

Delaware

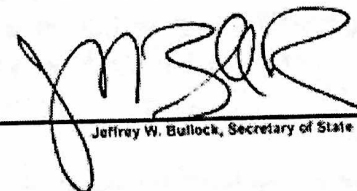
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The First State

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 "MATERIAL INNOVATION INSTITUTE", FILED IN THIS OFFICE ON THE THIRD DAY OF DECEMBER, A.D. 2019, AT 7:38 O'CLOCK P.M.

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




Jeffrey W. Bullock, Secretary of State

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SR# 20198412048

Authentication: 204135781
Date: 12-04-19

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

STATE OF DELAWARE
CERTIFICATE OF INCORPORATION
OF MATERIAL INNOVATION INSTITUTE, A NON-STOCK CORPORATION

The undersigned Incorporator hereby certifies as follows:

FIRST: The name of the Corporation is: Material Innovation Institute.

SECOND: The Registered Office of the corporation in the State of Delaware is located at 8 The Green STE A, in the city of Dover, Kent county, zip code 19901. The name of the Registered Agent at such address upon whom process against this corporation may be served is A Registered Agent, Inc.

THIRD: The purpose of this tax deductible non-profit organization shall be to engage in any lawful activity for which corporations may be organized under the General Corporation Law of Delaware. In addition, the purpose of this non-profit organization is to promote synthetic, plant, and other bio-based materials to replace animal-based materials in the fashion, automotive, and home goods industries in order to protect animals and the environment.

This corporation is organized exclusively for charitable, religious or educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. 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 of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law.)

INUREMENT OF INCOME: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, directors, officers of the corporation, or any private persons (except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered), and no member, trustee, or officer shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation.

LEGISLATIVE OR POLITICAL ACTIVITIES: 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 any candidate for public office. (except as otherwise provided by Internal Revenue Code section 501(h).

DISSOLUTION CLAUSE: Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose

of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any assets not so disposed of shall be disposed of by the Court of Common Pleas 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.

FOURTH: No capital stock shall ever be issued, no dividends shall ever be paid, and the Corporation shall be operated on a non-profit basis in furtherance of its Corporate purposes, and any surplus shall be used to further such purposes,

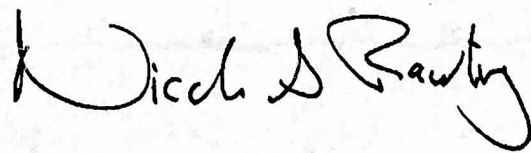
FIFTH: The Corporation may have members, but not shareholders, and shall be governed by a Board of Directors who shall be selected in the manner provided in the By Laws.

SIXTH: The name and mailing address of the incorporator are as follows:

Name: Nicole Rawling

Mailing Address:

3200 Soscol Ave, Suite 203
Napa CA 94558



By: _____
Incorporator

Name: Nicole Rawling
Print or Type