

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 "CO-IMPACT PHILANTHROPIC FUNDS, INC.", FILED IN THIS OFFICE ON THE ELEVENTH DAY OF APRIL, A.D. 2022, AT 12:45 O`CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

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Date: 04-13-22

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CERTIFICATE OF INCORPORATION

OF

CO-IMPACT PHILANTHROPIC FUNDS, INC.

(A Delaware Non-Profit, Non-Stock Corporation)

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 (the “DGCL”), as amended, does hereby certify as follows:

1. NAME.

The name of the corporation (the “Corporation”) is: Co-Impact Philanthropic Funds, Inc.

2. REGISTERED OFFICE AND AGENT.

The registered office of the Corporation in the State of Delaware is to be situated at 251 Little Falls Drive, Wilmington, Delaware, 19808, County of New Castle, and the name of its registered agent at such address is Corporation Service Company.

3. PURPOSES AND POWERS.

3.1. The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended and now in effect or as may hereafter be amended (the “Code”). Specifically, the Corporation will foster and promote large-scale and enduring improvements to the health, education, economic, gender equity and other social outcomes of vulnerable or otherwise disadvantaged populations throughout the Global South by supporting transformational, systems-level change through grantmaking, public outreach and education,

technical support, and research. In furtherance of these purposes, the Corporation will develop and advance innovative and collaborative funding models and disseminate learnings from such models to encourage adaptation and replication within the greater philanthropic community to drive additional social change.

3.2. The Corporation may engage in any and all other charitable activities within the meaning of Section 501(c)(3) of the Code and shall engage in any and all lawful activities incidental to the foregoing purposes, including any lawful act or activity for which corporations may be organized under the DGCL, except as restricted herein.

3.3. In furtherance of its charitable purposes, the Corporation shall have all the general powers enumerated in Sections 121 and 122 of the DGCL.

3.4. As a means of accomplishing these purposes, the Corporation, in furtherance and not by way of limitation of its statutory powers, shall have the power to solicit, raise, accept, hold, and administer funds exclusively for its objects and purposes, and to that end to take and receive, by purchase, grant, gift, bequest, or devise, or as beneficiary of any trust, any property, real or personal, tangible or intangible, wheresoever situated; to make donations and expenditures in furtherance of such purposes; to invest and reinvest the funds and other property of the Corporation, including the power to invest and reinvest such funds and property in furtherance of such purposes, without regard to whether such investments would be considered as desirable or prudent by an investor interested solely in profit and not interested in promoting such purposes; to collect and receive the income, if any, from any investment or reinvestment of such funds or property; and to apply the income and, if the Corporation so decides, the principal of such property as the Corporation may from time to time possess, to the purposes of the Corporation.

3.5. Notwithstanding any other provision of this Certificate of Incorporation:

A. The Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code;

B. 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 Section 3 hereof;

C. In the event of the liquidation, dissolution, or winding up of the Corporation (whether voluntary, involuntary, or by operation of law), the Corporation's property or assets shall not be conveyed or distributed to any director, officer, member, employee, or member of a committee of, or person connected with, the Corporation, or any other private individual, nor to any organization created or operated for profit; but, after deducting all necessary expenses of liquidation, dissolution, or winding up, as the case may be, all the remaining property and assets of the Corporation shall be distributed exclusively for charitable purposes consistent with those of the Corporation within the meaning of Section 501(c)(3) of the Code as the directors of the Corporation shall in their discretion determine;

D. Except to the extent permitted by the Code, the Corporation shall not carry on propaganda or otherwise attempt to influence legislation, and the Corporation shall not participate in or intervene in (including by the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office; and

E. During any period when the Corporation is determined to be a “private foundation” as defined in Section 509 of the Code, the Corporation, in accordance with the following sections thereof, shall: (1) distribute such amounts for each taxable year at such time and in such manner as not to subject the Corporation to tax on undistributed income under Section 4942 of the Code; (2) not engage in any act which is subject to tax as self-dealing under Section 4941 of the Code; (3) not retain any holdings which are subject to tax as excess business holdings under Section 4943 of the Code; (4) not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code; and (5) not make any taxable expenditures which are subject to tax under Section 4945 of the Code.

4. INCORPORATOR.

The name and mailing address of the incorporator are as follows:

Margo Watson, Esq.
Patterson Belknap Webb & Tyler LLP
1133 Avenue of the Americas
New York, New York 10036

5. DIRECTORS.

The initial directors of the Corporation shall be designated by the incorporator.

Each initial director shall serve until their successor is elected and qualified in accordance with the Corporation’s Bylaws.

To the fullest extent permitted by the DGCL, 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.

6. MEMBERS.

The conditions of membership of the Corporation shall be stated in the Bylaws of the Corporation.

7. NO STOCK.

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

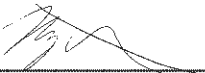
8. DURATION.

The duration of the existence of the Corporation is perpetual.

9. AMENDMENT.

This Certificate of Incorporation can only be amended with the approval of the Members of the Corporation by a vote of eighty percent (80%) of the Members.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Incorporation this 8th day of April, 2022.



Margo Watson, Esq.
Incorporator