

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 "FOUNDATION FOR A SMOKE-FREE WORLD, INC.", FILED IN THIS OFFICE ON THE EIGHTH DAY OF SEPTEMBER, A.D. 2017, AT 2:08 O`CLOCK P.M.

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




Jeffrey W. Bullock, Secretary of State

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Authentication: 203189408
Date: 09-08-17

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

CERTIFICATE OF INCORPORATION
OF

FOUNDATION FOR A SMOKE-FREE WORLD, INC.

The undersigned, for the purpose of organizing a non-profit, non-stock corporation under the General Corporation Law of the State of Delaware, hereby certifies as follows:

FIRST: The name of the corporation shall be Foundation for a Smoke-Free World, Inc. (hereinafter, the "Corporation").

SECOND: The address of the Corporation's registered office in the State of Delaware is 251 Little Falls Drive, in the city of Wilmington, County of New Castle, State of Delaware, zip code 19808. The name of the Corporation's registered agent at such address is Corporation Service Company.

THIRD: The Corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes within the meaning of section 501(c)(3) of the Code, including, without limitation, to support independent scientific research free from the influence of any commercial entity that may be affected by the research outcome. In furtherance thereof, but without limitation thereon, the Corporation shall hold, invest and administer assets received as charitable gifts, bequests and contributions and use such assets or the income therefrom to (i) make grants and other distributions to academic, health-related, research and science centers and institutions and other collaborating centers and institutions, and to scientists and health-related experts, to support research and projects regarding alternatives to cigarettes and other combustible tobacco products and how to best achieve a smoke-free world and advance the field of tobacco harm reduction; (ii) fund global research initiatives and publish reports regarding, among other things, the attitudes and opinions of the general public towards tobacco harm reduction; (iii) fund scientific verification studies to assess the impact of smoke-free and reduced risk products on public health outcomes and how such products affect the general population; (iv) scrutinize, comment on, and inform the general public regarding the activities of the tobacco industry, other commercial entities and other stakeholders which may have an impact, either positive or negative, on achieving a smoke-free world and advancing the field of tobacco harm reduction; (v) research the effect of the reduced demand for leaf tobacco on farmers and other stakeholders and explore and promote sustainable agricultural and nutritional alternatives for tobacco farmers, tobacco land and other stakeholders; (vi) research sustainability issues and solutions related to the management of smoke-free and reduced risk products-related waste materials; and (vii) conduct global conferences, forums, panels and similar programs to focus on the evolving science regarding alternatives to cigarettes and other combustible tobacco products and how to best realize a smoke-free world.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers, other private individuals or organizations organized and operated for a profit (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 the purposes as hereinabove stated). The Corporation shall not

carry on propaganda or otherwise attempt to influence legislation to such extent as would result in the loss of exemption under section 501(c)(3) of the Code. The Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision herein, the Corporation shall not carry on any activities not permitted to be carried on: (i) by an organization exempt from federal income taxation under section 501(a) of the Code, as an organization described in section 501(c)(3) of the Code; or (ii) by an organization, contributions to which are deductible under sections 170(c)(2), 2055(a)(2), or 2522(a)(2) of the Code.

FOURTH: To further the Corporation's objects and purposes, the Corporation shall have all the general powers enumerated in the Delaware General Corporation Law that are consistent with Article THIRD of this Certificate. Without limiting the generality of the foregoing, the Corporation shall have the power to receive grants, gifts, contributions and other sums of a like nature, outright, in trust, or in any other form, and the power to maintain a fund or funds of real or personal property for any corporate purpose.

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

SIXTH: The Corporation shall have perpetual existence.

SEVENTH: The directors of the Corporation shall be the members of the Corporation for all purposes. All actions, consents and approvals taken by the directors shall be deemed to be taken by them as members whenever so required, whether or not the specific action, consent or approval specifically references them as acting as members at the time.

EIGHTH: Except as otherwise provided by law, the Bylaws of the Corporation or this Certificate, the Corporation shall be governed by its Board of Directors, which shall have (subject to the limitations set forth in this Certificate) all powers conferred by law to manage the Corporation and its activities. The qualifications and rights, including voting rights, of the directors shall be as set forth in the Bylaws of the Corporation.

NINTH: The Corporation shall indemnify its directors and officers for the defense of civil or criminal actions or proceedings as set forth in the Bylaws of the Corporation. The personal liability of the directors and officers of the Corporation is hereby eliminated to the fullest extent permitted by section 102(b)(7) of the Delaware General Corporation Law.

TENTH: Upon dissolution or final liquidation of the Corporation, the Board of Directors, after paying or making provision for the payment of all lawful debts and liabilities of the Corporation, shall distribute the assets of the Corporation to such organization or organizations as the Board of Directors shall select, provided such organization or organizations are organized and operated exclusively for purposes consistent with the charitable, scientific or educational purposes of the Corporation and are exempt from federal income taxation under section 501(a) of the Code, as an organization or as organizations described in sections 170(c)(2) and 501(c)(3) of the Code. Any assets not so distributed shall be disposed of by a court of

competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, or to a state or local government for a public purpose, or to such organization or organizations, which are organized and operated exclusively for such exempt purposes, as such court shall determine.

ELEVENTH: For any period the Corporation is a private foundation described in section 509(a) of the Code:

(a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Code;

(b) The Corporation shall not engage in any act of "self-dealing" as defined in section 4941(d) of the Code;

(c) The Corporation shall not retain any "excess business holdings" as defined in section 4943(c) of the Code;

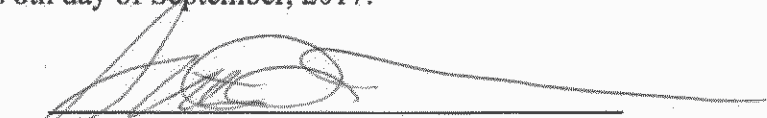
(d) The Corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the Code; and

(e) The Corporation shall not make any "taxable expenditures" as defined in section 4945(d) of the Code.

TWELFTH: References herein to sections of the "Code" are to sections of the Internal Revenue Code of 1986, as amended from time to time, or to the corresponding provisions of any future United States internal revenue law. References herein to the Delaware General Corporation Law are to the provisions of such law, as amended from time to time, or to the corresponding provisions of any subsequent Delaware corporation law.

THIRTEENTH: The name and mailing address of the incorporator are Scott Weiser, Baker & Hostetler LLP, 45 Rockefeller Plaza, New York, New York 10111.

IN WITNESS WHEREOF, I, the undersigned, have subscribed and acknowledged this Certificate this 8th day of September, 2017.



Scott Weiser, Incorporator