

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 "STOP ANIMAL RIGHTS EXTREMISTS, INC.", FILED IN THIS OFFICE ON THE SIXTH DAY OF JUNE, A.D. 2018, AT 3:08 O`CLOCK P.M.

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




Jeffrey W. Bullock, Secretary of State

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SR# 20185004301

Authentication: 202853104
Date: 06-11-18

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

**CERTIFICATE OF INCORPORATION
OF
STOP ANIMAL RIGHTS EXTREMISTS, INC.**

The undersigned, for the purpose of organizing a nonprofit, nonstock corporation 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 **STOP ANIMAL RIGHTS EXTREMISTS, INC.**
2. The name and address of the registered agent and registered office for service of process of the corporation in the State of Delaware is Paracorp Incorporated, 2140 South DuPont Highway, Camden, DE 19934, Kent County.
3. The name and address of the incorporator is Paracorp Incorporated, 2140 South DuPont Highway, Camden, DE 19934, Kent County.
4. 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).
5. The corporation shall not have authority to issue capital stock.
6. The duration of the corporation is to be perpetual.
7. The personal liability of the directors and officers of the corporation is hereby eliminated to the fullest extent permitted by the General Corporation Law of the State of Delaware, as the same may be amended and supplemented.
8. The corporation is organized, and shall be operated, exclusively for charitable, scientific, literary 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 specific purposes of the corporation shall be more fully set forth in the Bylaws.

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.
10. Except to the extent permitted by section 501(h) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), no substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation.
11. 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 Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), and (c) by a corporation organized under the Delaware Nonprofit Corporation Act as now existing or hereafter amended.
12. The corporation shall have no Members. The affairs of the corporation shall be managed exclusively 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 two Directors. The Directors of the corporation shall be elected in the manner described in the Bylaws.
13. 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.
14. The corporation shall have such officers with such titles and duties as shall be stated in the Bylaws or in a resolution of the board of directors which is not inconsistent with the Bylaws. Officers shall be chosen in such manner and shall hold their offices for such terms as are prescribed by the Bylaws or determined by the board of directors or other governing body.
15. These Articles may be amended by the Board of Directors in the manner provided by law.

16. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that the person is or was a director or officer of the corporation, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding if the person (a) acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, (b) did not breach such person's duty of loyalty to the corporation, (c) did not engage in intentional misconduct or a knowing violation of the law and, (d) with respect to any criminal action or proceeding, had no reasonable cause to believe the person's conduct was unlawful. The corporation will pay for or reimburse the reasonable expenses incurred by a director or officer who is a party to a proceeding in advance of final disposition of the proceeding to the fullest extent permitted by law.
17. 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) 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 Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).
18. 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.

[Signatures Follow]

THE UNDERSIGNED, for the purpose of forming a nonstock, nonprofit corporation under the laws of the State of Delaware, does make, file and record this Certificate of Incorporation, and does certify that the facts herein stated are true, and have accordingly hereunto set my hand this 8th day of June, 2018.

Paracorp Incorporated,
Incorporator

By: /s/Michael Miller-McCreanor,
Secretary, Paracorp Incorporated