

CERTIFICATE OF INCORPORATION
OF
BOLD TOAD FOUNDATION
(A Delaware Nonstock Corporation)

The undersigned, acting as incorporator of a corporation under the General Corporation Law of the State of Delaware (the “DGCL”), adopts the following Certificate of Incorporation and certifies:

ARTICLE I
NAME

The name of the corporation is Bold Toad Foundation (the “Corporation”).

ARTICLE II
REGISTERED OFFICE AND AGENT

The address of the Corporation’s registered office in the State of Delaware is 8 The Green, STE B, in the City of Dover, County of Kent, Delaware 19901. The name of its registered agent at such address is Northwest Registered Agent Service, Inc.

ARTICLE III
PURPOSE

The Corporation is organized exclusively for charitable, educational, and scientific purposes within the meaning 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”), including but not limited to advancing charitable, educational, and scientific purposes including by developing and providing technology tools, educational resources, and technical and other assistance that strengthen the capacity and efficiency of nonprofit organizations to fulfill their charitable missions in the public interest.

The Corporation shall be a nonprofit corporation.

Notwithstanding any other provision of this Certificate, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or by a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE IV
NONSTOCK CORPORATION

The Corporation shall be a nonstock corporation, shall not issue shares of capital stock, and shall have no authority to issue capital stock.

**ARTICLE V
NO MEMBERS**

The Corporation shall have no members. Any action which would otherwise by law require approval or vote of members shall require only the approval or vote of the Board of Directors. The Board of Directors shall exercise all rights, powers, and privileges that would otherwise be conferred upon members under the Delaware General Corporation Law applicable to nonstock corporations.

**ARTICLE VI
GOVERNING BODY**

The business and affairs of the Corporation shall be managed by or under the direction of a Board of Directors. The number, qualifications, terms of office, manner of election, and powers and duties of the directors shall be as provided in the Bylaws. The initial Board of Directors shall consist of one (1) director. The name and mailing address of the person who is to serve as the initial director is:

Anthony Eliseuson
8 The Green #21625
Dover, DE 19901

**ARTICLE VII
DISSOLUTION**

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 Code, or the 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.

**ARTICLE VIII
LIMITATION OF LIABILITY**

To the fullest extent permitted by the DGCL as it now exists or as it may hereafter be amended, no director of the Corporation shall be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a director.

**ARTICLE IX
INDEMNIFICATION**

The Corporation shall indemnify and hold harmless, to the fullest extent permitted by the DGCL as it now exists or as it may hereafter be amended, any person who was or is made or is threatened to be made a party or is otherwise involved in any action, suit, or proceeding by reason of the fact that such person is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise.

**ARTICLE X
AMENDMENT**

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute.

**ARTICLE XI
INCORPORATOR**

The name and mailing address of the incorporator is:

Anthony Eliseuson
8 The Green #21625
Dover, Delaware 19901

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, has executed this Certificate of Incorporation this 1st day of April, 2026.



Anthony Eliseuson, Incorporator