

STATE of DELAWARE
CERTIFICATE of INCORPORATION
A NON-STOCK CORPORATION

- **First:** The name of the Corporation is Health Equity Project
- **Second:** Its Registered Office in the State of Delaware is to be located at 25 Greystone Manor, in the City of Lewes County of Sussex Zip Code 19958. The name of the registered agent is Harvard Business Services.
- **Third:** The purpose of the corporation is to engage in any lawful act of activity for which corporations may be organized under the General Corporation Law of Delaware. This Corporation shall be a nonprofit corporation.
 - A. The purposes for which Health Equity Project is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.
 - B. Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.
 - C. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas 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 which are organized and operated exclusively for such purposes.
- **Fourth:** The corporation shall not have any capital stock.
- **Fifth:** The conditions of membership are stated in the by-laws.
- **Sixth:** The name and mailing address of the incorporator are as follows:
 - Name Travis Sherer
 - Mailing Address 61 Jane St. #1E
New York, NY Zip Code 10014
- **I, The Undersigned,** for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this 7th day of March, A.D. 2005.

BY: Travis Sherer (signature on file)
(Incorporator)

NAME: Travis Sherer
(type or print)