

STATE *of* DELAWARE
CERTIFICATE OF INCORPORATION
A NON-STOCK CORPORATION

First: The name of the Corporation is **Giving Forward, Inc.**

Second: Its Registered Office in the State of Delaware is to be located at 8 The Green, STE R, in the City of Dover, County of Kent, Zip Code 19901.

The name of the registered agent is Resident Agents Inc., 8 The Green, STE R, in the City of Dover, County of Kent, Zip Code 19901.

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

Fourth: The Corporation shall not have any capital stock.

Fifth: The conditions of membership are contained in the Corporation bylaws.

Sixth: The name and mailing address of the incorporator is as follows:

Kevin Lee
6 Donellan Rd
Scarsdale, NY 10583


Seventh: Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes the making of distributions to organizations exempt under Section 501(c)(3) of the IRC, or corresponding section of any future federal tax code. The specific purpose of the Corporation is to create programs and technology platforms which generate social impact through marketing, advertising, publishing, events or commerce; deliver social good as a byproduct of our activities and platforms; promote cause marketing as a viable business model; encourage and facilitate philanthropy, particularly via non-traditional means; and innovate within the area of volunteerism.

Eighth: No part of the net earnings of the corporation shall inure to the benefit, 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 previous articles hereof. 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 or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) 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 (b) 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.

Ninth: 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 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.

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 set my hand this 4th day of September, A.D. 2019.

By: 
Kevin Lee, Incorporator