

Delaware

The First State

Page 1

*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 LAST ARK
ORPHANAGE INC.", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY
OF JANUARY, A.D. 2023, AT 9:53 O`CLOCK A.M.*


Jeffrey W. Bullock, Secretary of State

7261400 8100
SR# 20230279646

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

Authentication: 202601279
Date: 01-30-23

State of Delaware
Secretary of State
Division of Corporations
Delivered 09:53 AM 01/27/2023
FILED 09:53 AM 01/27/2023
SR 20230279646 - File Number 7261400

CERTIFICATE OF INCORPORATION
OF
THE LAST ARK ORPHANAGE INC.

FIRST: The name of the corporation is The Last Ark Orphanage Inc. (the “Corporation”).

SECOND: The address of the registered office of the Corporation in the State of Delaware, Kent County, is c/o Registered Agent Solutions, Inc., 838 Walker Road, Suite 21-2, Dover, Delaware 19904. The name of its registered agent at such address upon whom process against this Corporation may be served is Registered Agent Solutions, Inc.

THIRD:

A. The purpose for which the Corporation is organized is to engage in any lawful act or activity for which nonprofit corporations may be organized under the General Corporation Law of Delaware. **This Corporation shall be a nonprofit corporation.**

B. The Corporation is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

C. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Third.

D. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and 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.

E. Notwithstanding any other provision of this Certificate of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

F. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to

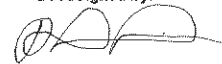
the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

FOURTH: The Corporation shall not have any capital stock.

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

SIXTH: The name of the incorporator of the Corporation is Rhona Mitra and the mailing address of the incorporator is 1990 S Bundy Drive, Suite 510, Los Angeles, California 90025.

IN WITNESS WHEREOF, I have hereunto set my hand this 25th day of January 2023.

DocuSigned by:

370E49644065D479
Rhona Mitra, Incorporator