

Delaware

The First State

Page 1

*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 "REGEN FOUNDATION",
FILED IN THIS OFFICE ON THE ELEVENTH DAY OF APRIL, A.D. 2018,
AT 6:23 O`CLOCK P.M.*

*A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE
NEW CASTLE COUNTY RECORDER OF DEEDS.*


Jeffrey W. Bullock, Secretary of State

6840956 8100
SR# 20182626301

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

Authentication: 202497478
Date: 04-11-18

STATE OF DELAWARE
CERTIFICATE OF INCORPORATION
OF
REGEN FOUNDATION
A NON-STOCK CORPORATION

(Pursuant to General Corporation Law of the State of Delaware)

The undersigned, in order to form a nonprofit corporation for the purposes hereinafter stated, under and pursuant to section 102 of the General Corporation Law of the State of Delaware, does hereby certify:

FIRST: The name of the corporation is Regen Foundation (the “Corporation”).

SECOND: The registered office of the Corporation in the State of Delaware is to be located at 251 Little Falls Drive, Wilmington, Delaware, 19808, in the county of New Castle. The registered agent in charge thereof is Corporation Service Company.

THIRD: The Corporation is a nonprofit corporation organized and operated exclusively to carry out religious, charitable, scientific, literary or educational purposes, as such terms are defined for purposes of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law) (the “Code”).

The Corporation is formed for charitable purposes to make grants to other section 501(c)(3) organizations.

The Corporation is empowered to use for such ends such agencies and means as from time to time may be expedient to the directors or found to be appropriate therefor, including by raising funds for such purposes.

The Corporation shall conduct its affairs and use and/or distribute its funds only in a manner consistent with the authority and powers granted to organizations which qualify under section 501(c)(3) of the Code.

FOURTH: The Corporation shall have the power to exercise all rights and powers conferred by the laws of the State of Delaware upon corporations, including, but without limitation thereon, to solicit and receive gifts, devises, bequests and contributions, in any form, and to use, apply, invest and reinvest the principal and/or income therefrom or distribute the same for the purposes set forth in Article THIRD hereof.

FIFTH: No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to the Corporation's directors or officers, but 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 Article THIRD hereof.

SIXTH: 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, provided the Corporation has made the appropriate

election under that provision, and under 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), any political campaign on behalf of, or in opposition to, any candidate for public office.

SEVENTH: Corporate existence shall commence on the date of filing of this Certificate of Incorporation. The Corporation shall have perpetual existence. In the event of the sole member's resignation, disability, or death, the Board of Directors will appoint a new member.

EIGHTH: In the event of dissolution of the Corporation, no distribution of any of the property or assets of the Corporation shall be made to any director, trustee, officer or employee of the Corporation, or to any other private individual, and the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation, as described in Article THIRD hereof, in such manner, 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 of the Corporation shall determine. Any of such assets not so disposed of shall be disposed of by a court of competent jurisdiction, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Notwithstanding any other provision of this Certificate of Incorporation, the Corporation shall not directly or indirectly carry on any activity which would prevent it from

obtaining exemption from Federal income taxation as a corporation described in section 501(c)(3) of the Code, or cause it to lose such exempt status, or carry on any activity not permitted to be carried on by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

The Corporation shall not engage in any excess benefit transaction, as defined in section 4958 of the Code.

NINTH: The Corporation is not organized for profit. It shall have no capital stock and it shall not be authorized to issue capital stock.

TENTH: The Corporation may have one or more classes of members. The conditions of membership, if any, shall be stated in the By-laws of the Corporation.

ELEVENTH: The name and mailing address of the Incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Andrew Lom	c/o Norton Rose Fulbright US LLP 1301 Avenue of the Americas New York, NY 10019

TWELFTH: The number of directors which shall constitute the whole Board shall be fixed by, or in the manner provided in, the By-laws. The manner of election of the directors, their tenure of office and their duties and powers shall, except as otherwise provided in this Certificate of Incorporation, be prescribed in the By-laws, which may also regulate the calling and holding of meetings of the Board of Directors. The registered office and registered agent may be changed from time to time by the Board of Directors of the Corporation.

THIRTEENTH: The Corporation shall have the power to indemnify to the fullest extent permitted, from time to time, by applicable law any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative in nature by reason of the fact that he is or was a member, director, officer, employee or agent of the Corporation, or, while a member, director, officer, employee or agent of the Corporation, is or was serving at the request of the corporation as a member, director, officer, trustee, employee or agent of or in any other capacity with another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against expenses (including attorneys' fees), judgments, fines, penalties and amounts paid in settlement in connection with such action, suit or proceeding. the corporation shall have the power to enter into agreements providing any such indemnity.

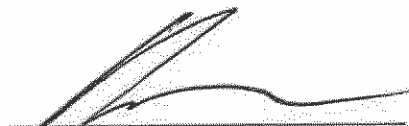
(a) The Corporation shall have the power to advance to a member, director, officer, employee or agent of the Corporation expenses incurred in connection with defending any action, suit or proceeding referred to above or in the By-laws at any time before the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the indemnified person to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Corporation as authorized in this Article THIRTEENTH or as provided in the By-laws. The Corporation shall have the power to enter into agreements providing for such advancement of expenses.

(b) The indemnification and other rights provided for in this Article THIRTEENTH shall not be exclusive of any provision with respect to indemnification or the

payment of expenses in the By-laws or any other contract or agreement between the Corporation and any member, officer, director, employee or agent of the Corporation or any other person.

(c) Neither the amendment nor repeal of this Article THIRTEENTH, nor the adoption of any provision of this Certificate of Incorporation inconsistent with this Article THIRTEENTH, shall eliminate or reduce the effect of such provisions in respect of any act or omission or any matter occurring prior to such amendment, repeal or adoption of an inconsistent provision regardless of when any cause of action, suit or claim relating to any such matter accrued or matured or was commenced, and such provision shall continue to have effect in respect of such act, omission or matter as if such provision had not been so amended or repealed or if a provision inconsistent therewith had not been so adopted.

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 VI day of April, 2018.



Andrew Lom
Incorporator
c/o Norton Rose Fulbright US LLP
1301 Avenue of the Americas
New York, NY 10019