

Delaware

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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 "AMERICAN FRIENDS OF EDTF INC.", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF SEPTEMBER, A.D. 2018, AT 3:52 O`CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.




Jeffrey W. Bullock, Secretary of State

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SR# 20186875035

Authentication: 203516370
Date: 09-28-18

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

CERTIFICATE OF INCORPORATION
of
AMERICAN FRIENDS OF EDTF INC.

FIRST: The name of the corporation is: American Friends of EDTF INC. (the “**Corporation**”).

SECOND: The address of the registered office of the Corporation in the State of Delaware is 251 Little Falls Drive, Wilmington, Delaware 19808 in the County of New Castle. The name of the registered agent of the Company is Corporation Service Company.

THIRD: The objects and purposes for which the corporation is formed are to solicit, receive and maintain a fund or funds, the principal and income of which shall be applied exclusively for religious, charitable, scientific, testing for public safety, literary or educational purposes; and, as a means to this end, such purposes are to be carried out:

(a) By making gifts, grants and contributions to, and expending funds directly for or on behalf of, such charitable organization or organizations as shall be selected from time to time by the Board of Directors, for exclusively charitable purposes related to the operations of such organization or organizations;

(b) Either directly or indirectly, either alone or in conjunction with others, whether such others be persons or organizations of any nature, such as firms, trusts, associations, syndicates, institutions, agencies, corporations or governmental bureaus, departments or agencies, by doing all such things and acts, and engaging in such activities as are necessary, useful, suitable, desirable or proper to carry out the purposes set forth herein.

As a means of accomplishing the foregoing purposes, the Corporation shall have all the powers which are now, or hereafter may be, conferred by law upon a corporation organized for the purposes herein above set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the Corporation, subject to such limitations as are or may be prescribed by law.

FOURTH: The Corporation is not organized for pecuniary profit and shall not have any capital stock; no part of its net earnings or of its capital shall inure to the benefit of any member, director (however styled), or officer of the Corporation, or any other individual, but reimbursement for expenditures or the payment of reasonable compensation for personal services rendered shall not be deemed to be a distribution of income or capital.

FIFTH: The conditions of membership shall be as stated in the by-laws of the Corporation.

SIXTH: The name and mailing address of the incorporator is:

<u>NAME</u>	<u>MAILING ADDRESS</u>
David E. Stutzman	c/o Seward & Kissel LLP One Battery Park Plaza New York, New York 10004

SEVENTH: The Corporation shall have perpetual existence.

EIGHTH: Upon the termination, dissolution or winding up of the Corporation in any manner or for any reason, voluntary or involuntary, all property of the Corporation, from whatever source arising, shall be distributed to such organizations as are then described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”) and are exempt from tax by virtue of Section 501(a) of the Code, or corresponding provisions of any subsequent Federal tax laws, as the Board of Directors of the Corporation shall determine.

NINTH: (a) In limitation of the general powers conferred by the laws of the State of Delaware, it is expressly provided that the Corporation shall not have the power to do any act or thing, or to engage in any activity, which would disqualify the corporation from exemption under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, or corresponding provisions of any subsequent Federal tax laws.

(b) The purposes of this corporation are charitable.
Except as permitted, with an appropriate election, by Section 501(h) of the Code, or any

comparable section in effect from time to time, no part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation within the meaning of Section 501(c)(3) of the Code, or any comparable section in effect from time to time. The corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for office.

TENTH: Anything contained in this certificate to the contrary notwithstanding, during any period when the Corporation shall be deemed a Private Foundation within the meaning of Section 509 of the Code, but during such period only, the Corporation shall be subject to the following duties and restrictions:

(a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Code, or corresponding provisions of any subsequent Federal tax laws.

(b) The Corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Code, or corresponding provisions of any subsequent Federal tax laws.

(c) The Corporation shall not retain any excess business holdings as defined in section 4943(c) of the Code, or corresponding provisions of any subsequent Federal tax law.

(d) The Corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the Code, or corresponding provisions of any subsequent Federal tax laws.

(e) The Corporation shall not make any taxable expenditures as defined in section 4945(d) of the Code, or corresponding provisions of any subsequent Federal tax laws.

ELEVENTH: The activities and affairs of the Corporation shall be managed by a board of directors. The number of directors which shall constitute the whole board shall be such as from time to time shall be fixed by, or in the manner provided in, the by-laws. The directors need not be members of the corporation unless so required by the by-laws. The board of directors shall be elected or appointed by the members (as provided

in the by-laws) at the annual meeting of the Corporation, and shall hold office until their successors are respectively elected or appointed and qualified. Election of directors need not be by ballot unless requested by a member present at the meeting at which the election is held. The by-laws shall specify the number of directors necessary to constitute a quorum. The board of directors may, by resolution or resolutions, passed by a majority of the whole board, designate one or more committees, which to the extent provided in said resolution or resolutions or in the by-laws of the Corporation shall have and may exercise the powers of the board of directors in the management of the activities and affairs of the corporation and may have power to authorize the seal of the corporation to be affixed to all papers which may require it; and such committee or committees shall have such name or names as may be stated in the by-laws of the Corporation or as may be determined from time to time by resolution adopted by the board of directors. The directors of the Corporation may, if the by-laws so provide, be classified as to term of office. The Corporation may elect such officers as the by-laws may specify who shall, subject to the provisions of the statute, have such titles and exercise such duties as the by-laws may provide. The board of directors is expressly authorized to make, alter or repeal the by-laws of this Corporation.

The Corporation may in its by-laws confer powers upon its board of directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon them by the statute, provided that the board of directors shall not exercise any power or authority conferred herein or by statute exclusively upon the members.

TWELFTH: Meetings of members may be held outside the State of Delaware, if the by-laws so provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside of the State of Delaware at such place or places as may be from time to time designated by the board of directors.

THIRTEENTH: Any amendment to the certificate of incorporation shall be approved by a majority of the votes which at any time are authorized to be cast by all of the members.

THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to Chapter 1 of Title 8 of the Delaware Code, does make this certificate, hereby acknowledging that it is his act and deed and that the facts herein stated are true, and accordingly has hereunto set his hand and seal as of September 27, 2018.



David E. Stutzman

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