

Delaware

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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 "AMERICAN ASSOCIATION OF THE INDO-PACIFIC, INC.", FILED IN THIS OFFICE ON THE SECOND DAY OF JULY, A.D. 2021, AT 1:40 O`CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

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SR# 20212619115

Authentication: 203606153
Date: 07-06-21

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

STATE OF DELAWARE
CERTIFICATE OF INCORPORATION

OF
AMERICAN ASSOCIATION OF THE INDO-PACIFIC, INC.

(A Delaware nonstock, nonprofit corporation)

THE UNDERSIGNED, for the purpose of forming a nonstock, nonprofit corporation pursuant to Section 101 of the General Corporation Law of the State of Delaware (“**DGCL**”), hereby certifies:

FIRST: The name of the corporation (hereinafter referred to as the “**Corporation**”) is **American Association of the Indo-Pacific, Inc.**

SECOND: The address of the registered office of the Corporation is 251 Little Falls Drive, Wilmington, New Castle County, State of Delaware, 19808. The name of the registered agent of the Corporation at that address is Corporation Service Company.

THIRD: A. The Corporation is organized and shall be operated as a nonprofit business league described in Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States federal tax law (the “**Code**”) to accomplish the following objectives: (i) to improve the conditions and advance the competitiveness of American enterprises in the Indo-Pacific region; and (ii) to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof to the extent consistent with its status as a nonprofit corporation organized under the DGCL and its qualification under Code Section 501(c)(6) and as otherwise provided by law.

B. In furtherance of its corporate purposes, the Corporation shall have all the general powers enumerated in Sections 121 and 122 of the DGCL as now in effect or as may hereafter be amended, including the power to solicit, receive, and administer dues, assessments, and contributions for such purposes, and may engage in any lawful activity for which corporations may be organized under the DGCL that are not inconsistent with its qualification under Code Section 501(c)(6) and as otherwise provided by law.

FOURTH: The Corporation is not organized for profit and shall not have authority to issue capital stock.

FIFTH: The Corporation shall have one or more classes of members (“**Members**”). The designation of each class of Members, the qualifications and rights of Members of each class, and the conditions of membership for each class of Members shall be set forth in the bylaws of the Corporation (the “**Bylaws**”). The Bylaws shall provide whether a class of Members has voting rights or no voting rights and each class of Members with voting rights shall be entitled to elect or appoint such number of members of the Corporation’s Board of Directors (each, a “**Director**” and collectively, the “**Board of Directors**”) to the extent and in the manner provided in the Bylaws. Except as otherwise provided in this Certificate of Incorporation or in the Bylaws or as otherwise

required by law, Members of any class that does not have voting rights shall not be entitled to vote on any matter, including the election or appointment of Directors. A Director may be removed for cause by the member, or members of the class of membership, as the case may be, that elected or appointed the particular Director, and may also be removed for cause by the other Directors to the extent, and in the manner, provided in the Bylaws, with a replacement appointed in the manner provided in the Bylaws.

SIXTH: The name and mailing address of the sole incorporator is as follows:

Jackson Cox

c/o Akin Gump Strauss Hauer & Feld LLP
2001 K Street, N.W.
Washington, DC 20006

SEVENTH: Except for those powers specifically reserved to the Members in this Certificate of Incorporation or in the Bylaws, and except as otherwise provided by law, this Certificate of Incorporation or the Bylaws, the business and affairs of the Corporation shall be managed and all of the powers of the Corporation shall be exercised by the Board of Directors of the Corporation. The qualifications, election, number, tenure, powers, and duties of the members of the Board of Directors shall be as provided in the Bylaws.

EIGHTH: The duration of the existence of the Corporation is perpetual.

NINTH:

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director or officer of the Corporation (“*Officer*”) or any other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof.

B. Notwithstanding any other provision of this Certificate of Incorporation, the Corporation shall not directly or indirectly carry on any activity that would prevent it from obtaining exemption from Federal income taxation as a corporation described in Code Section 501(c)(6) or cause it to lose such tax-exempt status.

TENTH: In the event of dissolution or final liquidation of the Corporation, all of the remaining assets and property of the Corporation shall be applied and distributed in accordance with the Plan of Dissolution adopted by the Board of Directors, provided, however, that such Plan is not inconsistent with any provision of the DGCL as it applies to nonprofit corporations or any Code provision applicable to a corporation described in Code Section 501(c)(6).

ELEVENTH: To the fullest extent permitted by the DGCL, as now in effect or as hereafter may be amended, no person who is or was a Director, Officer or Member of the Corporation shall be personally liable to the Corporation or to any Member for monetary damages for any breach of fiduciary duty by such Director, Officer or Member. Notwithstanding the foregoing sentence, a person who is or was a Director, Officer or Member of the Corporation shall

be liable to the Corporation to the extent provided by applicable law (i) for breach of the duty of loyalty to the Corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law or (iii) for any transaction from which the Director, Officer or Member derived an improper personal benefit. Moreover, such relief from liability shall not apply in any instance where such relief is inconsistent with any provision of the Code applicable to corporations described in Section 501(c)(6) of the Code. No amendment to or repeal of this Article ELEVENTH shall apply to or have any effect on the liability or alleged liability of any Director, Officer or Member of the Corporation for or with respect to any acts or omissions of such Director, Officer or Member occurring prior to such amendment.

TWELFTH: Except to the extent limited in the Bylaws, the Corporation shall indemnify, advance expenses and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (“*Indemnified Party*”) who was or is a party or is threatened to be made a party to, or is otherwise involved in any threatened, pending or completed action, suit or proceeding, (“*Proceeding*”) whether civil, criminal, administrative or investigative in nature, by reason of the fact that such Indemnified Party is or was the legal representative, is or was a Director, Officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, employee or agent of another corporation, partnership, joint venture, employee benefit plan, trust or other enterprise, against all liability and loss suffered and expenses (including attorneys’ fees) reasonably incurred by such person in connection with such Proceeding, and the Corporation may adopt bylaws or enter into agreements with any such person for the purpose of providing for such indemnification. Except to the extent otherwise provided in the Bylaws and except for claims for indemnification (following the final disposition of such Proceeding) or advancement of expenses, the Corporation shall be required to indemnify a Indemnified Party in connection with a Proceeding (or part thereof) commenced by such Indemnified Party only if the commencement of such Proceeding (or part thereof) by the Indemnified Party was authorized in the specific case by the Board of Directors of the Corporation. Except to the extent otherwise provided in the Bylaws, the payment of expenses incurred by a Indemnified Party in advance of the final disposition of the Proceeding shall be made only upon receipt of an undertaking by the Indemnified Party to repay all amounts advanced if it is ultimately determined that the Indemnified Party is not entitled to be indemnified under this Article or otherwise. Any amendment, repeal or modification of this Article shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification. Moreover, the Corporation shall not indemnify, reimburse or insure any person in any instance where such indemnification, reimbursement or insurance is inconsistent with any provision of the Code applicable to corporations described in Code Section 501(c)(6).

THIRTEENTH: The Corporation reserves the right to amend, alter, change, or repeal any provision contained in this Certificate of Incorporation or in the Bylaws in the manner now or hereafter set forth in the Bylaws, and except as set forth in Articles ELEVENTH and TWELFTH, all rights conferred upon Members, Directors or any other persons by and pursuant to this Certificate of Incorporation are granted subject to this reservation.

[Signature Page Follows]

I, THE UNDERSIGNED, being the sole incorporator, do make and file this Certificate of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly hereunto have set my hand and seal this 2nd day of July, 2021.



Jackson Cox, Incorporator