

**STATE OF DELAWARE  
CERTIFICATE OF CONVERSION  
FROM A LIMITED LIABILITY COMPANY TO A  
NONSTOCK CORPORATION PURSUANT TO SECTION 265  
OF THE DELAWARE GENERAL CORPORATION LAW**

- 1.) The jurisdiction where the Limited Liability Company first formed is Delaware.
- 2.) The jurisdiction immediately prior to filing this Certificate is Delaware.
- 3.) The date the Limited Liability Company first formed is September 7, 2017
- 4.) The name of the Limited Liability Company immediately prior to filing this Certificate is Ethereum Classic Cooperative, LLC
- 5.) The name of the Corporation as set forth in the Certificate of Incorporation is Ethereum Classic Cooperative, Inc.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Limited Liability Company have executed this Certificate on the 4<sup>th</sup> day of May, A.D. 2018.

By: DocuSigned by:  
*Samantha McDonald*  
15264270BA644FB  
Name: Samantha McDonald  
Title: Vice President, Finance

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 10:41 AM 05/10/2018  
FILED 10:41 AM 05/10/2018  
SR 20183584950 - File Number 6535515

STATE OF DELAWARE  
CERTIFICATE OF INCORPORATION  
of  
ETHEREUM CLASSIC COOPERATIVE, INC.  
A NON-STOCK CORPORATION

The undersigned Incorporator hereby certifies as follows:

1. The name of the Corporation is Ethereum Classic Cooperative, Inc. (the "Corporation").
2. The Registered Office of the Corporation in the State of Delaware is located at 160 Greentree Dr. Ste 101, Dover, Delaware, 19904 in the County of Kent. The name of the Registered Agent at such address upon whom process against this corporation may be served is National Registered Agents, Inc.
3. The Corporation shall be a nonprofit corporation. The Corporation shall have the authority to exercise all of the powers conferred upon corporations organized not for profit and without authority to issue capital stock under the provisions of the General Corporation Law of the State of Delaware, and an exempt organization described in section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). Any reference herein to any section of the Code shall include the corresponding provision of any future United States Internal Revenue law, and any reference herein to any section of the General Corporation Law of the State of Delaware shall include such section as it may be hereafter amended or supplemented.
4. The Corporation shall not have authority to issue any capital stock.
5. The duration of the Corporation is perpetual.
6. The Corporation is organized, and shall be operated, exclusively for charitable, scientific, literary and educational purposes within the meaning of section 501(c)(3) of the Code, including but not limited to: educating the public regarding Ethereum Classic, facilitating future development of the Ethereum Classic network and supporting infrastructure, and providing funding to projects that benefit the Ethereum Classic ecosystem.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, directors, officers or other private persons, except that 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 this Article. 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. Except to the extent permitted by section 501(h) of the Code no substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation. Any other provision of this Certificate of Incorporation to the contrary notwithstanding, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from the Federal income tax under section 501(c)(3) of the Code, (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Code, and (c) by a corporation organized not for profit and without authority to issue

capital stock under the provisions of the General Corporation Law of the State of Delaware as now existing or hereafter amended.

7. The personal liability of the directors of the Corporation is hereby eliminated to the fullest extent permitted by paragraph (7) of subsection (b) of 102 of the General Corporation Law of the State of Delaware.
8. The Corporation shall have members as provided in the by-laws. The affairs of the corporation shall be managed by its Board of Directors. The number of Directors and their terms shall be as provided in the Bylaws, provided that there shall not be less than three Directors. The Directors of the corporation shall be elected in the manner described in the Bylaws.
9. Bylaws of the corporation, consistent with these Articles, shall be adopted by the Board of Directors, and may be amended in the manner provided in the Bylaws.
10. These Articles may be amended by the Board of Directors in the manner provided by law.
11. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, shall distribute the assets of the Corporation for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, or shall distribute such assets 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.
12. From time to time, and in furtherance of the purposes for which the Corporation is being organized, any of the provisions of this certificate of incorporation may be amended, altered, or repealed, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the members of the corporation by this certificate of incorporation are granted subject to the provisions of this Article.
13. The name and mailing address of the incorporator are as follows:

Lorraine Smith  
25 Robert Pitt Drive, Suite 204  
Monsey, NY 10952

By: /s/Lorraine Smith  
Lorraine Smith, Incorporator