

State of Delaware
Secretary of State
Division of Corporations
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SR 20243861098 - File Number 5390228

**CERTIFICATE OF INCORPORATION OF
STOP CHINA NOW, INC.
A NONSTOCK CORPORATION**

I, the undersigned, for the purpose of creating and organizing a nonprofit nonstock corporation under the provisions of and subject to the requirements of the General Corporation Law of the State of Delaware (the "DGCL"), certify as follows:

1. The name of the corporation is Stop China Now, Inc. (the "Corporation").
2. The Registered Office of the corporation in the State of Delaware is located at 1209 Orange Street, Wilmington, DE, 19801, New Castle County, DE. The name of the Registered Agent at such address upon whom process against this corporation may be served is The Corporation Trust Company.
3. The Corporation is organized, and shall at all times be operated, exclusively to promote social welfare within the meaning of Code Section 501(c)(4), including, but not limited to, including, but not limited to, engaging in communications and other activities to make the general public aware of the public policy positions of certain public officials related to the American democratic process so that members of the general public can make informed decisions about their civic engagement.
4. The Corporation is not organized for profit, and no part of the net earnings of this corporation shall inure to the benefit of any member of the Board of Directors or any other individual except that the Corporation may make payments of reasonable compensation for services rendered.
5. The Corporation shall not participate or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office to an extent that would disqualify it from tax exemption under Code Section 501(c)(4).
6. The Corporation shall never be operated for the primary purpose of carrying on a trade or business for profit. Notwithstanding any provision of this Certificate of Incorporation, this Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Code Section 501(c)(4).
7. The director(s) on the Corporation's board of directors shall be the only member(s) of the Corporation.
8. To the fullest extent permitted by law, a director or officer of the Corporation shall not be personally liable to the Corporation or to its members for monetary damages for any breach of fiduciary duty as a director or officer. No amendment to, modification of, or repeal of this Paragraph 8 shall apply to or have any effect on the liability or alleged liability of any director or officer of the Corporation for or with respect to any acts or omissions of such director or officer occurring prior to such amendment.
9. The Corporation shall not have any capital stock.
10. The Corporation should have perpetual existence until it is dissolved in accordance with the DGCL.
11. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation to one or more organizations that are tax exempt under Code sections 501(c)(3) or 501(c)(4). Any such assets not so disposed of shall be disposed of by the Circuit Court for the County in

which the principal office of the Corporation is located to one or more organizations that are tax exempt under Code sections 501(c)(3) or 501(c)(4), as designated by said court.

12. The name and mailing address of the incorporator are as follows:

Name:	Seth Martin
Mailing Address:	21 Mohawk Trail, PMB 197 Greenfield, MA 01301

13. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to adopt, amend, or repeal Bylaws or adopt new Bylaws without any action on the part of the members; provided that any Bylaw adopted or amended by the board of directors, and any powers thereby conferred, may be amended, altered, or repealed by the members.

I, THE UNDERSIGNED, being the incorporator, for the purpose of forming a corporation pursuant to the DGCL, do make this Certificate of Incorporation, hereby acknowledging, declaring, and certifying that the foregoing Certificate of Incorporation is my act and deed and that the facts herein stated are true, and have accordingly hereunto set my hand this 2nd day of October 2024.

Signed by:

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Seth Martin, Incorporator

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