

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 "FRIENDS OF THE GLOBAL ALLIANCE OF NGOS FOR ROAD SAFETY, INC.", FILED IN THIS OFFICE ON THE ELEVENTH DAY OF MARCH, A.D. 2019, AT 1:18 O`CLOCK P.M.

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



A handwritten signature in black ink, appearing to read "JBullock", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

7319432 8100
SR# 20191876816

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

Authentication: 202419909
Date: 03-12-19

CERTIFICATE OF INCORPORATION

OF

FRIENDS OF THE GLOBAL ALLIANCE OF NGOs FOR ROAD SAFETY, INC.

THE UNDERSIGNED, being a natural person, for the purpose of organizing a corporation under the General Corporation Law of the State of Delaware ("DGCL"), hereby certifies that:

FIRST: The name of the corporation is: Friends of the Global Alliance of NGOs for Road Safety, Inc. (the "Corporation").

SECOND: The address of the registered office of the Corporation in the State of Delaware is 1209 Orange Street, Corporation Trust Center, City of Wilmington, County of New Castle, Delaware 19801. The name of the registered agent of the Corporation at such address is The Corporation Trust Company.

THIRD: The Corporation is formed exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as it may be amended (the "Code"). Without limiting or expanding the foregoing, the purpose of the Corporation is to promote and advance the activities of non-governmental organizations around the world focused on reducing the impact of road traffic injuries on society by, among other things, (a) sponsoring events, and identifying and supporting volunteers to assist in the pursuance of the foregoing purposes, (b) raising funds from the public, from corporations and other sources to support the foregoing purposes and (c) conducting any and all lawful activities which may be useful in accomplishing the foregoing; provided, however, that such purpose shall not limit the ability of the Corporation to carry out any other charitable or educational purposes. In furtherance of the foregoing purposes, the Corporation shall have all the general powers enumerated in Sections 121 and 122 of the DGCL and such other powers as are now or hereafter permitted by law for a corporation organized for the foregoing purposes, including, without limitation, the power to solicit grants and contributions for any corporate purpose and the power to maintain a fund or funds of real and/or personal property in furtherance of such purposes. The Corporation anticipates that it will provide support to programs and projects of the Global Alliance of NGOs for Road Safety (the "Alliance") and its member organizations, a charitable organization established under the laws of Switzerland and having a purpose consistent with the purpose of the Corporation; provided, however, that the decision to fund or contribute to or in furtherance of the Alliance, its member organizations or any programs, projects or activities of the Alliance, its member organizations or any other organization shall be within the sole control and discretion of the Board of Directors of the Corporation (the "Board") and shall be made and implemented in a manner consistent with and in furtherance of charitable and educational purposes within the meaning of Section 501(c)(3) of the Code.

FOURTH: Notwithstanding any other provision herein, the Corporation intends at all times to qualify and remain qualified as exempt from federal income tax under Section 501(c)(3) of the Code and, in connection therewith:

(a) Private Inurement Prohibited. The Corporation shall not be operated for pecuniary profit or financial gain, and no part of its assets, income or profit shall be distributed to or inure to the benefit of its members, directors, officers or other private individuals, except that the Corporation may pay reasonable compensation in exchange for services rendered and to make payments and distributions in furtherance of the purposes of the Corporation;

(b) Political Limitations. No substantial part of the activities of the Corporation shall be devoted to the carrying on of propaganda or otherwise attempting to influence legislation (except to the extent permitted by the Code whether pursuant to an election under Section 501(h) of the Code or otherwise), and no part of the activities of the Corporation shall be devoted to participating or intervening in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office;

(c) Other Limitations. The Corporation shall not engage in or include among its purposes any activities not permitted to be carried on (i) by a corporation exempt from federal income taxation under Section 501(c)(3) of the Code or (ii) by a corporation to which contributions are deductible under Section 170(c)(2) of the Code;

(d) Private Foundation Limitations. In any taxable year in which the Corporation is a private foundation as described in Section 509(a) of the Code, the Corporation (i) shall distribute its income for said period at such time and in such manner as not to subject it to tax under Section 4942 of the Code; (ii) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code; (iii) shall not retain any excess business holdings as defined in and that are subject to tax under Section 4943(c) of the Code; (iv) shall not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code; and (v) shall not make any taxable expenditures as defined in Section 4945(d) of the Code; and

(e) Dissolution. In the event of dissolution, all the remaining assets and property of the Corporation shall, after payment of all valid debts of the Corporation and necessary expenses thereof, be distributed to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code or to the federal government or state or local governments for a public purpose.

FIFTH: The name and mailing address of the incorporator is: Daniel Waxman, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, NY 10153.

SIXTH: The Corporation shall be a membership corporation, is not organized for profit and shall not have the authority to issue capital stock. The members of the Corporation shall be the directors thereof. If at any time and for any reason any

member shall cease to be a director, such person shall simultaneously cease to be a member.

SEVENTH: In furtherance and not in limitation of the powers conferred by law, subject to any limitations contained elsewhere in this certificate of incorporation, the Board is authorized to make, repeal, alter, amend and rescind any or all of the bylaws of the Corporation.

EIGHTH: The number of directors shall be determined in the manner set forth in the bylaws. Elections of directors need not be by written ballot.

NINTH: (a) A director of the Corporation shall not be personally liable either to the Corporation or to any member for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the director's duty of loyalty to the Corporation or its members, or (ii) for acts or omissions which are not in good faith or which involve intentional misconduct or knowing violation of the law, or (iii) for any matter in respect of which such director shall be liable under Section 174 of Title 8 of the DGCL or any amendment thereto or successor provision thereto, or (iv) for any transaction from which the director shall have derived an improper personal benefit. Neither amendment nor repeal of this paragraph (a) nor the adoption of any provision of the certificate of incorporation inconsistent with this paragraph (a) shall eliminate or reduce the effect of this paragraph (a) in respect of any matter occurring, or any cause of action, suit or claim that, but for this paragraph (a) of this Article, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

(b) The Corporation shall, to the maximum extent permitted from time to time under the law of the State of Delaware, indemnify any person who was or is a party or is threatened to be made a party to, or testifies in, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative in nature, by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, employee benefit plan, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, and the Corporation may adopt bylaws or enter into agreements with any such person for the purpose of providing for such indemnification.

(c) The Corporation may purchase and maintain insurance on behalf of any person who is or was a director or officer of the Corporation against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power or the obligation to indemnify such person against such liability under the provisions of this Article.

IN WITNESS WHEREOF, the undersigned has duly executed this certificate of incorporation on March 5, 2019.

/s/ Daniel Waxman

Name: Daniel Waxman

Title: Sole Incorporator