

# 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 "ZCASH FOUNDATION", FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF FEBRUARY, A.D. 2017, AT 5:10 O`CLOCK P.M.*

*A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE SUSSEX COUNTY RECORDER OF DEEDS.*



  
Jeffrey W. Bullock, Secretary of State

6316694 8100  
SR# 20170899919

Authentication: 202039232  
Date: 02-14-17

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

**CERTIFICATE OF INCORPORATION  
OF  
ZCASH FOUNDATION**

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 05:10 PM 02/14/2017  
FILED 05:10 PM 02/14/2017  
SR 20170899919 - File Number 6316694

The undersigned, a natural person, for the purpose of organizing a corporation not for profit and without authority to issue capital stock under the provisions and subject to the requirements of the laws of the State of Delaware (particularly Chapter 1, Title 8 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified, and referred to as the "General Corporation Law of the State of Delaware"), hereby certifies that:

1. The name of the corporation (hereinafter called the "corporation") is Zcash Foundation.

2. The address, including street, number, city, and county, of the registered office of the corporation in the State of Delaware is 16192 Coastal Highway, Lewes, Delaware 19958, and the name of the registered agent of the corporation in the State of Delaware at such address is Harvard Business Services, Inc.

3. The nature of the purposes to be conducted by the corporation is as follows:

The corporation shall have the authority to exercise all of the powers conferred upon corporations organized not for profit and without authority to issue capital stock under the provisions of the General Corporation Law of the State of Delaware, and an exempt organization described in section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future laws of the State of Delaware and Internal Revenue Law).

4. The corporation is not to have authority to issue capital stock.

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

Andrew Miller



6. The duration of the corporation is to be perpetual.

7. The personal liability of the directors of the corporation is hereby eliminated to the fullest extent permitted by paragraph (7) of subsection (b) of 102 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented (the "Law").

8. The corporation is organized, and shall be operated, exclusively for charitable, scientific, and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) (the "Code"), including but not limited to, providing education regarding cryptocurrencies.

9. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its Trustees, 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 the purposes set forth in this Article. The 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. Except to the extent permitted by section 501(h) of the Code, no substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation. Any other provision of these Articles to the contrary notwithstanding, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from the Federal income tax under section 501(c)(3) of the Code, (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Code, and (c) by a corporation organized under the Law.

10. The corporation shall have members as provided in the Bylaws. The affairs of the corporation shall be managed by its Board of Directors. The number of Directors and their terms shall be as provided in the Bylaws, provided that there shall not be less than three Directors. The Directors of the corporation shall be elected in the manner described in the Bylaws.

11. Bylaws of the corporation, consistent with these Articles, shall be adopted by the Board of Directors, and may be amended in the manner provided in the Bylaws.

12. These Articles may be amended by the Board of Directors in the manner provided by law.

13. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute all the assets of the corporation to one or more organizations then qualified under section 501(c)(3) of the Code selected by the Board of Directors of the corporation. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the city or county in which the principal office of the corporation is then located to such organization or organizations as said court shall determine and as are then qualified as exempt under section 501(c)(3) of the Code.

13. From time to time, and in furtherance of the purposes for which the corporation is being organized, any of the provisions of this certificate of incorporation may be amended, altered, or repealed, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the members of the corporation by this certificate of incorporation are granted subject to the provisions of this Article.

Signed on February 3, 2017.

Andrew Miller, Incorporator

