

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 "ENABLING THE FUTURE FOUNDATION", FILED IN THIS OFFICE ON THE TENTH DAY OF OCTOBER, A.D. 2014, AT 7:01 O'CLOCK P.M.

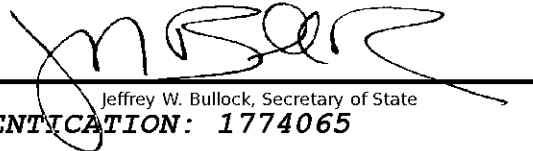
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

5619922 8100

141283330



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1774065

DATE: 10-13-14

CERTIFICATE OF INCORPORATION
of
Enabling the Future Foundation
(A Delaware corporation)

I, the undersigned, in order to form a non-profit non-stock corporation for the purposes hereinafter stated, under and pursuant to the provisions of the General Corporation Law of the State of Delaware, being Chapter I of Title 8 of the Revised Code of 1953, as amended, do hereby certify as follows:

1. NAME.

1.1 The name of the corporation is Enabling the Future Foundation (the “*Corporation*”).

2. REGISTERED OFFICE AND AGENT.

2.1 The Corporation’s registered office in the State of Delaware is to be located at The Corporation Trust Company, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801, and the name of its registered agent is The Corporation Trust Company.

3. PURPOSES AND POWERS.

3.1 The objects and purposes of the Corporation shall be exclusively charitable, scientific and educational within the meaning of section 501(c)(3) of the United States Internal Revenue Code of 1986, as same may be amended from time to time (the “*Code*”).

In furtherance thereof, the Corporation’s powers shall include the following:

3.1.1 To undertake, or support, projects that provide free or low cost assistive technologies to disabled and other needful individuals, to support free and open collaboration in design, fabrication, and delivery of such devices; also, to provide education and training to users, families, friends, students, teachers, makers, medical professionals, and others, especially addressing the need for free or very low

cost assistive technologies, to partner with other corporate, academic, and aid organizations engaged in related activities, and in furtherance thereof to undertake, or make donations, contributions and other distributions to organizations engaged in, such activities;

3.1.2 To receive and maintain funds and apply the income and principal thereof to the objects and purposes set forth in this Section 3.1; and, to that end, to take and receive, by bequest, devise, gift or benefit of trust, any property, real or personal, tangible or intangible, wheresoever located;

3.1.3 To exercise its rights, powers and privileges by holding meetings of its board of directors, by keeping its books, by employing personnel, and by establishing one or more offices, branches, subdivisions and agencies, at any location selected by the board of directors;

3.1.4 To perform other activities permitted corporations under the General Corporation Law of the State of Delaware, to the extent such activities are permitted of organizations which are exempt from federal income tax under Section 501(a) of the Code and which are described in Section 501(c)(3) of the Code; and

3.1.5 To do everything and anything reasonably and lawfully necessary, proper, suitable or convenient to achieve the objects and purposes set forth in this Section 3.1; provided, however, that the Corporation may not exercise any power, either express or implied, in such a manner as to prevent the Corporation from continuing to be an organization described in Section 501(c)(3) of the Code.

3.2 It is the intention of the Corporation at all times to qualify and remain qualified as an organization described in Section 501(c)(3) of the Code. Accordingly:

3.2.1 The Corporation shall not be conducted or operated for profit, and no part of the net earnings of the Corporation shall inure to the benefit of any Member (as defined below) or individual except that the Corporation shall be authorized and

empowered to pay reasonable compensation for services rendered; nor shall any of such net earnings nor any of the property or assets of the Corporation be used other than for the objects and purposes of the Corporation as set forth in Section 3.1;

3.2.2 No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation; nor shall the Corporation participate in, or intervene in (by the publishing or distributing of statements or otherwise), any political campaign on behalf of or in opposition to any candidate for public office;

3.2.3 In the event of a liquidation, dissolution, termination or winding up of the Corporation (whether voluntary, involuntary or by operation of law), the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or shall be distributed to states, territories, or possessions of the United States, any political subdivision of any of the foregoing, or to the United States or the District of Columbia, but only for a public purpose. The board of directors shall determine how the Corporation's assets will be distributed in accordance with the foregoing sentence. Any of the Corporation's assets not so disposed of shall be disposed of by a court with appropriate jurisdiction sitting in the political subdivision in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such purposes; and

3.2.4 During any fiscal year of the Corporation that it is determined to be a "private foundation" as defined in Section 509(a) of the Code, the Corporation, in accordance with the following sections of the Internal Revenue Code, shall (a) distribute its income for such taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the

Code, (b) not engage in any act of self-dealing as defined in Section 4941(d) of the Code, (c) not retain any excess business holdings as defined in Section 4943(c) of the Code, (d) not make any investments in such manner as to subject it to tax under Section 4944 of the Code, and (e) not make any taxable expenditures as defined in Section 4945(d) of the Code.

4. INCORPORATOR.

4.1 The name and mailing address of the incorporator is:

<u>Name</u>	<u>Address</u>
Albert Gelin	DLA Piper LLP (US) 2000 University Avenue East Palo Alto CA 94303

4.2 The powers of the incorporator are to terminate upon the election of the initial directors of the Corporation in the manner required by the General Corporation Law of Delaware.

5. DIRECTORS.

5.1 The affairs of the Corporation shall be managed, and all powers of the Corporation shall be exercised, by the board of directors, except as otherwise provided by law.

5.2 The powers of the board of directors, unless otherwise specified in the bylaws, shall include the power to authorize any and all donations, gifts, contributions and awards which the Corporation is authorized to make.

5.3 The number of directors which shall constitute the whole board shall be fixed by the bylaws, but in no case shall the number be fewer than one.

5.4 Election of directors, their term of office, quorum and voting requirements, classes of directors, and filling of vacancies shall be as provided by the bylaws.

6. MEMBERS.

6.1 The members of the Corporation shall be determined as provided in the Bylaws of the Corporation.

7. OFFICERS.

7.1 The directors shall appoint such officers as the bylaws may permit.

8. NO STOCK.

8.1 The Corporation shall not have authority to issue any capital stock.

9. BYLAWS.

9.1 The Corporation shall adopt bylaws which (a) shall set forth the procedures for the election of directors of the Corporation, (b) shall identify who constitutes the Members of the Corporation, and (c) shall contain such other provisions for the regulation of the affairs of the Corporation as from time to time shall be deemed advisable. Such bylaws shall be adopted in the first instance by the incorporator or the initial directors of the Corporation, as provided by applicable Delaware law, and thereafter the board of directors may from time to time make, amend, or repeal bylaws in accordance with the terms of the bylaws.

10. MISCELLANEOUS.

10.1 The private property of the directors and officers of the Corporation shall not be subject to the payment of corporate debts to any extent whatsoever.

10.2 To the fullest extent permitted by Delaware statutory or decisional law, as amended or interpreted, no director or officer of this Corporation shall be personally liable to the Corporation or its Members for monetary damages; provided, however, that the foregoing limitation of director and officer liability shall only be to the extent permitted of organizations which are described in Section 501(c)(3) of the Code and contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code. No amendment of the Certificate of Incorporation of the Corporation or repeal of any of its provisions shall limit or eliminate the benefits provided to directors and officers under this provision with respect to any act or omission which occurred prior to such amendment or repeal.

10.3 All references in this Certificate of Incorporation to the Internal Revenue Code shall mean the Internal Revenue Code of 1986, as amended, and shall be deemed to include

any amendments adopted from time to time, or corresponding provisions of any future Internal Revenue law.

10.4 Any amendment of this Certificate of Incorporation (or any amendment or restatement thereof) shall require the consent of the Members of the Corporation as provided in the Bylaws.

IN WITNESS WHEREOF, I have signed this Certificate of Incorporation this 10th day of October, 2014.

/s/ Albert Gelin
Albert Gelin, Incorporator