

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 "WORLD TRANSFORMATION MOVEMENT, INC.", FILED IN THIS OFFICE ON THE SEVENTH DAY OF AUGUST, A.D. 2019, AT 11:47 O`CLOCK A.M.

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




Jeffrey W. Bullock, Secretary of State

7551451 8100
SR# 20196386200

Authentication: 203382307
Date: 08-09-19

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

State of Delaware
 Secretary of State
 Division of Corporations
 Delivered 11:47 AM 08/07/2019
 FILED 11:47 AM 08/07/2019
 SR 20196386200 - File Number 7551451

CERTIFICATE OF INCORPORATION

OF

WORLD TRANSFORMATION MOVEMENT, INC.

A Nonstock Nonprofit Corporation Organized Under
 The Delaware General Corporation Law

The undersigned, a natural person, for the purpose of organizing a corporation not for profit and without authority to issue capital stock under the provisions and subject to the requirements of the laws of the State of Delaware (particularly Chapter 1, Title 8 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified, and referred to as the "Delaware General Corporation Law"), does hereby certify that:

FIRST: Name. The name of the Corporation is "World Transformation Movement, Inc." (the "Corporation").

SECOND: Nonstock Nonprofit. The Corporation is a nonprofit corporation and shall neither have nor issue shares of stock.

THIRD: Members. The Corporation shall have two (2) class of members, whose respective rights, powers and duties shall be as specified herein and in the Corporation's bylaws (the "Bylaws"). The succession of members of the Corporation shall be as provided in the Bylaws.

FOURTH: Registered Agent. The name and address of the Registered Agent of the Corporation is as follows:

<i>Name of Agent:</i>	The Corporation Trust Company
<i>Registered Office Address:</i>	1209 Orange Street Wilmington (New Castle County) Delaware 19801

FIFTH: Purposes. The Corporation shall be organized and operated exclusively for religious, charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). The Corporation shall be permitted to conduct its activities anywhere in the world and shall be specifically authorized:

- (a) to advance study of, research into and analysis of:
- (i) the human condition; and
 - (ii) the evolution, biological development and psychological development of the human race,

with the aims of:

- (1) understanding the origin and causes of the human condition;

- (2) ameliorating the human condition and the suffering caused by the human condition and
 - (3) transforming individuals, the human race and thus the world;
- (b) to advance education, awareness, discussion and debate about the subject of the human condition in an among both the scientific community (including but not limited to those practicing in the fields of biology, anthropology, primatology, philosophy, psychology and psychiatry) and the general community; and
- (c) to do such other things as are incidental or conducive to the attainment of any of the charitable purposes outlined in clauses (a) or (b) above.

The Corporation may do each and everything necessary and proper for the furtherance or accomplishment of any of the purposes enumerated in this Certificate of Incorporation or any amendment hereto, and may carry out any lawful pursuit necessary or incidental to the accomplishment of such purposes of the Corporation, either alone or in association with other corporations, firms, or individuals. Notwithstanding any other provisions of this Certificate of Incorporation to the contrary, the Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity that would invalidate its status as: (i) a corporation that is exempt from federal income taxation as an organization described in Code Section 501(c)(3); or (ii) an organization to which contributions are deductible under Code Section 170(c).

The purposes and powers enumerated herein shall in no way be construed as a limitation of the powers granted to corporations by the laws of the State of Delaware, except to the extent that the exercise of such powers would conflict with the limitations set forth in Code Section 501(c)(3) and the regulations promulgated thereunder. The Corporation shall have the authority to exercise all of the powers conferred upon corporations organized not for profit and without authority to issue capital stock under the provisions of the Delaware General Corporation Law, provided that the exercise of any such powers shall be in furtherance of any one or more of the aforementioned exempt purposes of the Corporation.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, members, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to reimburse reasonable expenses actually incurred in furtherance of the aforementioned exempt purposes and on behalf of the Corporation. No 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 or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

SIXTH: Management Liability. The Corporation shall be managed by a Board of Directors, whose rights, powers, and duties shall be as specified in the Bylaws. The personal liability of each director is hereby limited to the fullest extent permitted under Paragraph 7 of Subsection (b) of Section 102 of the Delaware General Corporation Law.

SEVENTH: Dissolution. The Corporation may be dissolved at any time by the affirmative vote of at least seventy-five percent (75%) of all voting members of the Corporation. If the Corporation shall be dissolved, the assets of the Corporation, reduced by the amount of any liabilities owed by the Corporation, shall be paid to one or more corporations, funds, foundations, or organizations selected by the voting

members as having purposes which are the same or similar to the purposes of this Corporation, provided that all such corporations, funds, foundations, and organizations shall, at such time, be described within Section Code 501(c)(3), as amended from time to time, or any similar succeeding law.

EIGHTH: Amendment of Certificate. This Certificate of Incorporation may be amended by the affirmative vote of at least seventy-five percent (75%) of the voting members of the Corporation. No such amendment, alteration, or repeal of the Certificate of Incorporation shall be effected that would result in the denial of tax-exempt status to the Corporation under Code Section 501(c)(3).

NINTH: Amendment of Bylaws. The Bylaws of the Corporation may be amended by an affirmative vote of at least seventy-five percent (75%) of the voting members of the Corporation. No such amendment, alteration, or repeal of the Bylaws shall be effected that would result in the denial of tax-exempt status to the Corporation under Code Section 501(c)(3).

Dated this 7th day of August, 2019.

THE SOLE INCORPORATOR:



Paul M. Roy, Esq.
c/o Withers Bergman LLP
157 Church Street, 12th Floor
New Haven, Connecticut 06510

BYLAWS

OF

WORLD TRANSFORMATION MOVEMENT, INC.

A Nonstock Nonprofit Corporation Organized Under
The Delaware General Corporation Law

Adopted as of the 26th day of August, 2019

BYLAWS
OF
WORLD TRANSFORMATION MOVEMENT, INC.

ARTICLE I. NAME AND PURPOSE 1

ARTICLE II. OFFICE AND BOOKS 1

Section 1. Office. 1

Section 2. Books and Records. 1

ARTICLE III. MEMBERS 1

Section 1. Classification; Term. 1

Section 2. Voting Members. 1

Section 3. Additional Voting Members. 1

Section 4. Removal. 2

Section 5. Resignation. 2

Section 6. Incapacity. 2

Section 7. Successor Members. 2

Section 8. Meetings of Members. 2

Section 9. Conduct of Meetings. 2

Section 10. Quorum. 3

Section 11. Voting. 3

Section 12. Meetings by Means of Telecommunications. 3

Section 13. Proxy Voting. 3

Section 14. Reimbursement for Expenses. 3

Section 15. Action Without Meeting. 3

Section 16. Assignment of Rights. 3

Section 17. General Members. 3

ARTICLE IV. BOARD OF DIRECTORS 4

Section 1. Identification; Number. 4

Section 2. Classification; Election; Term. 4

Section 3. Responsibilities. 4

Section 4. Resignation. 4

Section 5. Removal. 4

Section 6. Newly-Created Directorships; Vacancies. 4

Section 7. Meetings of the Board of Directors. 4

Section 8. Quorum. 4

Section 9. Voting	5
Section 10. Action Without a Meeting.....	5
Section 11. Meetings by Means of Telecommunication.	5
Section 12. Compensation and Expenses.....	5
Section 13. Rules and Regulations.....	5
ARTICLE V. COMMITTEES OF THE BOARD OF DIRECTORS	5
Section 1. Establishment of Committees.	5
Section 2. Executive Committee.	5
Section 3. Removal.	6
Section 4. Vacancies.....	6
ARTICLE VI. ADVISORY BOARDS.....	6
Section 1. Creation and Purpose.	6
Section 2. Term.	6
Section 3. Number and Termination.	6
Section 4. Alternate Members.....	6
Section 5. Meetings.....	6
Section 6. No Implicit Delegation of Authority.....	6
ARTICLE VII. OFFICERS, EMPLOYEES, AND AGENTS	7
Section 1. Number and Qualification.....	7
Section 2. Other Officers.....	7
Section 3. President.	7
Section 4. Vice President.	7
Section 5. Secretary.....	7
Section 6. Treasurer.....	7
Section 7. Bonds.	7
Section 8. Removal.	8
Section 9. Resignation.	8
Section 10. Vacancies.	8
Section 11. Compensation of Officers, Employees and Agents.....	8
ARTICLE VIII. INDEMNIFICATION	8
Section 1. Permissible Indemnification.	8
Section 2. Mandatory Indemnification.	9
Section 3. Insurance.....	9
ARTICLE IX. CONTRACTS, FUNDS, CHECKS, AND INVESTMENTS	9
Section 1. Checks, Notes and Contracts; Depositories of Funds.....	9
Section 2. Investments; Loans; Conflicts of Interest.....	9

Section 3. Stock of Other Corporations.....	9
Section 4. Endowments; Designated Contributions.....	10
ARTICLE X. FISCAL YEAR; SEAL.....	10
Section 1. Fiscal Year.....	10
Section 2. Corporate Seal.....	10
ARTICLE XI. NOTICES AND WAIVERS.....	10
Section 1. Notice of Directors' and Officers' Meetings.....	10
Section 2. Notice of Members' Meetings.....	11
Section 3. Waivers of Notice.....	11
ARTICLE XII. AMENDMENTS; DISSOLUTION.....	11
Section 1. Amendments.....	11
Section 2. Dissolution.....	11

BYLAWS
OF
WORLD TRANSFORMATION MOVEMENT, INC.

A Nonstock Nonprofit Corporation Organized Under
The Delaware General Corporation Law
Adopted as of the 26th day of August, 2019

ARTICLE I.
NAME AND PURPOSE

The name of the corporation is WORLD TRANSFORMATION MOVEMENT, INC. (the "Corporation"). The general purposes for which the Corporation was formed are those stated in the Corporation's Certificate of Incorporation, and any subsequent amendments thereto, as filed with the office of the Delaware Secretary of State (the "Certificate"), in the Article therein called "Purposes."

ARTICLE II.
OFFICE AND BOOKS

Section 1. Office. The Corporation shall have offices at such places, either within or without the State of Delaware, as the Board of Directors (known and referred to hereinafter as the "Board of Directors") may from time to time determine.

Section 2. Books and Records. There shall be kept at the office of the Corporation correct and complete books of account of the activities, accounts and transactions of the Corporation, including a minute book, which shall contain a copy of the Certificate, a copy of these Bylaws, and the minutes of all meetings of the Board of Directors.

ARTICLE III.
MEMBERS

Section 1. Classification; Term. The Corporation shall have two (2) class of members: voting members and general members. A member need not be a citizen of the United States or a resident of the State of Delaware. Each member shall serve until his or her membership ceases in accordance with this Article. The rights, powers, and duties of members shall be those specified below.

Section 2. Voting Members. The initial voting members of the Corporation are those persons identified as such by the Incorporator. Each voting member of the Corporation shall continue in office until his or her successor has been appointed and has qualified, or until his or her earlier death, incapacity, removal or resignation as provided herein.

Section 3. Additional Voting Members. Additional Voting Members may be appointed through nomination by a voting member and subsequent ratification of the nomination by at least seventy-five percent (75%) of all the Voting Members at a meeting called for such purpose.

Section 4. Removal. Any voting member may be removed with or without cause any time by an affirmative vote of seventy-five percent (75%) of all voting members other than the voting member subject to removal.

Section 5. Resignation. Any voting member may resign from office at any time by delivering written notice of such resignation to the Board of Directors, the Chairperson of the Board of Directors, if any, the President, the Secretary, or the Corporation at its principal office. Such notice shall be effective immediately upon delivery or at a later time specified therein without the need for acceptance.

Section 6. Incapacity. A voting member shall cease to be a member and, therefore, shall forfeit all rights of membership during any period of Incapacity. For the purposes of this Section, an individual shall be deemed "Incapacitated" or in a state of "Incapacity" if: (i) a court of competent jurisdiction has appointed a guardian, conservator, or similar legal representative of such individual's estate or property; or (ii) two (2) licensed physicians have certified that such individual is substantially incapable of managing such individual's financial affairs. Following a period of Incapacity, an individual will no longer be treated as Incapacitated if: (i) a court of competent jurisdiction determines that such individual no longer requires a guardian, conservator, or other legal representative of such individual's estate or property; or (ii) two (2) licensed physicians certify that such individual is not substantially incapable of managing such individual's financial affairs. Any individual who ceases to be a member under this Section and is thereafter determined to be no longer Incapacitated shall be reinstated as a member and any successor member appointed in such member's place shall be removed from membership.

Section 7. Successor Members. In the event a voting member shall die, resign, be removed, or become incapacitated, a successor member shall be appointed by seventy-five percent (75%) vote of the remaining voting members. In the event that all of the voting members of the Corporation shall cease to serve, leaving no member in office and no successor member appointed in accordance with this Article, all of the then serving members of the Board of Directors, or if there are none, all of the then serving officers of the Corporation, shall become successor voting members of the Corporation without need for further appointment.

Section 8. Meetings of Members. An annual meeting of the voting members of the Corporation shall be held each year, either within or without the State of Delaware, on such date and at such place and time as designated by resolution of the Board of Directors, for the purpose of electing Directors and transacting any other business as may properly come before such meeting. Special meetings of the voting members may be called at any time, upon reasonable notice thereof, by the President of the Corporation or by a majority of the voting members then serving. The record date for any meeting of the voting members shall be the date of such meeting.

Section 9. Conduct of Meetings. Meetings of the members shall be presided over by one of the following officers, in order of seniority and if then present and acting: the chairman of the Board of Directors, if any; the vice-chairman of the Board of Directors, if any; the President; the Vice-President, if any; or, if none of the foregoing are in office, present, or acting, by a chairman to be chosen by the members. The Secretary of the Corporation or, if absent, the Assistant Secretary, shall act as Secretary for each meeting. If neither the Secretary nor an Assistant Secretary is then in office, present, or acting, the chairman of the meeting shall appoint a temporary Secretary for the meeting.

Section 10. Quorum. Except as otherwise provided in these Bylaws or by the Certificate, a simple majority of the voting members then serving shall constitute a quorum for the transaction of any business at any meeting of the members. The voting members present may adjourn the meeting despite the absence of a quorum. The members, acting unanimously, may establish additional rules for conducting or adjourning a meeting of the members to the extent consistent with the Certificate, these Bylaws, and the General Corporation Law of the State of Delaware (the "Delaware General Corporation Law").

Section 11. Voting. Each Voting Member shall be entitled to one (1) vote in: the election of Directors; the amendment or repeal of the Certificate; the adoption, amendment, or repeal of these Bylaws, to the extent provided herein; and all proceedings upon which the Delaware General Corporation Law or these by-laws confers voting power upon members. All actions of the voting members shall be taken up by a majority of all votes cast at a meeting at which a quorum is present, except where the Certificate, these Bylaws or the Delaware General Corporation Law prescribes different percentage votes.

Section 12. Meetings by Means of Telecommunications. Voting members may participate in any meeting of the members by means of a conference telephone, video conference, or any similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 13. Proxy Voting. Each voting member entitled to vote at a meeting of members may authorize another person or persons to act for such member by proxy. A voting member may revoke any proxy that is not irrevocable by attending the meeting and voting in person or by filing with the Secretary either an instrument, in writing, revoking the proxy or another duly executed proxy bearing a later date.

Section 14. Reimbursement for Expenses. Voting members shall not receive any compensation for their services as members, but may be reimbursed for all reasonable, direct expenses incurred in serving the Corporation. Such reimbursements shall be approved by a majority of the Board of Directors, taking into consideration the requirements of Section 4958 of the Internal Revenue Code of 1986, as amended (the "Code"), and the regulations promulgated thereunder. Notwithstanding the foregoing, no member shall participate in any capacity in a vote on matters pertaining to such member's reimbursement. Nothing herein shall be construed to preclude any member from serving the Corporation as an officer, employee, agent, or otherwise and receiving reasonable compensation in such capacity for personal services that are reasonable and necessary to carry out the tax-exempt purposes of the Corporation.

Section 15. Action Without Meeting. Unless otherwise provided in the Certificate, any action required by the Delaware General Corporation Law to be taken up at a meeting of the voting members, or any action that may be taken up at any meeting of the members, may be taken up without a meeting, without prior notice, and without a vote if a consent in writing, setting forth the action so taken shall be signed by all the members.

Section 16. Assignment of Rights. The rights of the voting members shall not be assignable or otherwise transferable, except as expressly provided for herein or in the Certificate.

Section 17. General Members. General members of the Corporation shall be selected from time to time and shall have such rights, duties and obligations as shall be prescribed by the Board of Directors by unanimous vote, provided however that no General Member shall have the right to vote on any matter pertaining to the Corporation. Such vote of the Directors shall specify any conditions of administration and procedures for election and removal of a General Member.

ARTICLE IV.
BOARD OF DIRECTORS

Section 1. Identification; Number. The Board of Directors shall consist of not fewer than one (1) and not more than fifteen (15) persons. Subject to the foregoing, the number of directors may be increased or decreased by resolution of the members, but no such decrease shall shorten the remaining term of any incumbent director.

Section 2. Classification; Election; Term. There shall be one (1) class of directors. To the extent necessary, the directors shall be elected at the annual meeting of the voting members. A Director need not be a member of the Corporation, a citizen of the United States or a resident of the State of Delaware. Each director shall be elected for a term of three (3) years, and each shall serve until the election and qualification of such director's successor, or until such director's earlier death, resignation or removal. Directors shall be eligible for re-election without limitation. If at any time the number of directors is increased to six (6) or more, directors shall thereafter serve for staggered terms, with one-half of the directors being elected each year, subject to such procedures as may be determined by resolution of the voting members.

Section 3. Responsibilities. The general management of the affairs of the Corporation shall be vested in the Board of Directors, which may delegate to officers, employees, and to committees of its own numbers such powers and duties as it may see fit.

Section 4. Resignation. Any director may resign from office at any time by delivering written notice of such resignation to the Board of Directors, the Chairperson of the Board of Directors, if any, the President, the Secretary, or the Corporation at its principal office. Such notice shall be effective immediately upon delivery or at a later time specified therein without the need for acceptance but, if delivered to the President or Secretary, it shall be presented at the first meeting of the Board of Directors following receipt.

Section 5. Removal. Any director may be removed, with or without cause, by a vote of a majority of the voting members at any special meeting of the members called for such purpose.

Section 6. Newly-Created Directorships; Vacancies. Newly-created directorships and vacancies on the Board of Directors occurring during the year, for any reason, may be filled by vote of a majority of the voting members then in office. Any director so elected shall hold office until the election and qualification of a successor, to take place at the next succeeding annual meeting of the voting members.

Section 7. Meetings of the Board of Directors. The Board of Directors shall convene for regular meetings at least once a year at a time and place, within or without the State of Delaware, to be determined by the Board of Directors, for the purpose of the election of officers, as needed, and the transaction of any other business as may properly come before the Board of Directors. Special meetings of the Board of Directors may be called by any director, at any time, provided appropriate notice is provided to each then acting director and a majority of the then acting directors agree to such meeting. Subject to the foregoing, meetings of the Board of Directors may be held at such time and place, within or without the State of Delaware, as shall be designated by the Board of Directors.

Section 8. Quorum. At all meetings of the Board of Directors, a majority of the directors then acting shall constitute a quorum for the transaction of business. Except as otherwise required by these Bylaws, the act of a majority vote of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors.

Section 9. Voting. At every meeting of the Board of Directors, each director shall be entitled to one (1) vote on all matters properly before the Board of Directors. All actions to be taken by a vote of the Board of Directors shall be authorized by a majority of the votes cast at a meeting of the Board of Directors, except as otherwise required by the Certificate, these Bylaws or the Delaware General Corporation Law.

Section 10. Action Without a Meeting. Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting if all of the directors serving on the Board of Directors or committee, as the case may be, consent in writing or by electronic transmission to the adoption of a resolution authorizing such action. Any such resolution, writing, or electronic transmission shall be filed with the minutes of the proceedings of the Board of Directors or such committee, as the case may be.

Section 11. Meetings by Means of Telecommunication. Any one (1) or more members of the Board of Directors, or any committee thereof, may participate in a meeting of the Board of Directors, or such committee, by means of a conference telephone, video conference, or other similar communications equipment permitting all persons participating in such meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 12. Compensation and Expenses. Directors shall not receive any compensation for their services as directors, but may be reimbursed for all reasonable, direct expenses incurred in serving the Corporation. Such reimbursements shall be approved by a majority vote of the then acting directors, taking into consideration the requirements of Section 4958 of the Code, and the regulations promulgated thereunder. Notwithstanding the foregoing, no director shall participate, in any capacity, in a vote on matters pertaining to such director's reimbursement. Nothing herein shall be construed to preclude any director from serving the Corporation in any other capacity as an officer, employee, agent, or otherwise and receiving reasonable compensation for any personal services that are reasonable and necessary to carry out the Corporation's exempt purposes.

Section 13. Rules and Regulations. The Board of Directors may, from time to time, adopt such rules and regulations as it may deem advisable to carry out the Corporation's affairs.

ARTICLE V. COMMITTEES OF THE BOARD OF DIRECTORS

Section 1. Establishment of Committees. The Board of Directors may establish an Executive Committee and/or other standing committees, which shall serve at the pleasure of the Board of Directors. Each committee so established shall consist of one (1) or more then acting directors, who shall be appointed by a majority of all of the then acting directors. All of a committee's then acting members shall constitute a quorum for the transaction of business at any committee meeting. The Executive Committee and any other standing committee established by the Board of Directors shall maintain a record of its actions, may act by unanimous written consent in lieu of a meeting and shall have such powers and authority as may be authorized by the Board of Directors or these Bylaws, excluding only those powers specified in Section 141(c) of the Delaware General Corporation Law.

Section 2. Executive Committee. The Executive Committee shall have all powers of the Board of Directors, subject to the limitations on committee actions set forth in Section 1 of this Article, and shall have the power to manage the affairs of the Corporation between meetings of the Board of Directors.

The President shall be the chairman of the Executive Committee, which shall have the power to authorize the affixing of the seal of the Corporation to all papers which may require it. The Executive Committee shall act by means of periodic meetings to be called by the President, with all of the members of the Executive Committee constituting a quorum at any such meeting, or by unanimous written consent of all of the members of the Executive Committee.

Section 3. Removal. Any member of the Executive Committee or any other standing committee existing from time to time may be removed at any time, with or without cause, by an affirmative vote of a majority of all of the then acting directors. Any person ceasing to be a member of the Board of Directors shall automatically cease to be a member of any committee of which he or she was a member.

Section 4. Vacancies. Vacancies on the Executive Committee or any other standing committees existing from time to time shall be filled from among the directors with the approval of a majority of the then acting directors.

ARTICLE VI. ADVISORY BOARDS

Section 1. Creation and Purpose. The Board of Directors may create one or more advisory boards, consisting of one (1) or more persons who may or may not be officers or directors of the Corporation, the purpose of which shall be to advise the Board of Directors on specified matters related to the operations of the Corporation (each an "Advisory Board").

It is intended that each such Advisory Board shall consist of and/or seek the advice of experts in the relevant areas and shall develop grant proposals targeted to the purpose for which the Advisory Board was established. Such Advisory Boards shall also have the authority to, at reasonable times, inspect ongoing grant initiatives in relevant areas and to advise the Board of Directors as to whether the terms of an outstanding grant are being honored.

Section 2. Term. Each member of the Advisory Board shall serve at the pleasure of the Board of Directors.

Section 3. Number and Termination. The Board of Directors may, at any time, increase or decrease the number of members of the Advisory Board, terminate any individual's continued service on the Advisory Board, or terminate the existence of the Advisory Board.

Section 4. Alternate Members. The Board of Directors may designate one (1) or more persons as alternate members of the Advisory Board. Such persons may replace any absent member at any meeting of the Advisory Board.

Section 5. Meetings. Meetings of any Advisory Board shall be held at such times and places as determined by the Board of Directors.

Section 6. No Implicit Delegation of Authority. No provision contained in this Article shall constitute a delegation by the Board of Directors to an Advisory Board of any portion of the Board of Directors' authority or obligations under applicable law, these Bylaws, or the Certificate.

ARTICLE VII.
OFFICERS, EMPLOYEES, AND AGENTS

Section 1. Number and Qualification. The officers of the Corporation shall be a President, a Secretary, and such Vice Presidents, Treasurers and assistant officers as the Board of Directors may from time to time determine. The officers shall be elected at the annual meeting of the Board of Directors and each shall serve until the election and qualification of such officer's successor, or until such officer's earlier death, resignation or removal. Any two (2) or more offices may be held by the same person. An officer may, but need not, be a director or member of the Corporation.

Section 2. Other Officers. The Corporation may have such other officers, agents, and employees as the Board may from time to time determine.

Section 3. President. The President shall be the chief operations officer of the Corporation and shall generally direct the affairs and property of the Corporation and its officers and shall have and exercise all such powers and discharge such duties as usually pertain to such office. The President shall serve as chairperson of the Board of Directors, preside at all Board meetings, and shall be an ex officio member of all standing committees.

Section 4. Vice President. The Vice President or Vice Presidents, if any, shall perform the duties and possess and exercise the powers of the President in the event of the President's absence or Incapacity. The Vice President or Vice Presidents shall have such other powers as the Board of Directors shall determine and shall perform such other duties as may be prescribed by the Board of Directors, the President, or any Board of Directors committee delegated such power, if applicable, and to the extent permitted under the Delaware General Corporation Law, which duties may include powers elsewhere assigned or delegated to other officers of the Corporation.

Section 5. Secretary. The Secretary shall attend all meetings of the Board of Directors, shall record all proceedings and votes of the meetings of the Board of Directors, may sign the notices for meetings of the Board of Directors, and shall generally perform the duties typically incident to the office of Secretary, subject to the control of the Board of Directors and to the provisions of these Bylaws.

Section 6. Treasurer. The Treasurer, if any, shall keep, or cause to be kept, full and accurate accounts of receipts and disbursements of the Corporation and shall deposit, or cause to be deposited, all monies or other valuable effects of the Corporation in the name and to the credit of the Corporation in such depositories as the Board of Directors may designate. At the annual meeting of the Board of Directors, and as otherwise required by the Board of Directors, the Treasurer shall render a statement of the Corporation's accounts. The Treasurer shall, upon reasonable request, exhibit the Corporation's books and accounts to any director or officer of the Corporation and shall generally perform all duties incident to the office of Treasurer, subject to the control of the Board of Directors. The Treasurer may execute all instruments requiring the Treasurer's signature and may be required to give bond for the faithful discharge of the duties of the Treasurer.

Section 7. Bonds. The Board of Directors shall have the power to require that the officers, employees, agents, and representatives of the Corporation or any of them, furnish a corporate surety bond for the faithful performance of their respective duties, in such amounts as the Board of Directors shall determine, the expense of such bond to be borne by the Corporation.

Section 8. Removal. Any officer, employee, agent or representative of the Corporation may be removed, with or without cause, by a majority vote of the Board of Directors.

Section 9. Resignation. Any officer may resign from office at any time by delivering written notice of such resignation to the Board of Directors, the Chairperson of the Board of Directors, if any, the President, the Secretary, or to the Corporation at its principal office. Such notice shall be effective immediately upon delivery or at a later time specified therein without the need for acceptance but, if delivered to the President or Secretary, it shall be presented at the first meeting of the Board of Directors following receipt.

Section 10. Vacancies. If any office of the Corporation becomes vacant, a majority vote of the directors then in office may elect an individual to fill such vacancy, and the individual so elected shall hold office and serve until the regular election and qualification of a successor, as provided herein.

Section 11. Compensation of Officers, Employees and Agents. The officers, employees, agents, and representatives of the Corporation may be reimbursed for all reasonable, direct expenses incurred in serving the Corporation and, in addition, shall be eligible to receive reasonable compensation for personal services that are necessary to carry out the Corporation's exempt purposes. Such reimbursements and compensation shall be approved by a majority vote of the then acting directors, taking into consideration the requirements of Section 4958 of the Code, and the regulations promulgated thereunder. Such compensation shall be consistent with: (i) the compensation received by the officers, employees, agents and representatives of other organizations of similar size providing similar services; (ii) current compensation surveys compiled by independent firms; or (iii) actual written offers from similarly situated organizations. Notwithstanding anything herein, no director or member who is also an officer shall participate in any capacity in a vote on matters pertaining to his or her compensation or reimbursement.

ARTICLE VIII. INDEMNIFICATION

Section 1. Permissible Indemnification. The Corporation may, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding, whether civil, criminal, administrative or investigative (a "proceeding"), by reason of the fact that he or she or a person for whom he or she is the legal representative, is or was a director, officer, employee, agent or representative of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, agent or representative of another corporation or of a partnership, joint venture, trust, enterprise or non-profit entity, including service with respect to employee benefit plans, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees reasonably incurred by such person, if such person acted in good faith for a purpose such person believed to be in, or in the case of service for any other corporation or any partnership, joint venture, trust, enterprise, non-profit entity or employee benefit plan, not opposed to, the Corporation's best interests, and, with respect to a criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, is not, of itself, determinative that such person did not act in good faith and in a manner which the person reasonably believed to be in, or not opposed to, the Corporation's best interests, and, with respect to any criminal action or proceeding, had reasonable cause to believe that the person's conduct was unlawful.

Section 2. Mandatory Indemnification. Notwithstanding the foregoing, the Corporation shall indemnify any person who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which such person, or a person for whom such person is the legal representative, was a party by reason of the fact that such person, or a person for whom such person is the legal representative, is or was a director of the Corporation, or is or was serving at the request of the Corporation as a director of another corporation or of a partnership, joint venture, trust, enterprise or non-profit entity, including service with respect to employee benefit plans, against reasonable expenses incurred by such person in connection with such proceeding.

Section 3. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is a member, director, officer, employee, agent or representative of the Corporation, or who, while acting as a member, director, officer, employee, agent or representative of the Corporation, serves at the request of the Corporation as a director, officer, employee, agent or representative of another corporation or of a partnership, joint venture, trust, enterprise or non-profit entity, including service with respect to employee benefit plans, against liability asserted against or incurred by such person serving in such capacity or arising from such person's status as a director, officer, employee, agent or representative of the Corporation, whether or not the Corporation would have the power to indemnify or advance expenses to such person under the provisions of this Article or otherwise.

ARTICLE IX. CONTRACTS, FUNDS, CHECKS, AND INVESTMENTS

Section 1. Checks, Notes and Contracts; Depositories of Funds. The Board of Directors may authorize any officer or officers, in the name of and on behalf of the Corporation, to enter into any contract or to execute and deliver any instrument, or to sign checks, drafts or other orders for the payment of money or notes or other evidences of indebtedness, including establishing margin accounts with securities firms, and such authority may be general or confined to specific instances. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select, or as may be selected by any officer or officers of the Corporation to whom such power may be delegated by the Board of Directors.

Section 2. Investments; Loans; Conflicts of Interest. The funds of the Corporation may be retained in cash or may be invested and reinvested from time to time in such property, real, personal or otherwise, including stocks, bonds or other securities, as the Board of Directors may deem desirable; provided, however, that no loan, guaranty or other form of security shall be made or provided by the Corporation to or for the benefit of the members, directors or officers of the Corporation. The Board of Directors shall adopt a conflicts of interest policy which provides for the full disclosure of material conflicting interests by members, directors, officers and key employees to determine whether a contemplated loan, investment or other transaction may be authorized as fair, reasonable and in the best interests of the Corporation.

Section 3. Stock of Other Corporations. Unless otherwise ordered by resolution of the Board of Directors, the President shall have full power and authority on behalf of the Corporation to vote, either in person or by proxy, at any meetings of stockholders of any corporation in which the Corporation may hold stock and at any such meeting may possess and exercise any and all rights and powers incident to the ownership of such stock, which, as the owner thereof, the Corporation may have possessed and exercised

if present. The Board of Directors may confer like powers upon any person or persons from time to time and may revoke any such power as granted at its pleasure.

Section 4. Endowments; Designated Contributions. The Board of Directors may establish one or more endowments on behalf of the Corporation for its general purposes or for such one or more special purposes as may be determined by the Board of Directors in its discretion. The Corporation may accept designated contributions, grants, bequests or devises consistent with its charitable purposes, and may accept and maintain donor-designated contributions consistent with such purposes, and the specific uses so designated shall be honored to the greatest extent practicable. Notwithstanding the foregoing, the Corporation shall retain all right, title and interest in and to, and full discretion and control over, such contributions, and shall reserve the right to make a reasonable determination as to the ultimate expenditure thereof. Further notwithstanding the foregoing, the Corporation shall in all events retain sufficient control over all donated funds (including designated contributions described in this Section) to assure that such funds will be used solely to carry out the Corporation's charitable purposes.

ARTICLE X. FISCAL YEAR; SEAL

Section 1. Fiscal Year. The fiscal year of the Corporation shall end on the last day of such calendar month as may be selected by the Board of Directors.

Section 2. Corporate Seal. The Corporation's seal shall be circular in form and shall bear the Corporation's name and the year of its organization.

ARTICLE XI. NOTICES AND WAIVERS

Section 1. Notice of Directors' and Officers' Meetings. Whenever, under these Bylaws, the Certificate, or any applicable law, notice is required to be given to any director or officer, it may be given personally or by first-class mail, telephone, facsimile or electronic transmission, addressed to such director or officer at such address as appears on the records of the Corporation or at such other address as the director or officer may have filed with the secretary for such purpose. Notice shall be given not less than ten (10) days or more than sixty (60) days prior to the date of a meeting, unless otherwise provided in these Bylaws. If mailed, such notice shall be deemed to have been given for such purpose when deposited in the United States mail, directed to the director or officer at his or her address as it appears on the records of the Corporation or at such other address as he or she may have filed with the Secretary for such purpose. If sent by electronic transmission, such notice shall be deemed to have been given for such purpose when directed to the electronic mail address at which the director or officer has consented to receive notice. Notice of a special meeting shall state the purpose for which it is called and shall indicate that it is being issued by or at the direction of the person(s) calling the meeting.

When a meeting is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken, and at the adjourned meeting any business may be transacted that might have been transacted on the original date of the meeting.

Section 2. Notice of Members' Meetings. Whenever, under these Bylaws, the Certificate, or any applicable law, notice is required to be given to any member, including notice of the annual members' meeting, such notice shall be given to each member, in writing, in a manner permitted by the Delaware General Corporation Law, not less than ten (10) days nor more than sixty (60) days prior to such meeting. Such notice shall specify: (i) the place, if any, date and time of such meeting; (ii) the means of remote communications, if any, by which members and proxy holders may be deemed to be present in person and vote at such meeting; (iii) in the case of a special meeting, the purpose or purposes for which such meeting is called; and (iv) such other information as may be required by law or as may be deemed appropriate by the Board.

Section 3. Waivers of Notice. Any member, director, or officer may waive any notice required to be given by law, the Certificate, or these Bylaws. Notice of a meeting need not be given to any member, director, or officer who submits a signed waiver of notice of the meeting, in person or by proxy (if permitted by law), whether before or after the meeting. The attendance of any member, director, or officer at a meeting shall constitute a waiver of notice of such meeting, except when such person attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any meeting of the members, directors or officers need be specified in any written waiver of notice.

ARTICLE XII. AMENDMENTS; DISSOLUTION

Section 1. Amendments. After the date hereof, these Bylaws may be altered, amended, or repealed only as provided in the Article of the Certificate called "Amendment of Bylaws."

Section 2. Dissolution. If, for any reason, it shall be in the best interests of the Corporation to dissolve, such dissolution shall occur pursuant to the Article in the Certificate called "Dissolution," and the net assets of the Corporation shall be distributed in accordance with said Article.

* * * *

WORLD TRANSFORMATION MOVEMENT, INC.

A Delaware Nonstock Nonprofit Corporation

**Resolutions by Unanimous Consent
of the Board of Directors**

The undersigned, being all of the Directors of WORLD TRANSFORMATION MOVEMENT, INC. (the "Board"), a Delaware nonstock nonprofit corporation (the "Corporation"), hereby consent to the adoption of the following resolutions (these "Resolutions") after a meeting of the Board, with the same force and effect as if adopted at a duly noticed and convened meeting of the Board. Words and phrases used but not otherwise defined herein shall have the meanings, if any, ascribed to them in the bylaws of the Corporation (the "Bylaws").

WHEREAS:

A. Pursuant to Section 17 of Article III of the Bylaws, the Board may prescribe by unanimous vote the rights, duties and obligations of general members, provided that no general member shall have the right to vote on any matter pertaining to the Corporation.

NOW, THEREFORE, the Board hereby resolves as follows:

1. Anyone person who supports the purposes of the Corporation (the "Purposes") set out in its Certificate of Incorporation dated 7 August 2019, and any subsequent amendments thereto, as filed with office of the Delaware Secretary of State (the "Certificate") and agrees to be bound by the Bylaws and these Resolutions concerning general membership can apply or be nominated by the President, the Treasurer or the Secretary to join the Corporation as a general member.

2. The Secretary is hereby authorized, empowered and directed to decide the processes for receiving and approving or rejecting applications and nominations for general membership of the Corporation.

3. The Secretary is hereby authorized, empowered and directed to decide, on behalf of the Corporation, whether to approve or reject applications and nominations for general membership, which he or she may do in his or her absolute discretion. After the Secretary has approved or rejected an application or nomination for general membership, he or she may, in his or her absolute discretion, email or write to the applicant or nominee for general membership to inform them whether their application was approved or rejected. Neither the Corporation nor the Secretary is required to give reasons for the approval or rejection of any application or nomination for general membership of the Corporation.

4. The Secretary is hereby authorized, empowered and directed to set or change any joining fees or any membership fees for general members. The Secretary may, in his or her absolute discretion, waive or vary any joining fee in respect of any particular person who applies or is nominated to become a general member. The Secretary may, in his or her absolute discretion, waive, vary or impose any membership fee in respect of any particular general member.

5. General members must pay any membership fee and any unpaid joining fee within one month of being asked by the Secretary or the Corporation. If a general member does not pay in time, their membership may be suspended by the Secretary or the Board. If the member does not pay all amounts owing within three months of their membership being suspended, their membership may be cancelled by the Secretary or the Board.

6. Any general member of the Corporation may be removed as a general member at any time, with or without cause, by a majority vote of the Board.

7. A person immediately ceases being a general member of the Corporation if:

- (a) they are removed as a general member by the Board pursuant to Resolution 6 above;
- (b) they fail to respond within one month to a written request from the Secretary that they confirm in writing that they want to remain a general member;
- (c) they resign as a general member by writing to the Secretary or the Corporation; or
- (d) they die.

8. If a person ceases to be a general member of the Corporation, the Secretary may, in his or her absolute discretion he or she considers it appropriate, send an email or write to the person to inform them that their membership has ceased.

9. If a person ceases to be a general member of the Corporation, the Corporation is not required to refund any joining or membership fees previously paid by that general member.

10. General members are not entitled to receive notice of or to attend at meetings of the voting members of the Corporation. General members are not entitled to access the books and records of the Company.

11. The rights of the general members shall not be assignable or otherwise transferable, except as expressly provided for herein, in the Certificate or in the Bylaws.

12. The Secretary shall maintain a list of the general members of the Corporation.

These Resolutions may be executed in any number of counterparts, each of which shall be deemed an original, and all of which taken together shall constitute one and the same instrument.

DATED effective as of the 12th day of May, 2020.