

# 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 "CODE FOR SCIENCE AND SOCIETY, INC.", FILED IN THIS OFFICE ON THE SEVENTH DAY OF SEPTEMBER, A.D. 2016, AT 3:34 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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Authentication: 202948081  
Date: 09-07-16

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**CERTIFICATE OF INCORPORATION**  
**OF**  
**CODE FOR SCIENCE AND SOCIETY, INC.**

THE UNDERSIGNED, for the purpose of forming a nonstock corporation pursuant to Section 101 of the General Corporation Law of the State of Delaware hereby certifies:

FIRST: The name of the Corporation is Code for Science and Society, Inc. (“the Corporation”).

SECOND: The address of the registered office of the Corporation is 1675 South State Street, Suite B, Dover DE 19901. Capitol Services, Inc., which is located in Kent County, shall serve as the registered agent at such address.

THIRD: The Corporation shall be a nonstock corporation organized for such educational and scientific purposes as shall qualify it for exemption from federal taxation under section 501(c)(3) of the Internal Revenue Code, as now in effect or as may hereafter be amended (“the Code”). The specific purposes of the Corporation are as follows:

- work to advance the power of data to improve the social and economic lives of all people through public education, scientific research, and technology development and deployment;
- improve the public’s ability to find, collect, and share the open data they use to make more informed decisions in the benefit of the public interest.

The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to an extent that would disqualify it from tax exemption under section 501(c)(3) of the Code by reason of attempting to influence legislation. The Corporation shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any provision of these Articles of Incorporation, in carrying out its purposes, the Corporation shall not have or exercise any power or authority, nor engage directly or indirectly in any activity, that would prevent it from qualifying as a corporation described in section 501(c)(3) of the Code.

FOURTH: The Corporation shall not have authority to issue capital stock.

FIFTH: The Corporation shall be a membership corporation. The conditions for membership shall be set forth in the Bylaws of the Corporation.

SIXTH: The name and mailing address of the incorporator who is to serve as the initial director until the first annual meeting of the members or until his successors are elected and qualify is as follows:

<u>NAME</u>	<u>ADDRESS</u>
B. Holly Schadler	Trister, Ross, Schadler & Gold PLLC 1666 Connecticut Ave., NW, Suite 500 Washington, DC 20009

SEVENTH: The Board of Directors shall have the power to adopt, amend or repeal the Bylaws of the Corporation. The Bylaws shall govern the operation of the Corporation unless any Bylaw conflicts with these Articles of Incorporation, in which case the Articles of Incorporation shall be controlling.

EIGHTH: The duration of the existence of the Corporation is perpetual.

NINTH: 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 private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof.

TENTH: In the event of dissolution or final liquidation of the Corporation, all of the remaining assets and property of the Corporation, shall, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation and for necessary expenses thereof, be distributed to one or more charitable organizations.

ELEVENTH: To the fullest extent permitted by the Delaware General Corporation Law, as now in effect or as may hereafter be amended, no director of the

Corporation shall be personally liable to the Corporation for monetary damages for any breach of fiduciary duty as a director; provided, however, such relief from liability shall not apply in any instance where such relief is inconsistent with any provision of the Code applicable to corporations described in Section 501(c)(3) of the Code.

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 7th day of September 2016.

By: B Holly Schadler  
Signature

Name: B. Holly Schadler  
Incorporator