

State of Delaware
Secretary of State
Division of Corporations
Delivered 09:52 AM 02/03/2017
FILED 09:52 AM 02/03/2017
SR 20170631805 - File Number 6304449

STATE OF DELAWARE
CERTIFICATE OF INCORPORATION
A NON STOCK CORPORATION

FIRST. The name of the corporation is: Project Grimoire Foundation.

SECOND. Its registered office in the State of Delaware is located at 300 Delaware Avenue, Suite 210-A, in the City of Wilmington, County of New Castle, Zip Code 19801. The registered agent in charge thereof is United States Corporation Agents, Inc.

THIRD. The purpose of the Non-Profit Corporation is to engage in: An open source educational system designed to instruct individuals on personal development.

This corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of 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. This Corporation shall be a nonprofit corporation.

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction 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.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, 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.

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, trustees, directors, officers, or other private persons, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these articles.

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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

FOURTH. The corporation shall not have any capital stock.

FIFTH. The corporation will not have members. Provisions for the regulation of the internal affairs of the corporation shall be set forth in the bylaws of the corporation.

SIXTH. The incorporator of the corporation is LegalZoom.com, Inc., 101 N. Brand Blvd., 11th Floor, Glendale, CA 91203.

I, the undersigned, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file, and record this Certificate, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this 31 day of 1, A.D. 2017.

By: Legalzoom.com, Inc., Incorporator

/s/ Chevenne Moseley

By: Chevenne Moseley, Assistant Secretary