

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 "OPEN ALLIANCE, INC.", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF AUGUST, A.D. 2020, AT 4:09 O`CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

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SR# 20206880304

Authentication: 203529456
Date: 08-25-20

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

**CERTIFICATE OF INCORPORATION
OF
OPEN ALLIANCE, INC.
(a Delaware Non-Stock Corporation)**

The undersigned individual 18 years of age or older, acting as incorporator under the General Corporation Law of the State of Delaware, adopts the following Certificate of Incorporation:

**Article I
Name of Corporation and Duration**

The name of this corporation is Open Alliance, Inc. (hereinafter referred to as the “Corporation”) and its duration shall be perpetual.

**Article II
Registered Office and Agent**

The name and address of the initial agent for service of process is:

Unisearch, Inc.
651 N. Broad Street, Suite 206B
Middletown, DE 19709 County
of New Castle

**Article III
Statement of Purpose**

The purposes for which this Corporation is organized are as follows:

(1) The Corporation is formed as a business league, within the meaning of section 501(c)(6) of the United States Internal Revenue Code of 1986, (hereinafter referred to as the “IRS Code”) and Section 1902(b)(3) of Title 30 of the Delaware Code. All references to the IRS Code contained herein are deemed to include corresponding provisions of any future United States Internal Revenue Law or Regulation.

(2) In furtherance of the purposes set forth in this Article III and stated in the bylaws of the Corporation, the Corporation may exercise all the rights and powers conferred on nonprofit corporations under the laws of the State of Delaware.

(3) Notwithstanding any of the above statements of purposes and powers, the Corporation shall not engage in any activities or exercise any powers, whether express or implied, so as to disqualify the Corporation from exemption from federal income tax under section 501(a) of the IRS Code by reason of being an organization described in section 501(c)(6) of the IRS Code and from exemption from Delaware income tax by reason of being an organization described in Section 1902(b)(3) of Title 30 of the Delaware Code and corresponding provisions of any future amendments to said statutes.

**Article IV
Organization as Nonprofit**

This Corporation shall be a nonprofit corporation.

Article V
Organization as Non-Stock Corporation

The Corporation shall not have any capital stock.

Article VI
Members

The Corporation will not have members; in the event that members are deemed to exist either under Section 102 or any other section of the Delaware General Corporation Law, or as the result of a determination by a court of authority, such deemed members shall have no voting rights or powers.

Article VII
Incorporator

The name and address of the incorporator is:

Arnold E. Brown II
Schwabe, Williamson & Wyatt, P.C.
1211 SW Fifth Avenue, Suite 1900
Portland, OR 97204-3795

Article VIII
Initial Principal Office

The principal office of the Corporation will be the following, until otherwise designated by the Corporation in its annual report:

OPEN Alliance, Inc.
c/o VTM Group
3855 SW 153rd Drive
Beaverton, OR 97006

Article IX
Dedication and Dissolution

In the event of liquidation, dissolution, termination, or winding up of the Corporation (whether voluntary, involuntary, or by operation of law), the Board of Directors will, after paying or making provisions for the payment of all of the liabilities of the Corporation, transfer all of the property and assets of the Corporation to one or more Qualified Organizations, as defined below, as the Board of Directors will determine. For purposes of this Article IX “Qualified Organization” will mean a corporation or other organization organized and operated exclusively for religious, charitable, educational or other purposes as shall at the time qualify either (i) as exempt from federal income tax under section 501(a) of the IRS Code by reason of being an organization described in section 501(c) of the IRS Code, or (ii) as a corporation or other organization contributions to which are deductible under section 170(c)(1) of the IRS Code.

No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this 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 these articles.

Article X
Limitation of Liability

To the fullest extent not prohibited by the General Corporation Law of the State of Delaware, as it exists on the date hereof or is hereafter amended, a director and/or officer of the Corporation shall not be liable to the Corporation or its members for any monetary damages for conduct as a director and/or officer. Any amendment to, or repeal of, this Article X or amendment to the General Corporation Law of the State of Delaware shall not adversely affect any right or protection of a director and/or officer of the Corporation for, or with respect to, any acts or omissions of such director occurring prior to such amendment or repeal. This provision, however, shall not eliminate or limit the liability of a director or officer for:

- (1) Any breach of the director's or officer's duty of loyalty to the Corporation or its members;
- (2) Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- (3) Any unlawful distribution;
- (4) Any transaction from which the director or officer derived an improper personal benefit; or
- (5) Any act or omission in violation of the General Corporation Law of the State of Delaware.

Article XI
Indemnification

To the fullest extent not prohibited by the General Corporation Law of the State of Delaware as it exists on the date hereof or is hereafter amended, the Corporation:

- (1) Shall indemnify any person who is made, or threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the Corporation), by reason of the fact that the person is or was a director of the Corporation; and
- (2) This Article XI shall not be deemed exclusive of any other provisions or insurance for the indemnification of directors, officers, employees, or agents that may be included in any statute, bylaw, agreement, resolution of members or directors or otherwise, both as to action in any official capacity and action in any other capacity while holding office, or while an employee or agent of the Corporation.

[Signature page follows]

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 herunto set my hand this 21st day of August, A.D. 2020.

BY: 
NAME: Arnold E. Brown II, Incorporator

Person to contact about this filing: Arnold E. Brown II
Telephone Number to call: (650) 396-1401