

# 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 "OPENWORM FOUNDATION", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF JULY, A.D. 2015, AT 5:28 O'CLOCK P.M.


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

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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 2568881

DATE: 07-18-15

**CERTIFICATE OF INCORPORATION  
OF  
OPENWORM FOUNDATION**

**ARTICLE I - NAME**

The name of the corporation ("Corporation") is OpenWorm Foundation.

**ARTICLE II - REGISTERED OFFICE AND AGENT**

The Corporation's registered office in the State of Delaware is to be located at 160 Greentree Drive, Suite 101, in the City of Dover, County of Kent, Zip Code 19904. The name of the Corporation's registered agent is National Registered Agents, Inc.

**ARTICLE III - PURPOSES AND POWERS**

The Corporation shall be a non-profit corporation. The Corporation is organized, and shall be operated, 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. The Corporation shall have all powers that may now or hereafter be lawful for a non-profit corporation to exercise under the General Corporation Law of the State of Delaware (the "Delaware General Corporation Law") and Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE IV - CAPITAL STOCK**

The Corporation shall not have any capital stock.

**ARTICLE V - MEMBERSHIP**

Unless otherwise provided for by the Bylaws of the Corporation, the directors of the Corporation shall be the members of the Corporation for all purposes. All actions, consents and approvals taken by the directors shall be and be deemed to be taken by them as the members and as the directors of the Corporation for all purposes, whether or not the specific action, consent or approval specifically references them as acting as members at the time.

## ARTICLE VI - INCORPORATOR

The name and mailing address of the incorporator (the "Incorporator") are as follows:

Name: Jonathan D. Bean  
Address: 1995 Broadway, 17<sup>th</sup> Floor  
New York, NY 10023

## ARTICLE VII - DIRECTORS

The number of directors of the Corporation shall initially be fixed by the Incorporator and thereafter be fixed from time to time by a bylaw or amendment thereof duly adopted by the Board of Directors of the Corporation or by the members. Election of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

## ARTICLE VIII - 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 IX - TAX-EXEMPT NON-PROFIT CORPORATION

The Corporation shall be neither organized nor operated for pecuniary gain or profit.

- (1) 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 III hereof.
- (2) 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.
- (3) 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 X - PRIVATE FOUNDATION RESTRICTIONS

If the the Corporation shall be classified as a private foundation within the meaning of Section 509 of the Internal Revenue Code, or the corresponding section of any future federal tax code, it shall be subject to the following additional restrictions for as long as such private foundation status continues:

- (1) The Corporation shall distribute its income for each taxable year at such time and in such manner as to not become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- (2) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- (3) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- (4) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- (5) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

## ARTICLE XI - LIMITATION OF LIABILITY

No director of the Corporation shall be liable to the Corporation or its members for monetary damages for breach of fiduciary duty as a director, provided that this provision shall not eliminate or limit the liability of a director

- (1) for any breach of such director's duty of loyalty to the Corporation or its members;
- (2) for acts or omissions not in good faith or which involves intentional misconduct or a knowing violation of law;
- (3) under Section 174 of the Delaware General Corporation Law; or
- (4) for any transaction from which such director derived an improper personal benefit.

If the Delaware General Corporation Law hereafter is amended to authorize further limitation of the liability of directors, then the liability of a director of the Corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Delaware General Corporation Law.

Any repeal or modification of this Article XI shall be prospective only and shall not adversely affect any right or protection of, or any limitation on the liability of a director of the Corporation existing at, or arising out of the facts or incidents occurring prior to, the effective date of such repeal or modification.

For purposes of this Article XI, "fiduciary duty as a director" also shall include any fiduciary duty arising out of serving at the Corporation's request as a director of another corporation, partnership, limited liability company, joint venture or other enterprise, and any liability to the Corporation in its capacity as a security holder, joint venturer, partner, member, beneficiary, creditor or investor of or in any such other corporation, partnership, limited liability company, joint venture, trust or other enterprise.

**ARTICLE XII - RESERVATION OF RIGHT TO AMEND CERTIFICATE OF INCORPORATION**

The Corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, and other provisions authorized by the law of the State of Delaware at the time in force may be added or inserted, in the manner now or hereafter prescribed by law; and all rights, preferences, and privileges of any nature conferred upon members, directors, or any other persons by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to the rights reserved in this Article XII.

**ARTICLE XIII - SEVERABILITY**

In the event that any provision of this Certificate of Incorporation (including any provision within a single article, paragraph or sentence) is held by a court of competent jurisdiction to be invalid, void, or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned, a citizen of the United States, being the Incorporator herein above named for the purpose of forming a corporation pursuant to the Delaware General Corporation Law, hereby certifies that the facts herein above stated are truly set forth, and accordingly executes this Certificate of Incorporation.

  
Jonathan D. Bean

07/17/15  
Date