

Delaware

The First State

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*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 "THE ACCELERATE
LOUISIANA INITIATIVE, INC.", FILED IN THIS OFFICE ON THE SECOND
DAY OF DECEMBER, A.D. 2022, AT 3:50 O`CLOCK P.M.*


Jeffrey W. Bullock, Secretary of State

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SR# 20224162592

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

Authentication: 204994867
Date: 12-02-22

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THE ACCELERATE LOUISIANA INITIATIVE, INC.

Certificate of Incorporation

The undersigned, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware ("DGCL"), hereby certifies:

- FIRST:** Name. The name of the corporation is The Accelerate Louisiana Initiative, Inc. ("Corporation").
- SECOND:** Registered Office and Agent. The address of the Corporation's registered office in the State of Delaware is 1209 Orange Street, Wilmington, County of New Castle, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.
- THIRD:** Purposes. The Corporation is organized and shall be operated exclusively for social welfare purposes within the meaning of Section 501(c)(4) of the Internal Revenue Code, as it may be amended ("Code"). In furtherance of such purposes, the Corporation will work to improve the health and lives of the people of Louisiana. In furtherance of these purposes, the Corporation may engage in any lawful act for which corporations may be organized under the DGCL.
- FOURTH:** Nonstock and Members. The Corporation is organized as a nonprofit nonstock corporation as defined in Section 114(d) of the DGCL and shall not have any capital stock. The members of the Corporation shall be, and shall have the rights and duties, as provided in the bylaws.
- FIFTH:** Directors. The initial directors of the Corporation shall be designated by the incorporator. Each initial director shall serve until his or her successor is elected and qualified in accordance with the Corporation's bylaws.
- SIXTH:** Restrictions. Provisions for the regulation of the activities and affairs of the Corporation, are as follows:
- (a) No part of the net earnings of the Corporation shall be distributed to or inure to the benefit of its members, directors, officers, or other private persons, except that the Corporation may pay reasonable compensation for services rendered to or for the Corporation and make payments and distributions in furtherance of the purposes of the Corporation.
 - (b) The Corporation shall be subject to the restrictions that apply to Section 501(c)(3) public charities with respect to influencing legislation and participating in political campaign activity. Accordingly, no substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation. The bylaws of the Corporation may set forth additional restrictions regarding lobbying activity by the Corporation. Additionally, the Corporation shall not participate or intervene in (including the publication or distribution of

statements concerning) any political campaign on behalf of or in opposition to any candidate for public office.

- (c) Notwithstanding any other provision of this certificate of incorporation, the Corporation shall not carry on any activity that is not permitted to be carried on by an organization described in Section 501(c)(4) of the Code.

SEVENTH: Dissolution. Upon dissolution, after payment of all valid debts of the Corporation and necessary expenses thereof, or provision for same, all the remaining assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) or 501(c)(4) of the Code, or to U.S. federal, state or local governments for a public purpose.

EIGHTH: Amendment of Certificate of Incorporation and Bylaws. In furtherance and not in limitation of the powers of the members conferred by law, subject to any limitations contained elsewhere in this certificate of incorporation or the bylaws, the board of directors is authorized to make, repeal, alter, amend or rescind the bylaws of the Corporation or to amend this certificate of incorporation; provided, however, that an amendment to section (b) of Article Sixth of this certificate of incorporation shall require a two-thirds (2/3) vote of the total number of directors then in office.

NINTH: Liability. To the fullest extent permitted by law, a director of the Corporation shall not be personally liable to the Corporation or its members for monetary damages for breach of fiduciary duty as a director. Any amendment to or repeal of this Article shall not apply to or have any effect on the liability or alleged liability of any director with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

IN WITNESS WHEREOF, this certificate of incorporation has been executed by the incorporator on this 2nd day of December 2022.

/s/ Celia Roady
Name: Celia Roady
Title: Incorporator
Address: 1701 Market St.
Philadelphia, PA 19103