

# 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 "THE GOOD FOOD INSTITUTE, INC.", FILED IN THIS OFFICE ON THE FIRST DAY OF DECEMBER, A.D. 2015, AT 10:49 O`CLOCK A.M.*

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



  
Jeffrey W. Bullock, Secretary of State

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Authentication: 10521142  
Date: 12-01-15

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

**CERTIFICATE OF INCORPORATION  
OF  
THE GOOD FOOD INSTITUTE, INC.**

The undersigned, for the purpose of organizing a nonprofit, nonstock corporation under the General Corporation Law of the State of Delaware (the “**DGCL**”), hereby certifies as follows:

**FIRST:** The name of the corporation shall be The Good Food Institute, Inc. (hereinafter, the “**Corporation**”).

**SECOND:** The address of the Corporation’s registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle, Delaware. The name of the Corporation’s registered agent is the Corporation Trust Company.

**THIRD:** A. The Corporation shall be a nonprofit corporation. The Corporation is organized exclusively for the charitable and other purposes (hereinafter, collectively, “**charitable purposes**”) specified in section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any successor thereto (hereinafter, the “**Code**”), including, for such purposes, (1) the promotion of plant and culture-based products that compete with animal-based meat, dairy, and eggs in order to reduce animal suffering and create a healthy, humane, and sustainable food supply and (2) the making of distributions to organizations that qualify as exempt organizations under the Code and to engage in any lawful act or activity for which a corporation may be organized under the DGCL.

B. The Corporation shall receive property by gift, devise, bequest or otherwise, invest and reinvest the same, and pay over or apply the same and any income and principal therefrom, as the Board of Directors of the Corporation may from time to time determine, either directly or through grants, contributions or otherwise to any charitable organization or organizations, in furtherance of such charitable purposes.

C. In furtherance of such charitable purposes, the Corporation may, alone or in cooperation with other persons, organizations or institutions, conduct any and all other activities and do any and all acts and things which may be necessary, useful, suitable or proper in connection with or for the furtherance, accomplishment or attainment of such charitable purposes as are lawful for a corporation organized under the DGCL and for a corporation that qualifies for exemption from taxation as an organization described in section 501(c)(3) of the Code.

FOURTH: In furtherance of its charitable purposes, the Corporation shall have all the general powers enumerated in sections 121, 122 and 123 of the DGCL as now in effect or as hereafter amended, including the power to solicit grants and contributions for such purposes and to maintain a fund or funds of real or personal property for any corporate purpose, except that:

1. Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on by (a) a corporation exempt from federal income tax under section 501(c)(3) of the Code, (b) a corporation, contributions to which are deductible under section 170(c)(2) of the Code or (c) nonprofit corporation organized under the laws of the State of Delaware pursuant to the provisions of the DGCL.
2. No part of the net earnings, if any, of the Corporation shall inure to the benefit of, or be distributable to, any Director, officer, employee or any private individual (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 Article Third hereof), and no Director, officer, employee or any private individual shall be entitled to share in the distribution of any of the Corporation's assets upon dissolution of the Corporation.
3. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, except to the extent permitted under section 501(h) of the Code, nor shall the Corporation 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.
4. With respect to any taxable year or years of the Corporation during which it is a private foundation as defined in section 509 of the Code, it shall make distributions for such years at such time and in such manner as not to subject the Corporation to tax under section 4942 of the Code, and the Corporation shall not (i) engage in any act of self-dealing, as defined in section 4941(d) of the Code; (ii) retain any excess business holdings, as defined in section 4943(c) of the Code; (iii) make any investments or otherwise acquire assets in such

manner as to subject the Corporation to tax under section 4944 of the Code; or (iv) make any taxable expenditures, as defined in section 4945(d) of the Code.

FIFTH: The name and mailing address of the incorporator are as follows: Monica Arduini, 28 Liberty Street, New York, NY 10005-1413. The name and mailing address of each of the initial Directors of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Vandhana Balasubramanian	8033 Sunset Blvd., Suite 864 Los Angeles, CA 90046
Bruce Friedrich	1380 Monroe St. NW #229 Washington, DC 20010
Nathan Runkle	8033 Sunset Blvd., Suite 864 Los Angeles, CA 90046
Nicholas Cooney	1380 Monroe St. NW #229 Washington, DC 20010

SIXTH: The Corporation is not organized for profit and shall not have any capital stock.

SEVENTH: The Corporation shall have perpetual existence.

EIGHTH: The Corporation shall have no members. Except as otherwise provided by law or in the Bylaws of the Corporation, the Corporation shall be governed by its Board of Directors which shall have, subject to the limitations set forth in this Certificate, all powers conferred by law to manage the Corporation and its activities, including, without limitation, the power to adopt, amend, modify and repeal Bylaws for the governance of the Corporation, except as limited in the Bylaws.

NINTH: A. A Director of the Corporation shall not be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a Director, except for liability (i) for any breach of the Director's duty of loyalty to the Corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under section 174 of the DGCL or (iv) for any transaction from which the Director derived any improper personal benefit. If the DGCL is amended after the date of the filing of this Certificate 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.

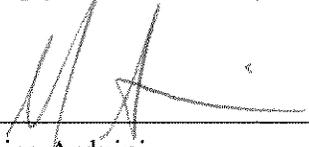
B. The Corporation is authorized to provide indemnification of agents (as defined in Section 145 of the DGCL) for any breach of duty to the Corporation through Bylaw provisions, through agreements with the agents, and/or through resolutions of the Board of Directors, or otherwise, in excess of the indemnification otherwise permitted by Section 145 of the DGCL, subject to the limitations on such excess indemnification set forth in Section 102 of the DGCL.

C. Any repeal or modification of this Article Ninth shall be prospective and shall not affect the rights under this Article Ninth in effect at the time of the alleged occurrence of any act or omission giving rise to liability or indemnification.

TENTH: Upon dissolution of the Corporation, all of the assets and property of the Corporation, if any, after paying or making provision for the payment of all the liabilities of the Corporation and for the necessary expenses thereof, shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code as the Board of Directors shall select or to the Federal government or State or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ELEVENTH: 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 or the Bylaws 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, by a majority vote of the Board of Directors, and all rights at any time conferred upon the directors of the Corporation by this Certificate of Incorporation are granted subject to the provisions of this Article Eleventh.

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 25 day of November, 2015.

  
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Monica Arduini  
Incorporator