Delaware

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 "BYTECODE ALLIANCE FOUNDATION", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF MARCH, A.D. 2021, AT 1:04 O`CLOCK P.M.

Jeffrey W. Bullock, Secretary of State

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State of Delaware
Secretary of State
Division of Corporations
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CERTIFICATE OF INCORPORATION OF BYTECODE ALLIANCE FOUNDATION

ARTICLE I: NAME

The name of the corporation is Bytecode Alliance Foundation (the "Foundation").

ARTICLE II: AGENT FOR SERVICE OF PROCESS

The address of the registered office of the Foundation in the State of Delaware is 8 The Green, STE B, Dover, DE 19901, in Kent County. The name of its registered agent at that address is Northwest Registered Agent Service, Inc.

ARTICLE III: PURPOSE

The purpose of the Foundation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware (the "DGCL"). This Foundation shall be a nonprofit corporation. Initially, the specific purposes of the Foundation are to:

(a) establish a capable, secure platform that allows application developers and service providers to confidently run untrusted code, on any infrastructure, for any operating system or device (the "Platform");

(b) establish, maintain, seek support for, and develop infrastructure projects and technical and infrastructure collaboration initiatives related to the Platform, and such other initiatives as may be appropriate to support, enable and promote the Platform;

(c) encourage and increase user adoption, involvement with, and contribution to, the Platform;

(d) facilitate communication and collaboration among users and developers of the Platform and the Foundation;

(e) support and maintain policies set by the Board of Directors;

(f) manage and steward intellectual property rights related to the Platform; and

(g) undertake such other activities as may from time to time be appropriate to further the purposes and achieve the goals set forth above.

Notwithstanding the foregoing, if the Board of Directors elects to seek and obtains an exemption from Federal taxation for the Foundation pursuant to Section 501(a) of the Internal Revenue Code of 1986, as amended (the "Code"), and until such time, if ever, as such exemption is denied or lost, the Foundation shall not be empowered to knowingly engage directly or indirectly in any activity that it believes would be likely to invalidate its status as an organization exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(6) of the Code.

ARTICLE IV: EARNINGS AND DISTRIBUTIONS

Except as provided in this Article, no part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to, its members, members of its Board of Directors, officers or other private persons, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes herein set forth, but only in a manner permitted by its tax exempt status at such times as the Foundation shall be so qualified.

In the event of the liquidation, dissolution or winding up of the affairs of the Foundation (whether voluntary or by operation of law), the Board of Directors will, after paying or making any provision for the payment of all liabilities of the Foundation, distribute all of the assets of the Foundation as it sees fit, consistently with the contractual obligations of the Foundation. Notwithstanding the foregoing, if the Foundation is exempt from Federal taxation pursuant to Section 501(a) of the Code at the time of any such liquidation, dissolution or winding up of the affairs of the Foundation, then the Board of Directors shall make such distribution in a manner which the Board of Directors believes is consistent with such tax-exempt status and the applicable requirements of Section 501(c) of the Code and any related regulations.

ARTICLE V: NONSTOCK

The Foundation shall not have any capital stock. The Board of Directors of the Foundation shall be, and shall (except as provided below) possess all of the powers of, the "Governing Body" of the Foundation as a not-for-profit membership corporation under the DGCL.

ARTICLE VI: MEMBERSHIP

The conditions of membership shall be stated in the Bylaws of the Foundation.

ARTICLE VII: VOTE BY BALLOT

Election of directors need not be by written ballot unless the Bylaws of the Foundation shall so provide.

ARTICLE VIII: DIRECTOR LIABILITY

To the fullest extent permitted by law, no director of the Foundation shall be personally liable for monetary damages for breach of fiduciary duty as a director. Without limiting the effect of the preceding sentence, if the DGCL is hereafter amended to authorize the further elimination or limitation of the liability of a director, then the liability of a director of the Foundation shall be eliminated or limited to the fullest extent permitted by the DGCL, as so amended.

Neither any amendment nor repeal of this Article VIII, nor the adoption of any provision of this Certificate of Incorporation inconsistent with this Article VIII, shall eliminate, reduce or

otherwise adversely affect any limitation on the personal liability of a director of the Foundation existing at the time of such amendment, repeal or adoption of such an inconsistent provision.

ARTICLE IX: ACTION BY WRITTEN CONSENT

Notwithstanding Section 141(f) of the DGCL and unless otherwise restricted by the Bylaws of the Foundation, any action required or permitted to be taken at any meeting of the Board of Directors of the Foundation or of any committee thereof may be taken without a meeting if a majority of the directors then in office (or such higher number as may be specified in the Bylaws of the Foundation) consent thereto in writing or by electronic transmission. Any consent required to be given in writing by law, this Certificate of Incorporation or the Bylaws, may be given in the form of electronic transmission. Such writing or electronic transmission shall be filed with the minutes of proceedings of the Board of Directors or committee, as applicable.

ARTICLE X: AMENDMENT OF BYLAWS

In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors of the Foundation is expressly authorized to adopt, amend or repeal the Bylaws of the Foundation, in the manner provided for in the Bylaws and subject to any limitation set forth in the Bylaws.

ARTICLE XI: ALTERNATE DIRECTORS

In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, and subject to any limitations in the Bylaws, any member of the Foundation which is the employer of a person designated or elected as a director, or such director, may designate an alternate person to serve temporarily as a director during the absence or other unavailability of the designated or elected director.

ARTICLE XII: INCORPORATOR

The name of the incorporator is Aaron Williamson. The address of the incorporator is 1126 18th Ave. N., St. Petersburg, FL 33704.

SIGNED:

Aaron Williamson, Incorporator