

# 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](http://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:**



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