

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 "BLUE OAK COUNCIL, INC.", FILED IN THIS OFFICE ON THE ELEVENTH DAY OF FEBRUARY, A.D. 2019, AT 12:41 O`CLOCK P.M.

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




Jeffrey W. Bullock, Secretary of State

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SR# 20190883993

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

Authentication: 202240316
Date: 02-11-19

Certificate of Incorporation

1. *Name.* The name of the corporation is Blue Oak Council, Inc.
2. *Agent.* The address of the corporation's registered office in the state of Delaware is 16192 Coastal Highway, in the city of Lewes, county of Sussex, Zip Code 19958. The name of its registered agent there is Harvard Business Services, Inc.
3. *Stock.* The corporation will not have any capital stock.
4. *Membership.* The bylaws of the corporation will state the conditions of membership in the corporation.
5. *Purposes.*
 - (a) The corporation is a nonprofit corporation.
 - (b) The corporation is organized exclusively for charitable, religious, educational, and scientific purposes, and for making 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.
 - (c) No substantial part of the corporation's activities will be carrying on propaganda or otherwise attempting to influence legislation. The corporation will not participate or intervene in any political campaign, such as by publishing or distributing statements, either on behalf of or in opposition to any candidate for public office.
 - (d) Despite any other provision of these articles, the corporation will not carry on any activities not permitted to be carried on by a corporation:
 - (i) exempt from federal income tax under section 501(c)(3); or
 - (ii) contributions to which are deductible under section 501(c)(3).
6. *Earnings.* No part of the net earnings of the corporation will inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons. However, the corporation is authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions for the purposes in *Section 5 (Purposes)*.
7. *Dissolution.* On dissolution of the corporation, the corporation will distribute its assets for exempt purposes within the meaning of section 501(c)(3), to the federal, a state, or a local government for a public purpose, or both. If for any reason any of the corporation's assets are not distributed in that way, a court with jurisdiction where the principal office of the corporation is located will dispose of any remaining assets for the same kinds of purposes, to the same kinds of government entities, or both, as the court decides.
8. *Liability.* To the fullest extent permitted by the Delaware General Corporation Law:
 - (a) No director of the corporation will be personally liable to the corporation, or its membership, for monetary damages for breach of fiduciary duty as a director.
 - (b) The corporation will indemnify any person made or threatened to be made a party to any action or proceeding, criminal, civil, administrative, or investigative, by

reason of the fact that they, a testator, or an intestate served as a director or officer of the corporation or any predecessor, or served at the request of the corporation or any predecessor as a director or officer of another legal entity.

- (c) Neither amendment or repeal of *Section 8 (Liability)*, nor the adoption of any inconsistent provision of this certificate of incorporation, will reduce the protection provided by *Section 8 (Liability)* for actions or proceedings concerning events that happened before the change was made.

9. *Forum.* Unless the corporation consents in writing to the selection of an alternative forum, whenever the Court of Chancery of the State of Delaware has personal jurisdiction over the indispensable parties named as defendants, that court will be the sole and exclusive forum for any action or proceeding that:

- (a) is a derivative action or proceeding brought on behalf of the corporation;
- (b) asserts a claim of breach of a fiduciary duty owed by any director, officer, employee, or agent of the corporation to the corporation or the corporation's membership;
- (c) asserts a claim against the corporation arising pursuant to any provision of the Delaware General Corporation Law, the corporation's certificate of incorporation, or the corporation's bylaws; or
- (d) asserts a claim governed by the internal affairs doctrine.

10. *Incorporator.* The name and mailing address of the incorporator are as follows: Kyle Mitchell, 725 Washington Street, Suite 203, Oakland, California 94607.

The incorporator executes this certificate of incorporation as of the date written below.

By: /Kyle E. Mitchell/

Name: Kyle E. Mitchell

Date: February 10, 2019