

DELAWARE
CERTIFICATE OF INCORPORATION
OF
GAZA HUMANITARIAN FOUNDATION

THE UNDERSIGNED INCORPORATOR, in order to form a charitable nonprofit, nonstock corporation for the purposes hereinafter stated, under and pursuant to the provisions of the General Corporation Law of the State of Delaware, does hereby certify as follows:

ARTICLE I: The name of the corporation is Gaza Humanitarian Foundation (the "Corporation").

ARTICLE II: The registered office of the Corporation in the State of Delaware is located at Corporation Trust Center, 1209 Orange Street in the City of Wilmington, County of New Castle. The name and address of its registered agent is The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware, 19801.

ARTICLE III: The Corporation shall be a nonprofit corporation organized and operated exclusively for religious, charitable, scientific, literary and educational purposes as set forth in 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, for such purposes, the making of distributions to organizations that have been granted exemption from Federal income tax under the provisions of Section 501(c)(3) of the Code.

ARTICLE IV: The Corporation shall not have any capital stock.

ARTICLE V:

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, 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 its purposes set forth herein.

B. Notwithstanding any other provision of these Articles, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes set forth herein, and the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal income taxation under Section 501(c)(3) of the Code or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

C. No part of the activities of the Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

D. In any taxable year in which the Corporation is a private foundation as described in Section 509(a) of the Code, the Corporation shall distribute its income for said period at such time and in such manner as not to subject it to tax under Section 4942 of the Code, and the Corporation shall not (i) engage in any act of self-dealing as defined in Section 4941(d) of the Code; (ii) retain any excess business holdings as defined in Section 4943(c) of the Code; (iii) make any investment in such manner as to subject the Corporation to tax under Section 4944 of the Code; or (iv) make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE VI: The conditions of membership in the Corporation and the voting powers of the members shall be as set forth in the Bylaws of the Corporation.

ARTICLE VII: The business and affairs of the Corporation, and the control and disposition of its property and funds, shall be managed by or under the direction of the Board of Directors of the Corporation. The qualification, tenure, number, election, powers and duties of the members of the Board of Directors shall be as provided in the Bylaws. No officer or member of the Board of Directors of the Corporation shall receive or be lawfully entitled to receive any pecuniary profit from the operations thereof, except reasonable compensation for services actually rendered to or on behalf of the Corporation or emergency charitable assistance as contemplated by the purposes of this Corporation. 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, as the same may be amended and supplemented.

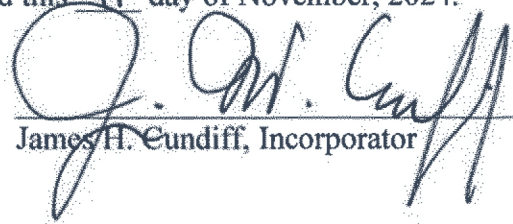
ARTICLE VIII: The duration of the Corporation is to be perpetual.

ARTICLE IX: The property of the Corporation is irrevocably dedicated to the purposes set forth in Article III. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific 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 shall determine. Any such assets not so disposed of shall be disposed of by the appropriate court of law 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, that are organized and operated exclusively for exempt purposes.

ARTICLE X: 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, and all rights conferred herein are granted subject to this reservation, provided, however, that no amendment shall authorize the Board of Directors to conduct the affairs of the Corporation in any manner or for any purpose which would cause it to lose its tax-exempt status under the provisions of the Code.

ARTICLE XI: The incorporator of the Corporation is James H. Cundiff, whose mailing address is McDermott Will & Emery LLP, 444 West Lake Street, Suite 4000, Chicago IL 60606.

I, THE UNDERSIGNED, being the sole incorporator hereinbefore named, for the purpose of forming a nonprofit corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that the facts stated are true, and accordingly have hereunto set my hand this 11th day of November, 2024.



James H. Cundiff, Incorporator