Delaware

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 "ROBBEN FOUNDATION, INC.", FILED IN THIS OFFICE ON THE TWELFTH DAY OF NOVEMBER, A.D. 2015, AT 9:33 O`CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.





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SR# 20150881502

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State of Delaware
Secretary of State
Division of Corporations
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CERTIFICATE OF INCORPORATION
OF
ROBBEN FOUNDATION, INC.

The undersigned, for the purpose of forming a corporation under Section 102 of the General Corporation Law of the State of Delaware, does hereby certify as follows:

Section 1. Name. The name of the corporation is **ROBBEN FOUNDATION, INC.** (hereinafter called the "Corporation").

Section 2. Registered Office and Agent. The address of its registered office in the State of Delaware is 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808, County of New Castle. The name of its registered agent at such address is Corporation Service Company.

Section 3. Purpose. The purpose of the Corporation is to make grants to or for the benefit of charitable organizations and other recipients qualified to receive grants from a tax-exempt private foundation pursuant to the provisions of the Internal Revenue Code of 1986, as the same may be amended (the "Code") or any future United States Internal Revenue law, provided that such purpose also meets the requirements to allow the Corporation to be qualified as Public Benefit Organization (Algemeen Nut Beogende Instelling) under Dutch tax law. In connection with that purpose, the Corporation may engage in any lawful act or activity for which a non-stock, non-profit corporation may be organized under the General Corporation Law of the State of Delaware.

The purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary and/or educational within the meaning of section 501(c)(3) of the Code.

Section 4. Non-Profit Status. The Corporation is a non-stock, non-profit organization.

Section 5. Powers. In order to facilitate the attainment of its goals, the Corporation shall have the general and specific powers enumerated in Sections 121 and 122 of the Delaware General Corporation Law, together with, but not in any way limited to, the following other powers:

(a) To solicit, collect, accept, hold, invest and administer contributions, gifts, bequests, devises, benefits of trusts (but not to act within the State of Delaware as trustee of any trust) and property of any and every kind whatsoever without limitation as to amount or value, and to use, disperse or donate the income or principal thereof in the furtherance of the purposes of the Corporation.

(b) To give, convey, assign or otherwise transfer any of its property outright, or upon lawful terms regarding the use thereof, to other organizations as specified herein; provided that no such gift, conveyance, assignment or transfer shall be such as would

disqualify the Corporation for exemption from Federal income taxation under Section 501(c)(3) of the Code.

(c) To the extent permitted by law, to exercise its rights, powers and privileges, to hold meetings of its members, directors and any committees appointed by the Board of Directors, to have one or more officers and to keep its books in any part of the world.

(d) Alone, or in cooperation with or through other organizations or persons, to do any and all lawful acts and things that may be necessary, useful, suitable or proper, for the furtherance, accomplishment or attainment of the purposes of the Corporation.

(e) Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any activity, exercise any power or do any act that a corporation formed under the General Corporation Law, as the same now exists or may hereafter be amended, may not at the time lawfully carry on or do.

Section 6. Conduct. The Corporation shall not be conducted or operated for profit, and no part of the net earnings of the Corporation shall inure to the benefit of any member or private individual, nor shall any of such net earnings or any of the profits or assets of the Corporation be used other than for the purposes of the Corporation; provided 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 Section 3 hereof.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation (except to the extent otherwise permitted under Section 501(h) of the Code), nor shall the Corporation participate in, or intervene in (including by the publication or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office, and the Corporation shall not exercise any powers or engage in any activities or do any act that might impair its status as a corporation exempt from Federal income taxation under section 501(c)(3) of the Code.

Section 7. Liquidation. In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary or by operation of law, the property or other net assets of the Corporation, or any net proceeds thereof, shall be distributed to such non-profit organizations, which shall have received notice of recognition of exemption from federal income taxation under Section 501(c)(3) of the Code, as the Board of Directors shall determine, provided that such non-profit organizations shall also qualify as a Public Benefit Organization (Algemeen Nut Beogende Instelling) under Dutch tax law; and no member, director, or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the State of Delaware for the county in which the principal office of the Corporation is then located, exclusively for such purposes, or to

such organization or organizations, as such Court shall determine, which are organized and operated exclusively for such purposes.

Section 8. Private Foundation Rules. 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 such amounts for such period at such time and in such manner as not to subject the Corporation to tax on undistributed income under Section 4942 of the Code; and the Corporation shall not (i) engage in any act of self-dealing which is subject to tax under Section 4941 of the Code; (ii) retain any excess business holdings which are subject to tax under Section 4943 of the Code; (iii) make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code; or (iv) make any taxable expenditures which are subject to tax under Section 4945 of the Code or corresponding provisions of any subsequent federal tax laws.

Section 9. Stock and Membership. The Corporation shall not have authority to issue any capital stock. The conditions of membership in the Corporation, the rights and obligations of its members and the classification of members, if any, shall be as provided in the By-laws of the Corporation (the "By-laws").

Section 10. Incorporator. The name and the address of the incorporator are as follows:

Daniel J. McSwiggan, Esq.
Carter Ledyard & Milburn LLP
2 Wall Street
New York, NY 10005

Section 11. Management of Corporation. The Corporation shall be managed by its Board of Directors, the number of which is to be fixed by the bylaws. The initial board of directors shall be appointed by the incorporator.

Section 12. By-Laws. The Board of Directors may make, alter or repeal the By-laws, subject only to such limitations, if any, as may from time to time be imposed by the By-laws.

Section 13. Election of Members and Directors. The election of members and directors need not be by written ballot, except as may otherwise be provided in the By-laws.

Section 14. Exoneration of Members and Directors. To the fullest extent permitted by the General Corporation Law, no member or director of the Corporation shall be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a member or director.

Section 15. Indemnification of Members, Directors and Officers. To the fullest extent permitted by the General Corporation Law of the State or Delaware, the

Corporation may from time to time indemnify any person who is or was a member, director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation, and any other person whom it shall have power to indemnify, from and against any and all expenses, liabilities or other matters, all as more fully provided in the By-laws.

Section 16. Amendments. The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the manner provided by law, and all rights conferred herein on members, directors, and officers are subject to this reserved power; except that any amendment, alteration, change, or repeal which reduces or limits the exculpation or indemnification of the persons referred to herein, or which adversely affects (from the point of view of the director) any limitation on the personal liability of a director, shall apply prospectively only and shall not be given retroactive effect.

Section 17. General. As used herein, references to the General Corporation Law of the State of Delaware refer to such law as in effect as of the date hereof and as amended from time to time, or corresponding provisions of subsequent laws, and references to "law" or "laws" refer to such laws as in effect as of the date hereof and as hereafter amended.

THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, makes this certificate, hereby declaring and certifying that this is the act and deed of the undersigned and that the facts herein stated are true, and accordingly has hereunto set such person's hand on November 11, 2015.

ROBBEN FOUNDATION, INC.

By: _____
Daniel J. McSwiggan, Incorporator