



EXEMPTED Foundation Company Registered and
filed as No. 399137 On 13-Apr-2023

A blue ink signature of the Assistant Registrar.

Assistant Registrar

**MEMORANDUM OF ASSOCIATION
OF
REN FOUNDATION
A foundation company limited by guarantee**

**Registered Office:
c/o International Corporation Services Ltd.
Harbour Place, 2nd Floor
103 South Church Street
P.O. Box 472
George Town
Grand Cayman KY1-1106
Cayman Islands**



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**MEMORANDUM OF ASSOCIATION
OF
REN FOUNDATION**

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1. The name of the Foundation Company is Ren Foundation.
2. The Foundation Company is a company within the meaning of the Companies Act (Revised) and a Foundation Company within the meaning of the Foundation Companies Act (Revised). The registered office of the Foundation Company shall be at the offices of International Corporation Services Ltd., PO Box 472, 2nd Floor, Harbour Place, 103 South Church Street, George Town, Grand Cayman KY1-1106, Cayman Islands, or at such other place as the directors may from time to time decide.
3. The objects for which the Foundation Company is established are:
 - (a) to independently support, promote, expand education and encourage the adoption of Ren protocol and its related infrastructure and ecosystems;
 - (b) to act as a holding company, with no restriction on the objects or operations of its subsidiaries or on the nature of its or their investments;
 - (c) to provide financial assistance or benefits to beneficiaries designated under the Articles of Association; and
 - (d) to do all such things as in the opinion of the directors are or may be incidental or conducive to the above objects or any of them.
4. The Foundation Company shall have and be capable of exercising all the functions of a natural person of full capacity irrespective of any question or corporate benefit, as provided by section 27(2) of the Companies Act (Revised), and without prejudice to the foregoing generality the Foundation Company has the following powers, which may be exercised only in promoting the objects for which the Foundation Company is established:
 - (a) to promote or carry out research;
 - (b) to employ paid or unpaid agents, staff or advisers;
 - (c) to provide advice;
 - (d) to publish or distribute information;



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- (e) to co-operate with other bodies;
 - (f) to support, donate to, administer or set up charities or not for profit organisations;
 - (g) to raise funds (but not by means of taxable trading);
 - (h) to borrow money and give security for loans;
 - (i) to acquire or hire property of any kind;
 - (j) to let or dispose of property of any kind;
 - (k) to make grants or loans of money and to give guarantees;
 - (l) to promote, incorporate, acquire, manage, control and operate for commercial gain one or more subsidiary companies in any jurisdiction of the world and to exercise all powers necessary with respect to the ownership of such subsidiary companies;
 - (m) to set aside funds for special purposes or as reserves against future expenditure;
 - (n) to deposit or invest funds in any manner; and
 - (o) to do anything else within Cayman Islands law and regulation which promotes or may help to promote the objects for which the Foundation Company is established.
5. The Foundation Company may not carry on a business for which a licence is required under the laws of the Cayman Islands unless duly licensed.
 6. No portion of the income or property of the Foundation Company from whatever place or source shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members, proposed members, directors or supervisors of the Foundation Company, as such, apart from authorised remuneration for services to the Foundation Company.
 7. The liability of the members is limited.
 8. The Foundation Company may cease to have members.
 9. Each person who is a member undertakes to contribute to the assets of the foundation company in the event of the foundation company being wound up during the time that the person is a member, or within one year afterwards, for payment of the debts and liabilities of the Foundation Company contracted before the time at which the person ceases to be a member, and the cost, charges and expenses of the winding-up of the Foundation Company,



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A handwritten signature in blue ink, appearing to be "A. J. ...", is written over a circular stamp.

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and for the adjustments of the rights of the contributories amongst themselves, such amounts as may be required, not exceeding the sum of one United States dollar (US\$1.00).

10. If on the winding-up or dissolution of the Foundation Company there remain surplus assets after the satisfaction of its debts and liabilities, the same shall be applied or distributed under the Articles of Association of the Foundation Company and, subject thereto, shall be paid or transferred to such charitable objects as shall be decided by Ordinary Resolution of the Foundation Company.
11. This Memorandum and the Articles of Association may be altered by the Founder by notice to the Foundation Company or by Special Resolution of the Foundation Company, except that none of Clauses 6, 10 or this Clause 11 of this Memorandum may be altered, and no other alteration may be made which is in any way inconsistent with Clauses 6, 10 or this Clause 11.



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WE, the subscriber to this Memorandum of Association, wish to be formed into a foundation company limited by guarantee pursuant to this Memorandum of Association, and we agree to take the number of shares shown opposite our name.

Dated: 13 April 2023

Name	Address and Description of Subscriber	Number of Shares taken by Subscriber
International Corporation Services Ltd.	Harbour Place, 2nd Floor, 103 South Church Street, PO Box 472, George Town, Grand Cayman, KY1-1106, Cayman Islands	One Share

Per:

Melanie Whittaker
Authorised Signatory

WITNESS to the above signature

Dana Douglas