

Delaware

The First State

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*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 "PURA TERRA
FOUNDATION", FILED IN THIS OFFICE ON THE NINTH DAY OF MARCH,
A.D. 2022, AT 10:21 O`CLOCK P.M.*



Jeffrey W. Bullock, Secretary of State

6665869 8100
SR# 20220945033

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

Authentication: 202886150
Date: 03-11-22

**STATE OF DELAWARE
CERTIFICATE OF INCORPORATION
OF
PURA TERRA FOUNDATION
A NON-STOCK CORPORATION**

I, the undersigned natural person, of the age of twenty-one (21) years or more, acting as the incorporator of a non-stock, non-profit corporation under the Delaware General Corporation Law (Del. Code Ann. Title 8, Chapter 1 (1983)), do hereby make this Certificate, and certify that this is my act and deed and the facts herein stated are true.

ARTICLE I. NAME

The name of the corporation is Pura Terra Foundation.

ARTICLE II. DURATION

The corporation shall have perpetual existence.

ARTICLE III. PURPOSES AND POWERS

Section 3.1 Purposes. This corporation shall be a nonstock, non-profit corporation and is organized and shall be operated exclusively for charitable, scientific and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986. Subject to the foregoing, the specific purposes and objectives of the corporation shall include but not be limited to the following:

1. To preserve and protect the natural, environmental, cultural and historic resources of the Earth;
2. To advance, improve and encourage knowledge and understanding about such resources, and their essential relationship to each other, and to the sustenance and enrichment of all life; and
3. To preserve, protect and disseminate information about such resources gathered by indigenous peoples.

Section 3.2 Powers. In further of the above and other related purposes, the Corporation shall have the power to (i) exercise all power and authority granted to it under Chapter 1 of Title 8 of the Delaware Code, or otherwise, including but not limited to, the power to accept donations of money or property, whether real or personal, or any interest therein, wherever situated, (ii) maintain control and discretion over the use of funds received by the Corporation, and (iii) monitor the use of funds made available by the Corporation to assure that the funds are used in conformity with the intended purposes, either alone or in connection with other organizations, entities or individuals, and either as principal or agent, subject to such limitations as are or may be prescribed by law.

Section 3.3 Restrictions On Powers.

1. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to any director or officer of the corporation or any other individual (except that reasonable compensation may be paid for services rendered to or for the benefit of the corporation affecting one or more of its purposes), and no director or officer of the corporation or any other individual shall be entitled to share in any distribution of any of the corporate assets on dissolution of the corporation or otherwise.
2. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation. However, if the corporation is an organization to which section 501(h) of the Internal Revenue Code applies and the corporation has effectively elected to have such section apply, the corporation shall have power to carry on the activities permitted by such section, but only to the extent such activities shall not result in the denial of exemption under such section. The corporation shall not participate 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. Upon dissolution of the corporation, the Board of Directors shall:
 - i. Pay or make provision for the payment of all of the corporation's liabilities;
 - ii. Return, transfer or convey (or make provision therefor) all assets held by the corporation upon condition requiring such return, transfer, or conveyance in the event of dissolution of the corporation;
 - iii. Dispose of the corporation's remaining assets exclusively for the purposes of the corporation or distribute the assets to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall, at the time, qualify for exemption under Internal Revenue Code Section 501(c)(3) and to which contributions are deductible under section 170(c)(2) of the Internal Revenue Code, as the Directors shall determine; provide that none of such assets shall be distributed to any corporation, fund or foundation any part of whose net earnings inures to the benefit of or is distributable to any individual or any corporation for profit; any such assets not so disposed of shall be disposed of by the Circuit Court of the City or County in which the principal office of the corporation is then located, to be used exclusively for purposes that are charitable, educational, or scientific within the meaning of Internal Revenue Code section 501(c)(3), or to an organization or organizations and operated exclusively for such purposes and to which contributions are deductible under section 170(c)(2) of the Internal Revenue Code.
4. No discrimination shall exist toward any person, employee, member or guest in any program, activity or facility of the corporation on the basis of race, color, sex, religion, sexual orientation, age or national or ethnic origin.
5. Notwithstanding any other provision of this certificate of incorporation, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax as an organization described in section 501(c)(3) of the Internal Revenue Code, or by a corporation, contributions to which are deductible under section

170(c)(2) of the Internal Revenue Code, and, during any period of time in which the corporation is a "private foundation" as defined in section 509(a) of the Internal Revenue Code:

- i. The corporation shall not engage in any act of "self-dealing," as defined in section 4941(d) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4941 of the Internal Revenue Code;
 - ii. The corporation shall make distributions for each taxable year at such time and in such manner so as not to become subject to the tax imposed by section 4942 of the Internal Revenue Code;
 - iii. The corporation shall not retain any "excess business holdings," as defined in section 4943(c) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4943 of the Internal Revenue Code;
 - iv. The corporation shall not make any investments that would jeopardize the carrying out of any of the exempt purposes of the corporation, within the meaning of section 4944 of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4944 of the Internal Revenue Code; and
 - v. The corporation shall not make any "taxable expenditure," as defined in section 4945(d) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4945 of the Internal Revenue Code.
6. All references in this certificate of incorporation to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and to the corresponding provisions of any subsequent federal tax laws.

ARTICLE IV. OFFICES AND REGISTERED AGENT

The address of the registered office of the corporation in the state of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle, with postal code of 19801. The name of its registered agent at such address is The Corporation Trust Company.

ARTICLE V. MEMBERS

The corporation shall have no voting members. However, the corporation may have such classes of nonvoting members as may from time to time be prescribed by its bylaws or by the board of directors. The designation of each class of members and their respective manner of election or appointment, qualifications, tenure, terms of membership, rights, limitations and obligations shall be as provided from time to time in the bylaws of the corporation or by the board of directors. Members shall have no voting rights or other management powers. The corporation shall have no capital stock. However, the corporation may issue certificates evidencing membership therein.

ARTICLE VI. BOARD OF DIRECTORS

Section 6.1 General. The management of the affairs of the corporation shall be vested in a board of directors, except as otherwise provided in the Delaware General Corporation Law, this certificate of incorporation, or the bylaws of the corporation. The number of directors, their classifications, if any, their terms of office and the manner of their election or appointment

shall be as provided from time to time in the bylaws of the corporation, provided that there shall always be at least one director.

Section 6.2 Liability of Directors. No director shall be personally liable to the corporation or to its members for monetary damages for breach of fiduciary duty as a director, except that the foregoing shall not eliminate or limit liability of a director to the corporation or to its members for monetary damages for the following: (a) any breach of the director's duty of loyalty to the corporation or to its members, (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (c) any transaction from which the director directly or indirectly derived an improper personal benefit. If the Delaware General Corporation Law hereafter is amended to authorize the further elimination or limitation of the liability of directors, other than for acts or omissions under 6.2(a) through 6.2(c) above, then the liability of a director of the corporation, in addition to the limitation on personal liability provided herein, shall be further eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law. Any repeal or modification of this Section 6.2 shall be prospective only and shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

ARTICLE VII. BYLAWS

The initial bylaws of the corporation shall be as adopted by the board of directors. Except to the extent limited by the Delaware General Corporation Law, the board of directors shall have power to alter, amend or repeal the bylaws from time to time in force and adopt new bylaws. The bylaws of the corporation may contain any provisions for the managing and regulating of the affairs of the corporation that are not inconsistent with law or this certificate of incorporation, as this certificate may from time to time be amended. However, no bylaw shall have the effect of giving any director or officer of the corporation or any other individual any proprietary interest in the corporation's property, whether during the term of the corporation's existence or as an incident to its dissolution.

ARTICLE VIII. INCORPORATOR

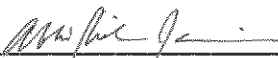
The name of the incorporator, who also shall serve as the initial director, is:

<u>Name</u>	<u>Address</u>
Abhi-Shék Jain	1080 Eldridge Parkway Unit 1150 Houston, Texas 77077

ARTICLE IX. AMENDMENTS

The board of directors shall have the exclusive power and authority at any time and from time to time to amend this certificate of incorporation by the vote of a majority of the directors then in office.

EXECUTED this 9th day of March, 2022.



Abhi-Shek Jain, Incorporator