

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 "UNCERTAINTY QUANTIFICATION FOUNDATION", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF DECEMBER, A.D. 2016, AT 11:02 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: 203574924
Date: 12-22-16

You may verify this certificate online at corp.delaware.gov/authver.shtml

STATE OF DELAWARE
CERTIFICATE OF INCORPORATION
A NON-STOCK CORPORATION

The undersigned Incorporator hereby certifies as follows:

I. NAME

The name of the Corporation is the UNCERTAINTY QUANTIFICATION FOUNDATION.

II. REGISTERED OFFICE AND REGISTERED AGENT

The Registered Office of the Corporation in the State of Delaware is located at 300 Delaware Ave. Ste. 210, 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 this corporation may be served is LawTrades, Inc.

III. PURPOSE

The purpose of the Corporation shall be to advance Predictive Science through research and education, and to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware pursuant to section 501(c)(3) of the Internal Revenue Code. This corporation shall be a nonprofit corporation and is not organized for the private gain of any person.

IV. ACTIVITIES

- (a) This corporation shall be organized and operated exclusively for the charitable purposes set forth in Article III hereof within the meaning of section 501(c)(3) of the Internal Revenue Code.
- (b) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code.
- (c) No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

V. NO CAPITAL STOCK

The Corporation shall not have any capital stock.

VI. MEMBERSHIP

The conditions of membership shall be as stated in the bylaws of the Corporation.

VII. ASSETS

- (a) The property of this corporation is irrevocably dedicated to the charitable purposes set forth in Article III hereof. No part of the net income or assets of the organization shall ever inure to the benefit of any director, officer, or member thereof or the benefit of any private person.
- (b) On the dissolution or winding down of the Corporation, after paying or adequately providing for the debts, obligations and liabilities of the Corporation, the remaining assets of this corporation shall be distributed to such organization (or organizations) that are organized and operated exclusively for exempt purposes and that has established its tax exempt status under section 501(c)(3) of the Internal Revenue Code.

VIII. LIABILITY OF MEMBERS OF THE GOVERNING BODY

Members of the governing body shall have no personal liability to the Corporation or its members for monetary damages for breach of fiduciary duty as a member of the governing body, except (1) for any breach of the member of the governing body's duty of loyalty to the Corporation or its members; (2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law; (3) under § 174 of the General Corporation Law of Delaware; or (4) for any transaction from which the member of the governing body derived an improper personal benefit.

IX. INITIAL MEMBERS OF THE GOVERNING BODY

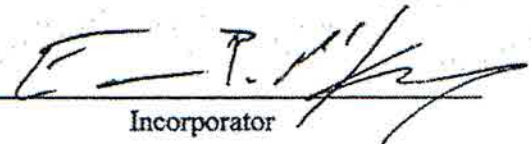
The name and mailing address of the persons who are to serve as members of the governing body until the first annual meeting of members or until their successors are elected and qualify are as follows:

Michael McKerns
25 Western Avenue
Bath, ME 04530

X. INCORPORATOR

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

Evan P. McKerns
305 N. Elmwood Avenue
Oak Park, IL 60302

By: 
Incorporator

Name: Evan P. McKerns