

**STATE OF DELAWARE
AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION**

OF

CULTUREWORKS COMMONS MANAGEMENT, INC.

A NONPROFIT NONSTOCK CORPORATION

CultureWorks Commons Management, Inc. (the “**Corporation**”), a corporation organized and existing under the laws of the State of Delaware, does hereby certify that:

- A. The name of the Corporation is CultureWorks Commons Management, Inc.
- B. The Corporation’s original Certificate of Incorporation was filed with the Secretary of State of Delaware on July 3, 2017.
- C. The Corporation has members.
- D. The Corporation does not have stock.
- E. The Amended and Restated Certificate of Incorporation attached hereto was duly adopted in accordance with Sections 242(a)(1) and 245 of the General Corporation Law of the State of Delaware (the “**DGCL**”), and has been duly approved and adopted by a majority of the Corporation’s Board of Directors in accordance with Section 242(b) of the DGCL, and restates, integrates, and amends the provisions of the Corporation’s Certificate of Incorporation.
- F. The text of the Certificate of Incorporation of this Corporation is hereby amended and restated in its entirety to read as follows:

FIRST: The name of this corporation shall be Social Impact Commons, Inc. (the “**Corporation**”).

SECOND: The registered office of the Corporation in the State of Delaware is to be located at 1209 Orange Street, in the City of Wilmington, County of New Castle, Zip Code 19801. The name of the Registered Agent at such address upon whom process against the Corporation may be served is The Corporation Trust Company.

THIRD: The Corporation is formed as a nonprofit nonstock corporation pursuant to chapter 1 subchapter I of the Delaware General Corporation Law (the “**DGCL**”) exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any future United States Internal Revenue Law (the “**Code**”), and the Corporation is formed as a supporting organization within the meaning of section 509(a)(3) of the Code and is organized and operated exclusively for the benefit of, as a designated class, the nonprofit entities that each hold a membership interest in this Corporation and that maintain their status as a publicly supported charity as described in the Code (collectively, the “**Members**”) as well as organizations that each do or would qualify as a tax-exempt publicly supported charity described in section 509(a)(1) or section 509(a)(2) of the Code and that further the charitable purposes of any one or more of the Members.

FOURTH: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its exempt purposes. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation. The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office. 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: (a) exempt from federal income tax under section 501(a) of the Code as an organization described in section 501(c)(3) of the Code; or (b) contributions to which are deductible under section 170(a) of the Code as being to an organization referred to in section 170(c)(2) of the Code.

FIFTH: The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise.

SIXTH: Notwithstanding any other provisions in this Certificate of Incorporation, at all times when the Corporation is a private foundation within the meaning of section 509 of the Code, it shall be subject to the following additional restrictions:

- a) The Corporation shall distribute its income for each tax 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) The Corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Code.
- c) The Corporation shall not retain any excess business holdings as defined in section 4943(c) of the Code.
- d) The Corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the Code.
- e) The Corporation shall not make any taxable expenditures as defined in section 4945(d) of the Code.

SEVENTH: The Corporation is organized upon a nonstock basis.

EIGHTH: Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the exempt purposes of the Corporation or to one or more organizations organized and operated exclusively for charitable, scientific, or educational purposes which at the time qualify as exempt organizations under section 501(c)(3) of the Code, as the Board of Directors shall determine. Any assets not so distributed by the Board of Directors shall be distributed by the Court of Common Pleas of the county in which the Corporation's principal office is then located exclusively for the Corporation's exempt purposes. The use of any surplus funds for private inurement to any person in the event of a sale of the assets or dissolution of the Corporation is expressly prohibited.


NINTH: The Corporation shall have members as provided in the Bylaws of the Corporation.

TENTH: In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized to adopt, amend, or repeal the Bylaws of the Corporation.

ELEVENTH: The personal liability of the directors of the Corporation is hereby eliminated to the fullest extent allowed as provided by the DGCL. If the DGCL is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the DGCL, as so amended.

TWELFTH: The Corporation reserves the right at any time, and from time to time, to amend, alter, change, or repeal any provision contained in this Certificate of Incorporation, and to add or insert other provisions authorized by the laws of the State of Delaware at the time in force, in the manner now or hereafter prescribed by law; and all rights, preferences, and privileges of whatsoever nature conferred upon directors, or any other persons whomsoever by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to the rights reserved in this Article TWELFTH.

IN WITNESS WHEREOF, the Corporation has caused this Amended and Restated Certificate of Incorporation to be signed by the undersigned, a duly authorized officer of the Corporation, on this 22nd day of October, 2019.


Nadya Shnavonian
President