

# 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 "SDSN ASSOCIATION, INC.", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF MARCH, A.D. 2014, AT 4:31 O'CLOCK P.M.

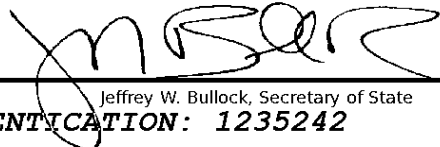
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.

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

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 1235242

DATE: 03-25-14

**CERTIFICATE OF INCORPORATION**

**OF**

**SDSN Association, Inc.**

I, the undersigned natural person of the age of eighteen years or more, acting as incorporator of the above-named corporation, adopt the following Certificate of Incorporation of such corporation pursuant to the Delaware Non-stock Corporation Act.

**FIRST:** The name of the corporation is SDSN Association, Inc. (the "Corporation").

**SECOND:** The period of the Corporation's duration is perpetual.

**THIRD:** This Corporation shall be a nonprofit corporation. The purposes for which the Corporation is organized are as follows:

A. The Corporation has been organized to operate exclusively for charitable, religious, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including, but not limited to, mobilizing scientific and technical expertise from academia, civil society, and the private sector in support of solutions to problems of sustainable development at local, national, and global scales.

B. To exercise any powers conferred upon corporations formed under the Delaware Non-stock Corporation Act as may be necessary or convenient in order to accomplish the above-described purposes, including, but not limited to, the power to accept donations of money or property, whether real or personal, or any interest therein, wherever situated, or any other thing of value.

**FOURTH:** The Corporation shall not have the authority to issue capital stock.

**FIFTH:** The corporation shall have no members.

**SIXTH:** Except for the initial Board of Directors, whose names are set forth in this Certificate of Incorporation, the Board of Directors shall be chosen in the manner provided in the Bylaws.

**SEVENTH:** Except as provided in this Certificate of Incorporation, the internal affairs of the Corporation shall be regulated and determined as provided in the Bylaws.

**EIGHTH:** At all times, and notwithstanding merger, consolidation, reorganization, termination, dissolution or winding up of the Corporation (voluntary or involuntary or by operation of law), or any other provisions hereof:

A. The Corporation shall not possess or exercise any power or authority, whether expressly, by interpretation or by operation of law, that would pose a substantial risk of preventing it at any time from qualifying and continuing to qualify as an organization described in section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), contributions to which are deductible for federal income tax purposes, nor shall the Corporation engage directly or indirectly in any activity that would pose a substantial risk of causing the loss of such qualification under section 501(c)(3) of the Code.

B. At no time shall the Corporation engage in any activities that are unlawful under the laws of the United States, the State of Delaware or any other jurisdiction where any of its activities are carried on.

C. No part of the assets or net earnings of the Corporation shall ever be used, nor shall the Corporation ever be organized or operated, for purposes that are not exclusively charitable or educational within the meaning of section 501(c)(3) of the Code.

D. The Corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.

E. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to an extent that would disqualify it for tax exemption under section 501(c)(3) of the Code by reason of attempting to influence legislation. Nor shall the Corporation, directly or indirectly, 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.

F. No solicitation of contributions to the Corporation shall be made, and no gift, bequest or devise to the Corporation shall be accepted, upon any condition or limitation that would pose a substantial risk of causing the Corporation to lose its federal income tax exemption.

G. Pursuant to the prohibition contained in section 501(c)(3) of the Code, no part of the net earnings, current or accumulated, of the Corporation shall ever inure to the benefit of any private shareholder or individual.

H. Notwithstanding any other provision of this Certificate of Incorporation, if at any time or times the Corporation is a private foundation within the meaning of section 509 of the Code, then during such time or times:

(1) The Corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Code;

(2) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the Corporation to tax under section 4942 of the Code;

(3) The Corporation shall not retain any excess business holdings as defined in section 4943(c) of the Code;

(4) The Corporation shall not make any investments in such a manner as to subject the Corporation to tax under section 4944 of the Code; and

(5) The Corporation shall not make any taxable expenditures as defined in section 4945(d) of the Code.

**NINTH:** Upon the termination, dissolution or winding up of the Corporation in any manner or for any reason, voluntary or involuntary, its assets, if any, remaining after the payment or provision for payment of all liabilities of the Corporation shall be distributed to, and only to, one or more organizations described in section 501(c)(3) of the Code.

**TENTH:** The private property of the officers and directors of the Corporation shall not be subject to payment of debts of the Corporation to any extent whatever.

**ELEVENTH:** To the fullest extent permitted by Delaware law, the Corporation shall indemnify any director or officer or former director or officer of the Corporation against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit or proceeding in which he or she is made a party by reason of being or having been such a director or officer, except in relation to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for gross negligence or gross misconduct in the performance of a duty. The indemnification provided by this Article ELEVENTH shall not be deemed exclusive of any other rights to which such director or officer may be entitled under any bylaw, agreement, vote of the Board of Directors or otherwise. No payment shall be made under this Article ELEVENTH if such payment would result in any liability for tax under chapter 42 of the Code.

**TWELFTH:** All references contained in this Certificate of Incorporation to the Internal Revenue Code of 1986, or to the "Code," shall be deemed to refer to the Internal Revenue Code of 1986 and to the Regulations established pursuant thereto as they now exist or as they may hereafter be amended. Any reference contained in this Certificate of Incorporation to a specific section or chapter of the Code shall be deemed to refer to such section or chapter and the Regulations established pursuant thereto as they now exist or as they may hereafter be amended, and to any corresponding provision of any future United States Internal Revenue law and any Regulations established pursuant thereto.

**THIRTEENTH:** The address, including street number and zip code, of the initial registered office of the Corporation and the name of its initial registered agent at such address are:

National Corporate Research, Ltd.  
615 South DuPont Highway  
Dover (Kent County), DE 19901


**FOURTEENTH:** The number of directors constituting the initial Board of Directors of the Corporation is five. The name and address, including street number and zip code, of each of the individuals who are to constitute the initial Board of Directors are:

<u>Name:</u>	<u>Address:</u>
Jeffrey D. Sachs	C/o 475, Riverside Drive, Suite 253 New York NY 10015
Guido Schmidt-Traub	C/o 475, Riverside Drive, Suite 253 New York NY 10015
Chandrika Bahadur	C/o 475, Riverside Drive, Suite 253 New York NY 10015
Jennifer Gross	C/o 475, Riverside Drive, Suite 253 New York NY 10015
Patrick Paul Walsh	C/o 475, Riverside Drive, Suite 253 New York NY 10015

**FIFTEENTH:** The name and address, including street number and zip code, of the incorporator is:

<u>Name:</u>	<u>Address:</u>
<u>James P. Joseph</u>	<u>555 12th Street NW</u> <u>Washington, DC</u> <u>20004</u>

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 24<sup>th</sup> day of MARCH, 2014

BY:   
(Incorporator)  
Name: James P. Joseph

Address: 555 12th Street NW, Washington, DC 20004