountant in the jurisdiction shown below.
  - c Enrolled Agent—enrolled as an agent by the Internal Revenue Service per the requirements of Circular 230.
  - d Officer—a bona fide officer of the taxpayer organization.
  - e Full-Time Employee—a full-time employee of the taxpayer.
  - f Family Member—a member of the taxpayer’s immediate family (spouse, parent, child, grandparent, grandchild, step-parent, step-child, brother, or sister).
  - g Enrolled Actuary—enrolled as an actuary by the Joint Board for the Enrollment of Actuaries under 29 U.S.C. 1242 (the authority to practice before the Internal Revenue Service is limited by section 10.3(d) of Circular 230).
  - h Unenrolled Return Preparer—Authority to practice before the IRS is limited. An unenrolled return preparer may represent, provided the preparer (1) prepared and signed the return or claim for refund (or prepared if there is no signature space on the form); (2) was eligible to sign the return or claim for refund; (3) has a valid PTIN; and (4) possesses the required Annual Filing Season Program Record of Completion(s). **See Special Rules and Requirements for Unenrolled Return Preparers in the instructions for additional information.**
  - k Qualifying Student—receives permission to represent taxpayers before the IRS by virtue of his/her status as a law, business, or accounting student working in an LITC or STCP. See instructions for Part II for additional information and requirements.
  - r Enrolled Retirement Plan Agent—enrolled as a retirement plan agent under the requirements of Circular 230 (the authority to practice before the Internal Revenue Service is limited by section 10.3(e)).

**▶ IF THIS DECLARATION OF REPRESENTATIVE IS NOT COMPLETED, SIGNED, AND DATED, THE IRS WILL RETURN THE POWER OF ATTORNEY. REPRESENTATIVES MUST SIGN IN THE ORDER LISTED IN PART I, LINE 2.**

**Note:** For designations d-f, enter your title, position, or relationship to the taxpayer in the "Licensing jurisdiction" column.

Designation— Insert above letter (a-r).	Licensing jurisdiction (State) or other licensing authority (if applicable).	Bar, license, certification, registration, or enrollment number (if applicable).	Signature	Date
a	DC	982492		24 Oct 19

FORM 1023

The OO Project, Inc.  
EIN 84-3451269

## Part II: ORGANIZATIONAL STRUCTURE

Articles of Incorporation

Certificate of Incorporation

Bylaws



DEPARTMENT OF CONSUMER & REGULATORY AFFAIRS  
**District of Columbia Government**  
Corporations Division

**Articles of Incorporation of Domestic Nonprofit Corporation**

**One or more persons acting as the incorporator or incorporators under the provisions of the Title 29 of D.C. Code (Business Organizations Act) adopt the following Articles of Incorporation:**

**First:** Corporation Name:  
The OO Project, Inc.

**Second:** The corporation will have members: No

**Third:** Registered Agent's name and address in the District Columbia:  
Ian Urbina  
6010 Broad Branch Road, NW  
Washington , District of Columbia 20015

**Fourth: The corporation is incorporated as a nonprofit corporation under D.C. Code Title 29 Chapter 4.**

**Fifth:** Miscellaneous Provisions (may attach the statement):

Article IV  
Limitations

No part of the net earnings of the corporation 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 Article II 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) 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  
Stock

The Corporation shall have no authority to issue stock.

Article VI

Article XI  
Dissolution

Upon the dissolution of the corporation, assets shall be distributed 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.

**Sixth:** Directors Name & Address:

Name	Address
Adam Bryant	161 W. 75th Street, #4a, New York, New York 10023
Jason Uechi	35 Grenada Place, Montclair, New Jersey 07042
Joseph Sorkin	260 West 72nd Street, #4a, New York, New York 10023
Ian Urbina	6010 Broad Branch Road, NW, Washington, District of Columbia 20015

**Seventh:** Incorporators Name & Address:

Name	Address
Adam Bryant	161 W. 75th Street, #9C, New York, New York 10023
Ian Urbina	6010 Broad Branch Road, NW, Washington, District of Columbia 20015
Jason Uechi	35 Grenada Place, Montclair, New Jersey 07042
Joseph Sorkin	260 W . 72nd Street, #4a, New York, New York 10023

**Eighth:** Incorporators executing this form:

No information provided.

**If you sign this form you agree that anyone who makes a false statement can be punished by criminal penalties of a fine up to \$1000, imprisonment up to 180 days, or both, under DCOC § 22-2405;**

**Amount Paid: \$80.00**

**Date: 10/17/2019 9:52 AM**

**E-Signed**

**ARTICLES OF INCORPORATION  
OF  
THE OO PROJECT, INC.**

The undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of the District of Columbia (Title 29, Chapter 4), do hereby certify:

**Article I  
Name**

The name of the corporation shall be THE OO PROJECT, INC. The corporation may use one or more trade names.

**Article II  
Purpose**

The corporation is organized exclusively for charitable, religious, educational, 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 the corresponding section of any future federal tax code.

**Article III  
Members**

The corporation will not have members.

**Article IV  
Limitations**

No part of the net earnings of the corporation 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 Article II 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal

**The OO Project, Inc., Articles of Incorporation**

Revenue Code, or the corresponding section of any future federal tax code, or (b) 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  
Stock**

The Corporation shall have no authority to issue stock.

**Article VI  
Address**

The principal office of the Corporation is 6010 Broad Branch Rd, NW, Washington, DC.

**Article VIII  
Initial Registered Agent**

The initial resident agent of the Corporation is Ian Urbina, 6010 Broad Branch Rd, NW, Washington, DC.

**Article IX  
Directors and Officers**

The Corporation's initial Board of Directors and Offices shall comprise the following persons:

Name	Title	Address
Adam Bryant	Treasurer	161 W. 75th St. #9C, New York, NY 10023
Joseph Sorkin	Secretary	260 West 72nd street Apt 4a, New York, NY, 10023
Jason Uechi	Vice President	35 Grenada Pl, Montclair, NJ 07042
Ian Urbina	President	6010 Broad Branch Rd, NW, Washington, DC, 20015

**Article X  
Bylaws**

The incorporators shall adopt the initial bylaws of the Corporation. The Board of Directors may amend the bylaws at any time by the provisions therein.

**Article XI  
Dissolution**

Upon the dissolution of the corporation, assets shall be distributed 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 XII  
Indemnification**

The corporation will indemnify any directors, officers, employees and incorporators from any liability regarding the corporation and the business of the corporation, unless the person fraudulently and intentionally violated the law and/or maliciously conducted acts to damage and/or defraud the corporation, or as otherwise provided under applicable law.

**Article XIII  
Payment of Debt**

The private property of the directors, officers, employees and incorporators of the Corporation shall not be subject to payment of the corporate debts, obligations or liabilities to any extent whatever.

**Article XIV  
Amendments**

Amendments to these Articles shall be made only by unanimous vote of the Board of Directors of the Corporation.

The OO Project, Inc., Articles of Incorporation

Article XV  
Incorporators

Name	Address
Adam Bryant	161 W. 75th Street, #9C, New York, NY 10023
Joseph Sorkin	260 West 72nd Street, #4a, New York, NY, 10023
Jason Uechi	35 Grenada Place, Montclair, NJ 07042
Ian Urbina	6010 Broad Branch Road, NW, Washington, DC 20015

In witness whereof, we have signed these Articles of Incorporation and have each acknowledge the same to our act on October 11, 2019.

  
Adam Bryant

  
Joseph Sorkin

  
Jason Uechi

  
Ian Urbina

**GOVERNMENT OF THE DISTRICT OF COLUMBIA**  
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS  
CORPORATIONS DIVISION



**C E R T I F I C A T E**

**THIS IS TO CERTIFY** that all applicable provisions of the District of Columbia Business Organizations Code have been complied with and accordingly, this **CERTIFICATE OF INCORPORATION** is hereby issued to:

The OO Project, Inc.

**Effective Date:** 10/17/2019

**IN WITNESS WHEREOF I** have hereunto set my hand and caused the seal of this office to be affixed as of 10/17/2019 9:52 AM



Business and Professional Licensing Administration

A handwritten signature in cursive script that reads 'Patricia E. Grays'.

---

PATRICIA E. GRAYS  
Superintendent of Corporations  
Corporations Division

Muriel Bowser  
Mayor

Tracking #: v6EiJ6ak

# BYLAWS OF THE OO PROJECT, INC.

(A District of Columbia Nonprofit Corporation)  
First ratified on 11 October 2019

## ARTICLE I Name

The name of the corporation is THE OO PROJECT, INC. ("Corporation"). The corporation may use one or more trade names.

## ARTICLE II Office

The principal office and place of business of THE OO PROJECT, INC. (the "Corporation") shall be located in the Metropolitan Washington, DC, area. The Board of Directors of the Corporation (Board) may establish or discontinue, from time to time, offices and places of business, as it may deem proper.

## ARTICLE III Purposes and Powers

**Section 1. General and Specific Purposes.** The Corporation is a not-for-profit organization organized and operated exclusively for charitable and educational purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the corresponding provision of future Code revisions (collectively, "Code"), and the Non-Profit Corporation Law of the District of Columbia (Title 29, Chapter 4). The purposes of the Corporation ("Purposes") are to: (a) raise public awareness about a variety of concerns occurring offshore; (b) solicit contributions and provide financial support to organizations, programs and projects that help the Corporation meet these purposes; and, (c) consult and assist in the creation, development and production of programs, activities, events and projects that help the Corporation meet these purposes by providing management and leadership training through community involvement.

**Section 2 General Powers.** The Corporation may take actions that are reasonably designed to implement the Purposes.

**Section 3. Nonprofit Status.** The Corporation is not organized for pecuniary profit of its Directors and Officers as defined below. The Corporation may not issue stock nor declare or distribute dividends. No part of the Corporation's net income will inure to the benefit of any Director or Officer. The Corporation will devote the balance of money or assets remaining after paying the Corporation's obligations solely to the Purposes.

**Section 4. Distribution of Assets Upon Dissolution.** If the Corporation dissolves, the Board will, after paying or providing for the payment of all the liabilities of the Corporation, distribute:  
a) assets received and held by the Corporation that are restricted to use only for charitable,

educational or similar purposes to one or more nonprofit corporations or organizations organized and operating for those purposes; and b) unrestricted assets, if any, to one or more nonprofit corporations or organizations that have aims and objectives similar to those of the Corporation (including, without limitation, a successor entity), and that qualify as 501(c)(3) entities.

**Section. 5. Additional Powers.** To further the Purposes, the Corporation may accept grants, gifts, and donations, collect and disseminate statistics and other information, conduct research, engage in fund raising activities, conduct promotional activities including advertising and publicity, and hold property.

**ARTICLE IV**  
**Board of Directors**

**Section 1. Number.** The Board of Directors (Board) shall consist of Elected Directors composed of four Officers (President, Vice President, Secretary and Treasurer) and no more than at fifteen (15) individual (non-Officer) members. The number of Elected Directors may be increased or decreased within the limits set forth in the Articles of Incorporation by amendment of the Bylaws.

**Section 2. Election and Term.** Each Elected Director will serve a three-year term starting at the Annual Meeting following their election. An Elected Director may seek to be elected for an unlimited number of additional terms if the Governance Committee approves their candidacy for each additional term in advance. Officer terms are for one year and Officers may be re-elected to succeed themselves. The terms of the Inaugural Directors shall be staggered.

**Section 3. General Powers of Board.** The Board shall manage the Corporation. Except as otherwise provided by statute, by the Articles of Incorporation or by the Bylaws, the Board, without limitation by specification, shall have the power to take all the actions and to conduct all other activities on behalf of the Corporation to the full extent permitted by the Articles of Incorporation, the Bylaws and the District of Columbia Nonprofit Corporation Act.

**Section 4. Place of Meetings.** Locations of meetings of the Board may be held as fixed by resolution of the Board. Meetings may occur virtually using online or other remote means.

**Section 5. Annual Meeting.** Unless other times or places are designated by the President with at least one-week notice, there shall be an annual meeting of the Board each year. Notice of the annual meeting shall be given to the Directors as provided in Section 6 hereof. The Board shall direct the President and Treasurer to present at the annual meeting of the Board a report verified by the President and Treasurer or certified by an independent public or certified public accountant setting forth:

(a) the assets and liabilities, including any trust funds, of the Corporation as of the end of a twelve (12) month fiscal period terminating not more than six (6) months prior to said meeting;

(b) the principal changes in assets and liabilities, including any trust funds, during said fiscal period;

(c) the revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes during said fiscal period; and

(d) the expenses or disbursements of the Corporation, for both general and restricted purposes during said fiscal period.

The report shall be filed with the records of the Corporation and an abstract thereof entered in the minutes of the meeting.

**Section 6. Regular Meetings, Notice and Waiver of Notice.** Regular meetings of the Board shall be held at such times and places as may be fixed by resolution of the Bboard. Notices of regular meetings shall be mailed electronically to each Director addressed to him/her at his/her usual place of business not later than ten (10) days before the day on which the meeting is to be held or shall be communicated to him/her personally or by telephone not later than two (2) days before the date fixed for the meeting. Notice of any meeting of the Board shall not be required to be given to any Director if s/he submits a signed written notice of waiver thereof whether before or after the meeting, or h/she attends the meeting.

**Section 7. Special Meetings, Notice and Waiver of Notice.** Special meetings of the Board shall be called by the President at any time or by the Secretary at the request of any Director. Notices of special meetings shall be mailed electronically to each Director addressed to him/her at his/her usual place of business not later than five (5) days before the day on which the meeting is to be held or shall be communicated to him or her personally or by telephone or other electronic means not later than the day before the date fixed for the meeting. Such notice shall set forth the purpose or purposes for which the meeting is called. Notice of any meeting of the Board shall not be required to be given to any Director if s/he submits a signed written notice of waiver thereof whether before or after the meeting or s/he attends the meeting.

**Section 8. Organization.** The President shall preside at all meetings of the Board at which s/he is present. If the President shall be absent from any meeting of the Board, the duties performed by him or her at such meeting shall be performed by the Vice President. If neither the President nor Vice President are present, in order of seniority a Director present shall preside at such meeting. The Secretary of the Corporation shall act as the Secretary at all meetings of the Board and, in his or her absence, a temporary Secretary shall be appointed by the chair of the meeting.

**Section 9. Quorum and Adjournment.** Except as otherwise provided by the Articles of Incorporation, at every meeting of the Board a majority of the entire Board shall constitute a quorum for the transaction of business or of any specified item of business. Except as otherwise provided by statute, by the Articles of Incorporation or by the Bylaws, the vote of a majority of the Directors present at any meeting at the time of a vote, if a quorum is present at such time, shall be the act of the Board. A majority of the Directors present at any meeting, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of any adjourned meeting of the Board to another time or place shall be given to the Directors who were not present at the time of the adjournment and, unless such time and place are announced at the meeting, to the other Directors who were present at the time of the adjournment.

**Section 10. Voting.** On any question on which the Board shall vote, the names of those voting and their votes shall be entered in the minutes of the meeting when any Director present at the meeting so requests.

**Section 11. Resignations.** Any Director may resign at any time by written notice thereof to the Corporation signed by such Director. Any resignation shall be effective immediately unless some other time for it to take effect is specified in such resignation. Acceptance of any resignation shall not be necessary to make it effective unless such resignation is tendered subject to such acceptance.

**Section 12. Removal of Directors.** Any Director may be removed for or without cause at any time by a majority vote of the remaining Directors.

**Section 13. Filling of Vacancies.** In case of any vacancy created by death, removal, resignation or disqualification, the vacancy may be filled by a majority vote of the remaining Directors. The replacement Director shall serve for the remainder of that term. S/he shall then be eligible to serve three terms

**Section 14. Action without Meeting and Participation Otherwise Than in Person.** Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all the Directors or members of such committee consent in writing to the adoption of a resolution authorizing the action. The resolutions and consents thereto shall be filed in the minute book of the Corporation. Any one or more Directors or members of any committee thereof may participate in a meeting of the Board or such committee by means of telephone conference call or other communications equipment allowing all persons participating in the meeting to hear each other at the same time.

#### **ARTICLE IV Committees of the Board**

**Section 1. Committees of the Board.** The Board from time to time by resolution adopted by a majority of the Board may designate from among its members an executive and other standing or special committees. Each standing or special committee shall have the authority of the Board to the extent provided in the resolution designating such committee. The Board may designate non-Directors to serve on any standing or special committee. Each standing or special committee of the Board shall serve at the pleasure of the Board.

**Section 2. Governance Committee.** The Governance Committee will a) nominate candidates to serve as Officers and Directors; b) hold elections and tally ballots; c) develop and recommend requirements for Board membership, Board policy, Operating Procedures and changes to the Bylaws; and d) recommend to the Executive Committee, and to the Board as necessary, any other actions that could be binding on the Corporation.

**Section 3. Place and Time of Meeting, Notice, Waiver of Notice and Records.** Meetings of committees of the Board may be held at any place, within the United States, from time to time designated by the Board or the committee. Regular meetings of any committee shall be held at

such times as may be determined by resolution of the Board or the committee and no notice shall be required for any regular meeting. A special meeting of any committee may be called by resolution of the Board and shall be called by the Secretary upon the request of any member of the committee. Meetings may occur virtually using online or other remote means. Any committee may make rules for holding and conducting its meeting and shall keep minutes of all meetings.

## **ARTICLE V**

### **Officers**

**Section 1. Officers.** The Officers of the Corporation shall consist of the President, Vice President, Secretary and Treasurer. Officers of the Corporation shall be members of the Board.

**Section 2. Election of Officer.** The Officers of the Corporation shall be nominated by the Governance Committee and elected by the Board of Directors.

**Section 3. Term of Officers and Vacancies.** Each Officer shall hold office until the annual meeting of the Corporation next following his/her election and until his/her respective successor is appointed and qualified or until s/he dies, resigns, is removed or ceases to qualify as an Officer. If any vacancy shall occur in any Office, the Board shall elect a successor to fill such a vacancy for the remainder of that term.

**Section 4. Removal of Officer.** Any Officer may be removed by the Board, with or without cause, by the affirmative vote of a majority of the Entire Board at any regular meeting or special meeting called for that purpose. Unless otherwise specified, an Officer removed from his/her position as an Officer remains on the Board until his/her term ends as a member of the Board.

**Section 5. Resignations.** Any Officer may resign at any time by written notice thereof to the Corporation signed by such Officer. Any resignation shall be effective immediately unless some other date for it to take effect is specified in such resignation. Acceptance of any resignation shall not be necessary to make it effective unless such resignation is tendered subject to such acceptance.

**Section 6. Holding More Than One Officer.** Any person may hold two or more offices except the President and Treasurer.

**Section 7. The President.** The President shall be the chief executive Officer of the Corporation and, subject to the control of the Board, shall have general and active charge, control and supervision of the business, property and affairs of the Corporation and shall formulate recommendations to the Board for its action and decision. S/he shall chair at all meetings of the Board at which s/he is present. S/he shall be a member of all standing or special committees. In the absence of the President, the duties of the President shall be exercised by the Vice President.

**Section 8. Vice President.** Except as otherwise provided in the Bylaws, the Vice President shall perform such duties and have such powers as may from time to time be assigned by the Board or the President.

**Section 10. The Secretary.** The Secretary shall give of notice of each meeting of the Board and committees thereof and shall act as Secretary at each meeting of the Board. S/he shall keep minutes of all proceedings at such meetings as well as of all proceedings at all meetings of such committees of the Board as any such committee shall designate him/her to so serve. All minutes of all proceedings of the Board and committees of the Board shall be confidential and shall be made available by the Secretary only to the members of the Board. The Secretary shall have charge of the corporate seal. S/he shall keep and account for all books, documents, papers and records of the Corporation except those for which some other Officer or agent is properly accountable. S/he shall generally perform all the duties usually appertaining to the Office of Secretary of a corporation. In the absence of the Secretary, such person as shall be designated by the chair of any meeting shall perform his/her duties at such meeting.

**Section 12. The Treasurer.** The Treasurer shall have the care and custody of all the funds of the Corporation, shall deposit such funds in such banks or other depositories as the Board or any Officer or Officer so authorized by the Board from time to time shall direct or approve, shall invest the funds of the Corporation as directed by the Board, shall report to the Board upon the financial affairs of the Corporation, and shall keep accurate records thereof for inspection by the Board. S/he shall generally perform all the duties usually appertaining to the Office of Treasurer of a corporation. When required by the Board, s/he shall give bonds for the faithful discharge of his duties in such sums and with such sureties as the Board shall approve. In the absence of the Treasurer, such person as shall be designated by the President and approved by the Board shall perform his duties.

**Section 13. Additional Powers and Duties.** In addition to the foregoing specifically enumerated duties and powers, each Officer of the Corporation shall perform such other duties and exercise such further powers as the Board may from time to time determine.

## **ARTICLE VI Finance**

The financial affairs of the Corporation shall be managed by the Board in accordance with the provisions of the District of Columbia Nonprofit Corporation Act, the Articles of Incorporation and the Bylaws.

## **ARTICLE VII Indemnification By Corporation of Corporation Officials**

(a) The Corporation shall indemnify each past, present and future Director and Officer of the Corporation, regardless of whether currently in office (and his/her heirs, executors and administrators) against expense or liability as hereinafter provided.

(b) In the event that any person for whom indemnity is herein provided is made a party or is threatened to be made a party to any action, suit or proceeding threatened or pending, and whether civil, criminal, administrative or investigative, by reason of the fact that s/he is or was a Director or Officer of the Corporation, or serves or served any other corporation, or any partnership, joint venture, trust or other enterprise in any capacity at the request of the

Corporation, the Corporation shall reimburse said person or assume and discharge directly all reasonable expenses (including attorney's fees), judgments, fines and amounts paid in settlement, actually and necessarily incurred in connection with such action, suit or proceeding, if s/he acted in good faith and in a manner s/he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful.

(c) The termination of any civil or criminal action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which s/he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

(d) The indemnification herein provided for shall be made by the Corporation only as authorized in the specific case upon a determination by the Board that such indemnification is proper in the circumstances because the person to be indemnified has met the applicable standard of conduct set forth in this section. Such determination shall be made by the Board:

(1) acting by a quorum consisting of Directors who are not parties to such action or proceeding upon a finding that the Director or Officer has met the standard of conduct set forth in subsections (b) and (c) above, as the case may be, or

(2) if such a quorum is not obtainable with due diligence, acting upon the opinion in writing of independent legal counsel that indemnification is proper in the circumstances because the applicable standard of conduct set forth in subsection (b) and (c) above has been met by such Director or Officer.

(e) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board in the specific case upon receipt of a satisfactory undertaking by or on behalf of the Director or Officer to repay such amount unless it shall ultimately be determined that s/he is entitled and authorized to be indemnified by the Corporation as provided in this section.

(f) The indemnification provided by this section shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled as a matter of law.

(g) The Corporation may in the discretion of the Board purchase and maintain insurance indemnification rights of the Directors or Officer of the Corporation as herein provided, and to assume and discharge the liability of the Corporation for such expenses and liabilities as may be incurred by the Corporation under the provisions of this section.

(h) Indemnification under the provisions of this section shall not be available to a Director or Officer in the event recovery shall be had against him or her in an action, suit or proceeding by

reason of his or her having been finally adjudged therein to have been derelict in the performance of his or her duties as such Director or Officer.

(i) Indemnification shall be accorded by the Corporation and related expenses may be advanced to members of any committee authorized by the Bylaws or established by the Board to the same extent as is provided to Directors and Officer of the Corporation. The foregoing right of indemnification shall not affect any rights to indemnification to which the persons described in this subsection (i) may be entitled by contract or otherwise under law.

## **ARTICLE VIII Miscellaneous**

**Section 1. Seal.** There may be a seal of the Corporation as maintained by the Secretary.

**Section 2. Fiscal Year.** The fiscal year of the Corporation shall begin on July 1<sup>st</sup> of each year and end on the following June 30<sup>th</sup>.

**Section 3. Signature on Obligations.** All bills, notes, checks, other instruments for the payment of money or other obligations of the Corporation shall be signed or countersigned by such Officer or agents of the Corporation in such manner as from time to time may be prescribed by resolution, special or general, adopted by the affirmative vote of no less than a majority of the Entire Board.

### **Section 4. Prohibited Transactions.**

(a) The Corporation shall not perform or engage in any act or conduct in violation of the District of Columbia Nonprofit Corporation Act or any other applicable law.

(b) No Director, Officer, employee or agent of the Corporation shall take any action by or on behalf of the Corporation not permitted to be taken by an organization exempt under Section 501 of the Internal Revenue Code and the regulations promulgated there under or by an organization contributions to which are deductible under Section 170 of the Internal Revenue Code and regulation promulgated there under.

**Section 6. Administrator.** The Board may select and employ or contract an individual or company who shall serve as Administrator or Executive Director and be responsible for the general administration of the Corporation's activities. The President of the Board may serve as the Administrator or Executive Director. The Administrator or Executive Director shall work under the immediate direction and supervision of the President or a committee of the Board, as appropriate.

## **ARTICLE IX Amendment**

The Bylaws may be altered, amended or repealed by a two-thirds majority vote of the Board. Notice of any proposed alteration, amendment or repeal of the Bylaws setting forth the substance

or text thereof shall be included in the notice of any meeting of the Board called to consider any such alteration, amendment or repeal.

FORM 1023

The OO Project, Inc.  
EIN 84-3451269

## Part IV: Narrative Description of Your Activities

The Corporation is a not-for-profit organization organized and operated exclusively for charitable and educational purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the corresponding provision of future Code revisions (collectively, "Code"), and the Non-Profit Corporation Law of the District of Columbia (Title 29, Chapter 4).

The purposes of the Corporation are to: (a) raise public awareness about a variety of concerns occurring offshore; (b) solicit contributions and provide financial support to organizations, programs and projects that help the Corporation meet these purposes; and, (c) consult and assist in the creation, development and production of programs, activities, events and projects that help the Corporation meet these purposes by providing management and leadership training through community involvement.

FORM 1023

The OO Project, Inc.  
EIN 84-3451269

## Part V: Conflict of Interest Policy

5b. At its next meeting, the Board of Directors will adopt by resolution a conflict of interest policy consistent with the sample conflict of interest policy in Appendix A to Form 1023.

5c. The Board will adopt a conforming conflict of interest policy before any opportunity for conflict occurs.

FORM 1023

The OO Project, Inc.  
EIN 84-3451269

## Part VIII: YOUR SPECIFIC ACTIVITIES

4a. Individuals and foundations will be approached directly to fund The OO Project, Inc.