

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 "HOPE FOR CHILDREN" CRC POLICY CENTER USA, INC.", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF MARCH, A.D. 2021, AT 12:01 O`CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

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SR# 20210939506

Authentication: 202783016
Date: 03-22-21

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CERTIFICATE OF INCORPORATION
OF
"HOPE FOR CHILDREN" CRC POLICY CENTER USA, INC.

THE UNDERSIGNED, for the purpose of forming a nonstock corporation pursuant to Section 101 of the Delaware General Corporation Law hereby certifies:

FIRST: The name of the Corporation is "Hope for Children" CRC Policy Center USA, Inc. (the "*Corporation*").

SECOND: The address of the registered office of the Corporation is 251 Little Falls Drive, in the City of Wilmington, County of New Castle, State of Delaware, 19808-1674. The name of the registered agent of the Corporation at that address is Corporation Service Company.

THIRD: The Corporation is organized and shall be operated exclusively for religious, charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (the "Code").

In furtherance of its corporate purposes, the Corporation may receive and maintain a fund or funds of real or personal property, or both, and reinvest the same and use and apply such property and the income to be derived therefrom exclusively for religious, charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Code.

Also in furtherance of its corporate purposes, the Corporation may engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law and shall have all the general powers enumerated in Sections 121 and 122 of the Delaware General Corporation Law as now in effect or as may hereafter be amended, together with the power to solicit grants and contributions for such purposes; provided, however, that no such powers and privileges may be exercised, nor shall any activities be conducted, by the Corporation, if they are inconsistent with the express limitations contained in this Certificate of Incorporation or with the Corporation's nonprofit purposes or are not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

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

FIFTH: The Corporation shall have no members.

SIXTH: The name and mailing address of the incorporator, who is to serve as the initial director until the first annual meeting of the Board of Directors or until his successors are elected and qualified, is:

Joseph Borghese "Hope for Children" CRC Policy Center, 75 Limassol Avenue,
201, 2nd Floor, 2121 Nicosia, Cyprus

SEVENTH: Except as otherwise provided by law, or in any Bylaw of the Corporation, the business of the Corporation shall be managed and all of the powers of the Corporation shall be exercised by the Board of Directors of the Corporation. In furtherance of and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors of the Corporation is expressly authorized to adopt, amend or repeal the Bylaws of the Corporation.

EIGHTH: The duration of the existence of the Corporation is perpetual.

NINTH: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any director or officer of the Corporation, or any other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth in Paragraph THIRD hereof.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise permitted by Section 501(h) of the Code and in any corresponding laws of the State of Delaware), and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements concerning) any political campaign on behalf of (or in opposition to) any candidate for public office.

For any period in which the Corporation is a private foundation within the meaning of Section 509(a) of the Code: (i) the Corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code; (ii) the Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code; (iii) the Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code; (iv) the Corporation shall not make any investments in such a manner as to subject it to tax under Section 4944 of the Code; and (v) the Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

TENTH: In the event of dissolution or final liquidation of the Corporation, all of the remaining assets and property of the Corporation shall, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation and for necessary expenses thereof, be distributed to such organization or organizations organized and operated exclusively for religious, charitable, scientific, literary or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code as the Board of Directors shall determine. In no event shall any of such assets or property be distributed to any director, or officer, or any private individual.

ELEVENTH: To the fullest extent permitted by the Delaware General Corporation Law, as now in effect or as may hereafter be amended, no director of the Corporation shall be personally liable to the Corporation for monetary damages for any breach of fiduciary duty as a director; provided, however, such relief from liability shall not apply in any instance where such relief is inconsistent with any provision of the Code applicable to corporations described in Section 501(c)(3) of the Code.

TWELFTH: Each director and officer of the Corporation shall be entitled to indemnification by the Corporation to the extent provided in the Bylaws; provided, however, that the Corporation shall not indemnify any director, officer, employee or agent against any penalty excise taxes assessed against such person under Section 4958 of the Code.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Incorporation this 8th day of March, 2021.



Joseph Borghese

Sole Incorporator