

**Application for Recognition of Exemption
Under Section 501(c)(4) 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/Form1024A for instructions and the latest information.**Note:** *If exempt status is approved, this application will be open for public inspection.*

Use the "?" buttons throughout this form for help in completing this application. For additional help, call IRS Exempt Organizations Customer Account Services toll-free at 877-829-5500.

If you cannot complete required responses within the textbox limits throughout this form, upload your additional narratives with the other required documents.

A request for a determination under section 501(c)(4) is optional. See instructions for additional information.

Part I Identification of Applicant**1** Full Name of Organization (exactly as it appears in your organizing document)

STAND TOGETHER C4 FUND

2 Care of Name (if applicable)**3** Mailing Address (number, street and room/suite)

1320 N COURTHOUSE RD STE 500

4 City

ARLINGTON

5 Country

United States

6 State

Virginia

7 Zip Code + 4

22201

8 Foreign Province (or State)**9** Foreign Postal Code**10** Employer Identification Number

88-3998455

11 Month Tax Year Ends

DECEMBER

12 Person to Contact if More Information is Needed (officer, director, trustee, or authorized representative)

JEFFREY OGAR

13 Contact Telephone Number

571-290-6811

14 Fax Number (optional)**15** User Fee Submitted

\$600.00

16 Organization's Website (if available):**17** List the names, titles, and mailing addresses of your officers, directors, and/or trustees.

First Name: BRIAN	Last Name: HOOKS	Title: DIRECTOR, CEO
Mailing Address: 1320 N COURTHOUSE RD STE 500	City: ARLINGTON	
State (or Province): VIRGINIA	Zip Code (or Foreign Postal Code): 22201	
First Name: JEFFREY	Last Name: OGAR	Title: SECRETARY
Mailing Address: 1320 N COURTHOUSE RD STE 500	City: ARLINGTON	
State (or Province): VIRGINIA	Zip Code (or Foreign Postal Code): 22201	
First Name: HENRICH	Last Name: HEUER	Title: TREASURER
Mailing Address: 1320 N COURTHOUSE RD STE 500	City: ARLINGTON	
State (or Province): VIRGINIA	Zip Code (or Foreign Postal Code): 22201	
First Name: RAY	Last Name: GEOFFROY	Title: DIRECTOR
Mailing Address: 1320 N COURTHOUSE RD STE 500	City: ARLINGTON	
State (or Province): VIRGINIA	Zip Code (or Foreign Postal Code): 22201	
First Name: RANDY	Last Name: LAIR	Title: DIRECTOR
Mailing Address: 1320 N COURTHOUSE RD STE 500	City: ARLINGTON	
State (or Province): VIRGINIA	Zip Code (or Foreign Postal Code): 22201	

 Check here to add more officers, directors, and/or trustees.

Kelly Bulloch, Director, 1320 N Courthouse Rd, Ste 500, Arlington, VA 22201 Dale Gibbens, Director, 1320 N Courthouse Rd, Ste 500, Arlington, VA 22201

Part II Organizational Structure

- 1** You must be a corporation, limited liability company (LLC), unincorporated association, or trust to be tax exempt.

Select your type of organization.

Corporation

At the end of this form, you must upload a copy of your articles of incorporation (and any amendments) that shows proof of filing with the appropriate state agency.

Limited Liability Company (LLC)

At the end of this form, you must upload a copy of your articles of organization (and any amendments) that shows proof of filing with the appropriate state agency. Also, if you adopted an operating agreement, upload a copy, along with any amendments.

Unincorporated Association

At the end of this form, you must upload 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.

Trust

At the end of this form, you must upload a signed and dated copy of your trust agreement. Include signed and dated copies of any amendments.

- 2** Enter the date you formed. (MM/DD/YYYY)

08/31/2022

- 3** Select your state (or U.S. territory) of incorporation or other formation. If you were formed under the laws of a foreign country, select Foreign Country.

Delaware

- 4** Have you adopted bylaws? If "Yes," at the end of this form, upload a current copy showing the date of adoption. If "No," explain how you select your officers, directors, or trustees.

Yes

No

Part III Your Activities

1 Describe completely and in detail your past, present, and planned activities. Do not refer to or repeat the purposes in your organizing document or speculate about potential future programs. Your narrative description of activities should be thorough and accurate because we determine whether you qualify for 501(c)(4) exempt status based on the information in your application.

For each past, present, or planned activity, include information that answers the following questions:

- What is the activity?
- Who conducts the activity?
- Where is the activity conducted?
- What percentage of your total time is allocated to the activity?
- How is the activity funded (for example, donations, fees, etc.) and what percentage of your overall expenses is allocated to this activity?
- How does the activity further your exempt purposes?

Stand Together c4 Fund (STc4) is organized and will be operated exclusively in such a manner as to enable it to qualify for exemption from federal income taxation under section 501(c)(4) of the Internal Revenue Code of 1986, as amended (IRC) as a social welfare organization. All of STc4's past, present, and planned activities include grantmaking to other 501(c) entities and exclusively in support of section 501(c)(4) social welfare purposes, approved by the officers of the organization from its headquarters in Arlington, VA. STc4 will be supported by grants to STc4 from other 501(c)(4) organizations that share our vision of a society based on the principles of human progress, one of equal rights and mutual support and service among the entire community, where everyone has the opportunity to live a life of meaning and to succeed by benefitting others.

STc4's support for other 501(c) organizations that share, and will advocate for, our vision of a society of equal rights and community service has been recognized in many IRS rulings as consistent with section 501(c)(4) of the Internal Revenue. In Rev. Rul. 68 656, 1968 2 C.B. 216, the IRS recognized the section 501(c)(4) exempt status of an organization that advocated for changes in the law in a particular area. Among other things, the organization published material on the subject and proposed legislation relating to the activity. See also Rev. Rul. 71 530, 1971 2 C.B. 237 (tax reform organization recognized as exempt under section 501(c)(4) where it analyzed and made recommendations on proposed tax changes).

Part III Your Activities *(continued)*

2 Enter the 3-character NTEE Code that best describes your activities.

W01

Or check here if you want the IRS to select the NTEE Code that best describes your activities.

3 Do you or will you spend any money or time attempting to influence the selection, nomination, election, or appointment of any person to any federal, state, or local public office or to an office in a political organization? If "Yes," explain in detail and list the amounts of money and time you spent or plan to spend in each case.

 Yes No

4 Have you previously received a ruling or determination letter recognizing you (or any predecessor organization) as exempt under section 501(c)(3) which was later revoked by the IRS on the basis that you (or your predecessor) were carrying on propaganda or otherwise attempting to influence legislation or on the basis that you (or your predecessor) engaged in political activity? If "Yes," explain.

 Yes No

5 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," explain. If "No," continue to Line 6.

 Yes No

5a Are you a successor to a for-profit organization?

 Yes No

5b List the name, last address, and EIN of your predecessor organization and describe its activities.

Part III Your Activities (continued)

- 5c** List the owners, partners, principal stockholders, officers, and governing board members of your predecessor organization. Include their names, addresses, and share/interest in the predecessor organization (if for-profit).

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- 5d** Explain your relationship with your predecessor organization and why you took over its activities or assets or converted from for-profit to nonprofit status.

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- 5e** Do you or will you maintain a working relationship with any of the persons listed in question 5c or with any for-profit organization in which these persons own more than a 35% interest? If "Yes," describe the relationship.

 Yes No

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- 5f** Were any assets transferred, whether by gift or sale, from the predecessor organization to you? If "Yes," provide a list of assets, indicate the value of each asset, explain how the value was determined, and attach an appraisal, if available. For each asset listed, also explain if the transfer was by gift, sale, or combination thereof and describe any restrictions that were placed on the use or sale of the assets.

 Yes No

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Part III Your Activities (continued)

- 5g** Were any debts or liabilities transferred from the predecessor organization to you? If "Yes," provide a list of the debts or liabilities that were transferred to you, indicating the amount of each, how the amount was determined, and the name of the person to whom the debt or liability is owed. Yes No

- 5h** Will you lease or rent any property or equipment to or from the predecessor organization or any persons listed in Line 5c or a for-profit organization in which these persons own more than a 35% interest? If "Yes," describe the arrangement(s) including how the lease or rental value was determined. Yes No

- 6** Do you or will you have members? If "Yes," state your membership requirements, your classes of membership, the number of members in each class, and the voting rights or privileges associated with each class. Yes No

STc4 has a single member. Under STc4's bylaws, the member has the following powers: - Electing and removing directors - Determining the size of the board of directors - Approving amendments to the certificate of incorporation or the bylaws - Dissolving STc4, and, - In the event of a pending dissolution of the member, appointing a new member.

- 7** Do you or will you make any distributions of property or surplus funds to shareholders or members? If "Yes," explain. Yes No

Part III Your Activities (continued)

- 8** Do you or will you make grants, loans, or other distributions to organizations? If "Yes," describe the type and purpose of the grants, loans, or distributions, how you select your recipients including submission requirements (such as grant proposals or application forms), and the criteria you use or will use to select recipients. Also, describe how you ensure the grants, loans, and other distributions are or will be used for their intended purposes (including whether you require periodic or final reports on the use of funds and any procedures you have if you identify that funds are not being used for their intended purposes). Finally, describe the records you keep with respect to grants, loans, or other distributions you make and identify any recipient organizations and any relationships between you and the recipients. If "No," continue to Line 9. Yes No

STc4 intends to make grants to other organizations exclusively to advance social welfare purposes consistent with Internal Revenue Code Section 501(c)(4). STc4 plans to make grants, loans, or other distributions solely to other tax-exempt organizations, and solely and explicitly to support activities and purposes that are (a) compatible with STc4's mission and (b) consistent with STc4's status as a 501(c)(4) tax exempt organization. If STc4 ever makes a grant to any recipient other than a 501(c)(4) social welfare organization, the grant agreement will restrict the use of the funds solely to support a Code section 501(c)(4) purpose. STc4 will follow the expenditure control principles of Rev. Rul. 68-489, 1968-2 C.B. 210, to assure that its grants will be expended solely on section 501(c)(4)-compliant activities and purposes.

- 8a** Do you or will you make grants, loans, or other distributions to foreign organizations? If "Yes," name each foreign organization, the country and region within each country in which each foreign organization operates, any relationship you have with each foreign organization, and whether the foreign organization accepts contributions earmarked for a specific country or organization (if so, specify which countries or organizations). If "No," continue to Line 9. Yes No

- 8b** 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

- 8c** 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 periodic reporting requirements, auditing grantees, or site visits by your employees or compliance checks by impartial experts, to verify that grant funds are being used appropriately. Yes No

Part III Your Activities (continued)

8d Do you share board members or other key personnel with the recipient organization(s)? If "Yes," identify the relationships. Yes No

8e When you make grants, loans, or other distributions to foreign organizations, will you check the OFAC List of Specially Designated Nationals and Blocked Persons for names of individuals and entities with whom you are dealing to determine if they are included on the list? Describe any other practices you will engage in to ensure that foreign expenditures or grants are not diverted to support terrorism or other non-exempt activities. Yes No

8f Will you comply with all United States statutes, executive orders, and regulations that restrict or prohibit U.S. persons from engaging in transactions and dealings with designated countries, entities, or individuals, or otherwise engaging in activities in violation of economic sanctions administered by OFAC? Yes No

8g Will you acquire from OFAC the appropriate license and registration where necessary? Yes No

9 Do you or will you operate in a foreign country or countries? If "Yes," name each foreign country and region within each country in which you do or will operate and describe your operations in each one. If "No," continue to Line 10. Yes No

9a When you conduct activities in foreign countries, will you check the OFAC List of Specially Designated Nationals and Blocked Persons for names of individuals and entities with whom you are dealing to determine if they are included on the list? Describe any other practices you will engage in to ensure that foreign expenditures or grants are not diverted to support terrorism or other non-exempt activities. Yes No

Part III Your Activities (continued)

9b Will you comply with all United States statutes, executive orders, and regulations that restrict or prohibit U.S. persons from engaging in transactions and dealings with designated countries, entities, or individuals, or otherwise engaging in activities in violation of economic sanctions administered by OFAC? Yes No

9c Will you acquire from OFAC the appropriate license and registration where necessary? Yes No

10 Are you a homeowners' association? If "Yes," describe the area that your homeowners' association covers. If "No," continue to Line 11. Yes No

10a Explain who owns the properties in the area your homeowners' association covers, including common areas, and explain the respective voting rights of each property.

10b Do you or will you own or maintain common areas, streets, sidewalks, or facilities (such as swimming pools, tennis courts, parking, etc.)? If "Yes," describe these areas or facilities. Yes No

10c Do you or will you restrict your facilities and common areas from public access and use? If "Yes," describe the restrictions. If "No," explain the extent to which the general public may use your facilities and common areas. Yes No

Part III Your Activities *(continued)*

10d Do you or will you administer or enforce covenants for preserving your association's property? If "Yes," describe your covenant agreements and policies. Yes No

10e Do you or will you provide maintenance services to the exterior of private residences? If "Yes," explain. Yes No

11 Are you a local association of employees? If "Yes," state the name and address of each employer whose employees are eligible for membership. Yes No

Part IV Compensation and Other Financial Arrangements

1 Do you or will you compensate your officers, directors, trustees, employees, members, or independent contractors? If "No," continue to Line 2. Yes No

1a Do or will the individuals that approve compensation arrangements follow a conflict of interest policy? If "No," describe how you set compensation that is reasonable. Yes No

1b Do or will you compensate any of your officers, directors, trustees, employees, members, or independent contractors through nonfixed payments, such as discretionary bonuses or revenue-based payments? If "Yes," describe all nonfixed compensation agreements. Yes No

2 Do you or will you purchase or sell any goods, services, or assets from or to: (i) any of your officers, directors, or trustees; (ii) any family of any of your officers, directors, or trustees; (iii) any organizations 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; (iv) your highest compensated employees; (v) your highest compensated independent contractors; or (vi) any member of your organization? If "Yes," describe any such transactions that you made or intend to make, with whom you make or will make such transactions, how the terms are or will be negotiated at arm's length, and how you determine you pay no more than fair market value or you are paid at least fair market value. Yes No

Part IV Compensation and Other Financial Arrangements (continued)

- 3** Do you or will you have any leases, contracts, loans, or other agreements with: (i) your officers, directors, or trustees; (ii) any family of any of your officers, directors, or trustees; (iii) any organizations 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; (iv) your highest compensated employees; (v) your highest compensated independent contractors; or (vi) any member of your organization? If "Yes," describe any written or oral arrangements that you made or intend to make, with whom you have or will have such arrangements, how the terms are or will be negotiated at arm's length, and how you determine you pay no more than fair market value or you are paid at least fair market value. Yes No

Supplemental response in Attachment A.

- 4** Do you or will you be paid for services you perform? If "Yes," describe these services, the income and expenses related to the services, and the benefits these activities provide to the general public. Yes No

- 5** Do you or will you participate in any joint ventures, including partnerships or limited liability companies treated as partnerships, in which you share profits and losses with partners? If "Yes," for each joint venture, state your ownership percentage and your investment in each joint venture, describe the tax status of all other participants, describe the activities of each and how you exercise control over those activities, and describe how each joint venture furthers your exempt purposes. Yes No

Part V Financial Data

A. Statement of Revenues and Expenses

Type of revenue	Current tax year	2 prior or succeeding tax years	
	From: 08/31/2022 To: 12/31/2022	From: 01/01/2023 To: 12/31/2023	From: 01/01/2024 To: 12/31/2024
1 Gifts, grants, and contributions received	\$96,000,000.	\$90,000,000.	\$100,000,000.
2 Membership fees received			
3 Gross investment income			
4 Net unrelated business income			
5 Taxes levied for your benefit			
6 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)			
7 Any revenue not otherwise classified (provide an itemized list below)			
8 Total of lines 1 through 7	\$96,000,000.	\$90,000,000.	\$100,000,000.
9 Gross receipts from any activity that is related to your exempt purpose (provide an itemized list below)			
10 Total of lines 8 and 9	\$96,000,000.	\$90,000,000.	\$100,000,000.
11 Net gain or loss on sale of capital assets (provide an itemized list below)			
12 Total Revenue	\$96,000,000.	\$90,000,000.	\$100,000,000.
Type of expense	Current tax year	2 prior or succeeding tax years	
13 Fundraising expenses			
14 Contributions, gifts, grants, and similar amounts paid out (provide an itemized list below)	\$78,200,000.	\$86,300,000.	\$82,100,000.
15 Disbursements to or for the benefit of members (provide an itemized list below)			
16 Compensation of officers, directors, and trustees			
17 Other salaries and wages			
18 Interest expense			
19 Occupancy (rent, utilities, etc.)			
20 Depreciation and depletion			
21 Professional fees	\$5,000.	\$7,500.	\$10,000.
22 Any expense not otherwise classified, such as program services (provide an itemized list below)	\$10,000.	\$10,000.	\$10,000.
23 Total Expenses	\$78,215,000.	\$86,317,500.	\$82,120,000.

24 Itemized financial data

Bank fees \$3,000 per year Legal/registration fees \$2,000 per year Office expenses \$5,000 per year

Part V Financial Data (continued)

B. Balance Sheet (for your most recently completed tax year)		Year End: 12/31/2022
Assets		
1 Cash		\$12,600,000.
2 Accounts receivable, net		
3 Inventories		
4 Bonds and notes receivable (provide an itemized list below)		
5 Corporate stocks (provide an itemized list below)		
6 Loans receivable (provide an itemized list below)		
7 Other investments (provide an itemized list below)		
8 Depreciable assets (provide an itemized list below)		
9 Land		
10 Other assets (provide an itemized list below)		
11 Total Assets		\$12,600,000.
Liabilities		
12 Accounts payable		\$0.
13 Contributions, gifts, grants, etc. payable		
14 Mortgages and notes payable (provide an itemized list below)		
15 Other liabilities (provide an itemized list below)		
16 Total Liabilities		\$0.
Fund Balances or Net Assets		
17 Total fund balances or net assets		\$12,600,000.
18 Total Liabilities and Fund Balances or Net Assets		\$12,600,000.

19 Itemized financial data

Part VI Effective Date

In general, a determination letter recognizing exemption of an organization described in section 501(c)(4) is effective as of the date of formation if: (1) its purposes and activities prior to the date of the determination letter have been consistent with the requirements for exemption; and (2) it has filed an application for recognition of exemption within 27 months from the end of the month in which it was organized.

An organization that otherwise meets the requirements for tax-exempt status and the issuance of a determination letter that does not meet the requirements for recognition from the date of formation will be recognized from the submission date of its Form 1024-A application.

1 Are you submitting this application within 27 months of the end of the month in which you were legally formed? If "Yes," continue to Part VII. Yes No

2 Are you applying for reinstatement of exemption after being automatically revoked for failure to file required returns or notices for three consecutive years? If "No," continue to Part VII. Yes No

2a Revenue Procedure 2014-11, 2014-1 C.B. 411, provides for four procedures for reinstating your tax-exempt status. Select the section of Revenue Procedure 2014-11 under which you want us to consider your reinstatement request.

- Section 4. You are seeking retroactive reinstatement under section 4 of Revenue Procedure 2014-11. By selecting this line, you attest that you meet the specified requirements of section 4, that your failure to file was not intentional, and that you have put in place procedures to file required returns or notices in the future.
- Section 5. You are seeking retroactive reinstatement under section 5 of Revenue Procedure 2014-11. By selecting this line, you attest that you meet the specified requirements of section 5, that you have filed required annual returns, that your failure to file was not intentional, and that you have put in place procedures to file required returns or notices in the future. Describe how you exercised ordinary business care and prudence in determining and attempting to comply with your filing requirements in at least one of the three years of revocation and the steps you have taken or will take to avoid or mitigate future failures to file timely returns or notices.
- Section 6. You are seeking retroactive reinstatement under section 6 of Revenue Procedure 2014-11. By selecting this line, you attest that you meet the specified requirements of section 6, that you have filed required annual returns, that your failure to file was not intentional, and that you have put in place procedures to file required returns or notices in the future. Describe how you exercised ordinary business care and prudence in determining and attempting to comply with your filing requirements in each of the three years of revocation and the steps you have taken or will take to avoid or mitigate future failures to file timely returns or notices.
- Section 7. You are seeking reinstatement under section 7 of Revenue Procedure 2014-11, effective the date you are filing this application.

Part VII Annual Filing Requirements

If you fail to file a required information return or notice for three consecutive years, your exempt status will be automatically revoked.

- 1 Certain organizations are not required to file annual information returns or notices (Form 990, Form 990-EZ, or Form 990-N, e-Postcard). If you are granted tax-exemption, are you claiming to be excused from filing Form 990, Form 990-EZ, or Form 990-N? Yes No

If "Yes," are you claiming you are excused from filing because you are:

- An affiliate of a governmental unit that meets the requirements of Revenue Procedure 95-48, 1995-2 C.B. 418
- Other (describe)

Part VIII Notification Requirement Under Section 506

Most organizations described in section 501(c)(4) are required to notify the IRS that they are operating under section 501(c)(4) within 60 days of formation by filing Form 8976, Notice of Intent to Operate Under Section 501(c)(4). If an organization doesn't submit a timely notification, a penalty will be assessed. Submission of Form 1024-A doesn't satisfy the requirement to provide notice to the IRS.

- 1 Did you file Form 8976, Notice of Intent to Operate Under Section 501(c)(4), within 60 days of your formation? If "No," explain. Yes No

Part IX Signature

- I declare under the penalties of perjury that I am authorized to sign this application on behalf of the above organization and that I have examined this application, and to the best of my knowledge it is true, correct, and complete.

JEFFREY OGAR
 (Type name of signer)

SECRETARY
 (Type title or authority of signer)

10/29/2022
 (Date)

Upload checklist:

- Organizing document (and any amendments)
- Bylaws, if adopted
- Form 2848, Power of Attorney and Declaration of Representative (if applicable)
- Form 8821, Tax Information Authorization (if applicable)
- Supplemental responses (if applicable)
- Expedited handling request (if applicable)

Attachment A – Supplemental Answers

Part III, #1 – Stand Together c4 Fund (STc4) is organized and will be operated exclusively in such a manner as to enable it to qualify for exemption from federal income taxation under section 501(c)(4) of the Internal Revenue Code of 1986, as amended (IRC) as a social welfare organization. All of STc4's past, present, and planned activities include grantmaking to other 501(c) entities and exclusively in support of section 501(c)(4) social welfare purposes, approved by the officers of the organization from its headquarters in Arlington, VA. STc4 will be supported by grants to STc4 from other 501(c)(4) organizations that share our vision of a society based on the principles of human progress, one of equal rights and mutual support and service among the entire community, where everyone has the opportunity to live a life of meaning and to succeed by benefitting others.

STc4's support for other 501(c) organizations that share, and will advocate for, our vision of a society of equal rights and community service has been recognized in many IRS rulings as consistent with section 501(c)(4) of the Internal Revenue Code. In Rev. Rul. 68 656, 1968 2 C.B. 216, the IRS recognized the section 501(c)(4) exempt status of an organization that advocated for changes in the law in a particular area. Among other things, the organization published material on the subject and proposed legislation relating to the activity. See also Rev. Rul. 71 530, 1971 2 C.B. 237 (tax reform organization recognized as exempt under section 501(c)(4) where it analyzed and made recommendations on proposed tax changes).

Part III, #6 – STc4 has a single member. Under STc4's bylaws, the member has the following powers:

- Electing and removing directors
- Determining the size of the board of directors
- Approving amendments to the certificate of incorporation or the bylaws
- Dissolving STc4, and,
- In the event of a pending dissolution of the member, appointing a new member.

Part III, #8 – STc4 intends to make grants to other organizations exclusively to advance social welfare purposes consistent with Internal Revenue Code Section 501(c)(4). STc4 plans to make grants, loans, or other distributions solely to other tax-exempt organizations, and solely and explicitly to support activities and purposes that are (a) compatible with STc4's mission and (b) consistent with STc4's status as a 501(c)(4) tax exempt organization. If STc4 ever makes a grant to any recipient other than a 501(c)(4) social welfare organization, the grant agreement will restrict the use of the funds solely to support a Code section 501(c)(4) purpose. STc4 will follow the expenditure control principles of Rev. Rul. 68-489, 1968-2 C.B. 210, to assure that its grants will be expended solely on section 501(c)(4)-compliant activities and purposes.

Part IV, #3 - STc4 does not, nor does it anticipate, to engage in any leases, contracts, loans, or other agreements with (i) its officers, directors, or trustees; (ii) any family of any of its officers, directors, or trustees; (iii) any organizations in which any individual officer, director, or trustee owns more than a 35% interest, or (iv) any employees.

STc4 does not currently, but anticipates that it may, enter into contracts or other agreements with its sole member, Stand Together Chamber of Commerce, Inc ("Stand Together"), to facilitate provision of basic administrative and office support services by Stand Together to STc4. Several of STc4's officers

and directors are also officers or directors of Stand Together. It is anticipated that such agreements shall be donative in nature, outlining the terms on which services shall be provided to STc4 by Stand Together without remuneration.

STc4 does anticipate engaging in contracts with its highest paid independent contractors, since that is the nature of the independent contractor relationship.

STc4 does and will, to the extent necessary and appropriate, base contracting decisions on a variety of factors, which may include data about compensation paid by comparable organizations for similar services, current surveys compiled by independent firms, and/or actual written agreements entered by similarly situated organizations. As a consequence, not every lease, contract, loan, or other agreement will go through the same formulistic process and measures. However, STc4 does and will continue to ensure that both its current contracts and any future leases, contracts, loans, or other agreements (whether anticipated or unanticipated), are negotiated at arm's length, and that STc4 pays no more than fair market value and is paid at least fair market value.

Delaware

Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "STAND TOGETHER C4 FUND", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF AUGUST, A.D. 2022, AT 9:59 O`CLOCK A.M.




Jeffrey W. Bullock, Secretary of State

7000906 8100
SR# 20223407629

Authentication: 204289333
Date: 08-31-22

You may verify this certificate online at corp.delaware.gov/authver.shtml

CERTIFICATE OF INCORPORATION

OF

STAND TOGETHER C4 FUND

(A NON-STOCK CORPORATION)

I, the undersigned natural person of the age of twenty-one (21) years or more, acting as incorporator of a non-stock corporation, adopt the following Certificate of Incorporation for such corporation pursuant to the Delaware General Corporation Law.

ARTICLE I
NAME

The corporation's name is Stand Together c4 Fund (hereinafter the "Corporation").

ARTICLE II
DURATION

The Corporation's period of duration is perpetual.

ARTICLE III
PURPOSES

The Corporation shall be a non-profit corporation. Subject to the limitations set forth in Article VIII, the purposes for which the Corporation is organized and operated are to engage exclusively in such activities as may qualify it for exemption from federal income tax under Section 501(c)(4) of the Internal Revenue Code (hereinafter the "Code"); provided, however, that to the extent consistent with and possible under the above limitations, all contributions shall be made to organizations that invest in ideas and talent consistent with the Corporation's mission as defined by its bylaws ("Bylaws"), and as conclusively determined by its Board of Directors. Subject to the aforesaid provisions and limitations, the Corporation shall have the power and authority to engage in such lawful activities as the laws of the State of Delaware or otherwise may allow in furtherance of these purposes.

ARTICLE IV
MEMBERSHIP

The Corporation shall have one class of membership: Class A. No other membership classes shall exist. The number of Class A Members, the conditions of membership, and the rights and privileges afforded to members shall be determined and stated in the manner set forth by the Bylaws.

ARTICLE V
STOCK

The Corporation shall not be authorized to issue capital stock.

ARTICLE VI
DIRECTORS

The Corporation's business and affairs shall be managed by or under the direction of its governing body, which shall be known as the Board of Directors (and individual members of the Board of the Directors shall be known as Directors). The Board of Directors shall have all powers necessary or appropriate for administering the Corporation's business and affairs and may perform all acts in furtherance thereof as are not forbidden to the Directors by law, this Certificate of Incorporation, or the Bylaws.

The number of Directors shall be provided by the Bylaws, but in no event shall there be fewer than one (1) Director. The Class A Members shall elect Directors to terms as provided for by the Bylaws and may remove Directors as provided for by the Bylaws.

ARTICLE VII
BYLAWS

The Corporation's internal affairs shall be regulated by the Bylaws, and the Board of Directors shall supervise the management of the Corporation's business and affairs in accordance with the Bylaws. The power to amend or repeal the Bylaws shall be vested in the Board of Directors, subject to approval by a vote of the Class A Members.

ARTICLE VIII
LIMITATIONS ON ACTIVITY

At all times, notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of the Corporation, whether voluntary or involuntary or by operation of law, or any other provision of this Certificate of Incorporation:

- A. the Corporation shall not allow any part of the Corporation's net earnings to inure to the benefit of, or be distributable to, its Directors, Officers, or other private persons having a personal or private interest in the Corporation's activities, provided, however, that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III, above;
- B. the Corporation shall not possess or exercise any power or authority, or engage directly or indirectly in any activity, that would or might prevent it at any time from qualifying and continuing to qualify as a corporation described in Code sections 501(c)(4); and
- C. no part of the assets or net earnings of the Corporation shall ever be used, nor shall the Corporation ever be organized or operated, for purposes that are not exclusively within the meaning of Code Section 501(c)(4).

ARTICLE IX
LIMITATION ON PERSONAL LIABILITY

The personal liability of the Corporation's Members and Directors is hereby eliminated to the fullest extent permitted by the General Corporation Law of Delaware, as the same exists or may hereafter be amended. No amendment or repeal of this paragraph shall apply to or have any effect on the liability or alleged liability of any Director of the Corporation for or with respect to any act or omission on the part of such director occurring prior to such amendment or repeal.

The private property, both real and personal, of the Corporation's Members, Directors and officers shall not be subject to the payment of corporate debts to any extent whatsoever.

ARTICLE X
INDEMNIFICATION

The Corporation may indemnify its members, directors, officers, and employees to the fullest extent permitted by the Delaware General Corporation Law, as the same exists or may hereafter be amended, except to the extent that such indemnification would result in an excise tax under Chapter 42 of the Code.

ARTICLE XI
DISSOLUTION

Upon the Corporation's dissolution, the Board of Directors shall:

- A. pay or make provision for the payment of all the Corporation's liabilities;
- B. return, transfer, or convey (or make provision therefor) all assets held by the Corporation upon condition requiring such return, transfer, or conveyance in the event of the Corporation's dissolution; and

- C. as determined to be appropriate by the Board of Directors, unless otherwise provided for in the bylaws, dispose of the Corporation's remaining assets, subject to the conditions imposed in Article VIII, to such persons or organizations as may be specified in a plan of distribution.

ARTICLE XII
DEFINED TERMS

As used in this Certificate of Incorporation, the terms "Internal Revenue Code" and "Code" mean the United States Internal Revenue Code of 1986, as amended, and a reference to a provision of that Code shall be deemed to indicate the corresponding provision of any future United States internal revenue law.

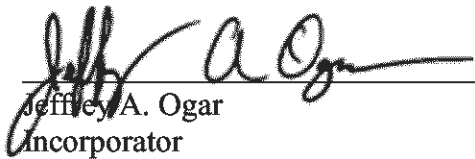
ARTICLE XIII
REGISTERED OFFICE AND REGISTERED AGENT

The Corporation's Registered Office in the State of Delaware is to be located at: 251 Little Falls Dr., Wilmington, DE 19808, County of New Castle. The Corporation's registered agent is to be Corporation Services Company. The Corporation's principal office is located at 1320 N. Courthouse Road, Suite 500, Arlington, Virginia 22201.

ARTICLE XIV
INCORPORATOR

The name and address of the Incorporator is Jeffrey Ogar, 1320 N. Courthouse Road, Suite 500, Arlington, Virginia 22201.

I, THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a not-for-profit corporation pursuant to the Delaware General Corporation Law, do make this Certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly hereunto set my hand this 31st day of August, A.D. 2022.

By: 
Jeffrey A. Ogar
Incorporator

**BYLAWS OF
STAND TOGETHER C4 FUND**

A Delaware Nonstock Corporation

Adopted: September 1, 2022

**SECTION 1
NAME; OFFICES; SEAL**

- Section 1.1.** **Name.** The name of the corporation is Stand Together c4 Fund (the “Corporation”).
- Section 1.2** **Offices.** The Corporation’s registered office shall be as set forth in its certificate of incorporation (the “Certificate of Incorporation”) until changed by its board of directors (the “Board of Directors”) as provided by law. The Corporation may also have additional offices and places of business, within or without the State of Delaware, as determined by the Corporation’s Board of Directors or officers.
- Section 1.3** **Seal.** The Corporation’s seal, if any, shall be in such form as the Board of Directors may prescribe.

**SECTION 2
MISSION**

- Section 2.1** **Mission.** Subject to the conditions and limitations set forth in the Corporation’s Certificate of Incorporation, the Corporation shall work toward a society based on the principles of human progress – one of equal rights and mutual benefit where everyone has the opportunity to live a life of meaning and succeed by benefitting others. The Corporation shall advance this business by partnering with social entrepreneurs who apply these principles to empower people to realize their potential.

**SECTION 3
MEMBERS**

- Section 3.1.** **Membership.** There shall be one (1) membership class: Class A. No other membership class shall exist. The Class A Membership shall consist of no more than one (1) Class A Member. The initial Class A Member shall be Stand Together Chamber of Commerce, Inc., a Delaware non-profit corporation.

Section 3.2 **General Powers.** The Class A Member shall have the following powers:

- (a) electing or removing Directors, with or without cause;
- (b) determining the Board of Directors' size, subject to the limitations provided in Section 4.1;
- (c) approving amendments to the Certificate of Incorporation or the Bylaws;
- (d) dissolving the Corporation; and
- (e) in the event of a pending dissolution or other winding-up of the Class A Member, appointment of a new Class A Member.

Section 3.3 **Actions.** The Class A Member may act without a meeting or prior notice if the Class A Member delivers Notice of such action to the Corporation in the manner required by the Delaware General Corporation Law.

Section 3.4 **Transfer of Membership.** Except as provided in Section 3.2(e), the Class A Membership shall not and cannot be transferred or hypothecated, whether by assignment, sale, exchange, inheritance, intestacy, operation of law, or otherwise. Any purported transfer of Class A Membership other than pursuant to Section 3.2(e) shall not be recognized by the Corporation and is null and void *ab initio* and of no force or effect.

SECTION 4 **BOARD OF DIRECTORS**

Section 4.1 **Size; Election; Terms.** The Corporation's business and affairs shall be managed by or under the direction of its governing body, which shall be known as the "Board of Directors." Individual members of the Board of Directors shall be known as "Directors." The Board of Directors shall have at least one (1) and no more than ten (10) Directors. Directors shall be elected pursuant to Section 3.2(a). There shall be no limit to a Director's term, and Directors shall hold office until the election of a successor, or until their death, resignation, or removal.

Section 4.2 **General Powers.** The Board of Directors shall possess and may exercise any and all powers granted to the Corporation by law, the Certificate of Incorporation, or these Bylaws, except as otherwise provided by law, the Certificate of Incorporation, these Bylaws, or otherwise reserved for the Class A Member.

Section 4.3 **Meetings of Directors; Notice; Waiver.** The Board of Directors shall meet at least once per calendar year (the “Annual Meeting”). Notice of all meetings shall be in writing and shall be given to each Director personally, by mail, or by electronic transmission. Notice must contain the time and location of the meeting and must be given at least ten (10) days prior to the Annual Meeting or forty-eight (48) hours in advance of any other meeting, unless waived by all Directors.

Section 4.4 **Conduct of Meetings; Actions Without Meetings.**

(a) **Quorum.** A majority of the total number of Directors then in office shall constitute a quorum for the transaction of business.

(b) **Voting.** At all meetings, each Director shall be entitled to one (1) vote. The affirmative vote of a majority of Directors present at any meeting at which a quorum is present shall be the act of the Directors, unless a greater number of Directors is specifically required by law, by the Certificate of Incorporation, or by these Bylaws.

(c) **Actions by Consent.** Any action required or permitted to be taken by a meeting of the Board of Directors (or by any committee) may be taken without a meeting if each Director (or member of the committee) signs and dates a written consent setting forth the action. Such consents (which may be in one or several instruments) shall be filed with the minutes of the proceedings of the Board of Directors or of the committee. Unless otherwise specified in such consents, the effective date of any action by consent is the date on which the last Director signed his/her consent.

Section 4.5 **Meeting by Electronic Means of Communication.** Any meeting of the Board of Directors may be held by telephone conference or any other electronic means of communication in which all Directors participating in the meeting can hear each other simultaneously. Participation in any meeting so conducted shall constitute presence at the meeting by all Directors participating therein.

Section 4.6 **Removal; Resignation.** The Class A Member may remove any Director, with or without cause, pursuant to Section 3.2(a). Any Director may resign at any time by giving notice to the Board of Directors. Any removal or resignation of a Director shall take effect at the time specified in the notice, and the acceptance of any resignation is unnecessary for it to become effective.

Section 4.7 **Committees.** The Board of Directors may establish committees as it deems necessary by the affirmative vote of a majority of all Directors then in office. Each committee must be composed of at least one (1) director and may not contain any non-Directors. The actions of committees are governed by all provisions in this Section 4. The Board of Directors may delegate any power or authority to a committee granted by law, the Certificate of Incorporation, or these Bylaws.

Section 4.8 **Compensation; Reimbursement.** Directors shall receive no compensation for their services but may be reimbursed for reasonable expenses paid while acting on the Corporation's behalf. Nothing herein shall preclude any director from serving the Corporation in any other capacity and receiving compensation therefor as authorized by the Board of Directors or officers of the Corporation.

Section 4.9 **Vacancies.** If any vacancy shall occur among the Directors by reason of death, resignation or removal, or as the result of an increase in the number of directorships, the Class A Member may fill any such vacancy. In the event there is a vacancy in the Class A membership, the Board of Directors shall appoint a new Class A Member at its next meeting and may fill any vacancies in the Board of Directors until the new Class A Member is appointed.

SECTION 5 **OFFICERS**

Section 5.1 **Officers; Election; Term.** The Board of Directors shall elect the Corporation's officers, which shall include a Chief Executive Officer, a Secretary, and a Treasurer. The Board of Directors may also appoint other officers and assistant officers. Any number of offices may be held by the same person. All officers shall remain in office until their death, removal, or resignation.

Section 5.2 **Powers and Duties.** Except as otherwise provided by the Board of Directors, each officer shall have such powers and shall perform such duties as typically pertain to their offices, as well as any additional powers or duties as assigned by the Board of Directors or (in the cases of all officers other than the Chief Executive Officer), by the Chief Executive Officer; provided, however, that no officer may undertake any action that is inconsistent with applicable law, the Certificate of Incorporation, or these Bylaws.

Section 5.3 **Removal; Resignation.** Any officer may be removed, with or without cause, by the affirmative vote of the majority of the Board of Directors then in office or by the Class A Member, acting individually. Any officer may resign at any time by giving notice of such resignation. Any removal or resignation of an officer shall take effect at the time specified in the officer's notice of resignation, and the acceptance of any resignation is unnecessary for it to become effective.

Section 5.4 **Compensation; Reimbursement.** The compensation of officers shall be set by the Board of Directors (or by an officer or employee to whom that duty has been delegated). Officers may be reimbursed for reasonable expenses paid while acting on behalf of the Corporation.

SECTION 6
GENERAL PROVISIONS

- Section 6.1** **Notice.** Notice of any action by the Class A Member, or by any Director, officer, or employee, shall be provided through a signed written communication to the Board of Directors through the Secretary.
- Section 6.2** **Electronic Communications and Signatures.** Electronic communications and signatures may be used in connection with all matters contemplated by these Bylaws, except to the extent prohibited by applicable law. The Class A Member, Directors, officers, employees, and the Corporation may use and rely upon electronic communications, records, and signatures for notice, waivers, consents, undertakings, and any other documents, communications, or information of any type. An electronically transmitted written document will be deemed to satisfy any requirement that such document be “written,” “in writing,” or the like. An electronic signature by any person on any document (properly authenticated) will be deemed to satisfy any requirement that such document be “signed” or “executed” by such person. An electronic transmittal or communication of a document in writing shall constitute delivery of such document. The Class A Member, Directors, officers, employees, and the Corporation shall not contest the authorization for, validity or enforceability of, electronic records or signatures, or the admissibility of copies thereof, under any applicable law relating to whether such documents or records are to be in writing or signed by the party to be bound.
- Section 6.3** **Documents; Books and Records.** The Corporation shall keep at its principal place of business an original or copy of all Notices or other actions of the Class A Member, all proceedings of the Board of Directors (and any committees), the Certificate of Incorporation, and these Bylaws (including all amendments thereto), as well as true, correct, and complete books and records of account.
- Section 6.4** **Fiscal Year; Deposits and Accounts; Disbursements.** The Corporation’s fiscal year shall be set by the Board of Directors. All funds of the Corporation not otherwise employed shall be deposited in general or specific accounts in such depositories as the Board of Directors (or any committee or officer to which such authority has been delegated) deems appropriate. For the purpose of deposit and collection for the Corporation’s account, negotiable instruments may be endorsed, assigned, or delivered on the Corporation’s behalf by officers or other agents determined by the Board of Directors. The disbursement of monies or incurrence of debts may be undertaken by such officers or agents of the Corporation, and in such manner, as determined by the Board of Directors.
- Section 6.5** **Indemnification.** The Corporation may indemnify and advance expenses to its Class A Member, Directors, officers, employees, or any other persons to the fullest extent permitted by the General Corporation Law of the State of Delaware, as the same exists or may hereafter be amended.

Section 6.6 **Severability.** To the extent that any provision of these Bylaws is found to be invalid or unenforceable:

- (a) such invalidity or unenforceability shall not affect the validity or enforceability of any other provision of these Bylaws;
- (b) such provision found to be invalid or unenforceable shall be deemed reformed to the extent necessary to conform to applicable law and to give the maximum effect to the intent manifested by such provision; and
- (c) to the fullest extent possible, the provisions of these Bylaws shall be construed so as to give effect to the intent manifested thereby.

Section 6.7 **Amendment.** These Bylaws and the Corporation's Certificate of Incorporation may only be amended with the approval of the Class A Member.