

Delaware

The First State

Page 1

*I, CHARUNI PATIBANDA-SANCHEZ, 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 "KAIROS AI
PROJECT, INC.", FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF
APRIL, A.D. 2025, AT 5:05 O`CLOCK P.M.*



C. B. Sanchez

Charuni Patibanda-Sanchez, Secretary of State

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SR# 20251746647

Authentication: 203518794
Date: 04-23-25

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

**CERTIFICATE OF INCORPORATION
OF
KAIROS AI PROJECT, INC.**

The undersigned incorporator hereby certifies as follows:

- ONE:** The name of this corporation is Kairos AI Project, Inc. ("Corporation").
- TWO:** The Registered Office of the Corporation in the State of Delaware is located at 131 Continental Dr., Suite 305 in the City of Newark, County of New Castle, Zip Code 19713. The name of the Registered Agent at such address upon whom process against this Corporation may be served is LEGALINC CORPORATE SERVICES INC.
- THREE:** The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware. This Corporation shall be a nonstock corporation. The specific and primary purpose for which this Corporation is organized is to help society navigate the transition to transformative artificial intelligence by advancing research, building infrastructure, and developing expertise in the fields of AI safety and policy. The Corporation may carry on any activities that further this purpose.
- FOUR:** (a) This Corporation is organized and operated exclusively for charitable, scientific, educational, and literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").
- (b) Notwithstanding any other provision of this Certificate of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (2) by a corporation with contributions to which are deductible under Section 170(c)(2) of the Code.
- (c) No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

FIVE: (a) The property of this Corporation is irrevocably dedicated to charitable, scientific, educational, and literary purposes and no part of the net income or assets of the Corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person.

(b) On the dissolution or winding up of the Corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this Corporation, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable, scientific, educational, and/or literary purposes and which has established its tax-exempt status under Section 501(c)(3) of the Code.

SIX: The Corporation shall not have any capital stock.

SEVEN: The conditions of membership, if any, shall be stated in the bylaws of the Corporation.

EIGHT: Notwithstanding any other provisions of this Certificate of Incorporation or other governing instruments of the Corporation, during any such period or periods of time, if any, that this Corporation is a "private foundation" pursuant to Section 509 of the Code: (i) the Corporation's income must be distributed in such a manner so as not to subject this Corporation to tax under Section 4942 of the Code; and (ii) the Corporation is prohibited from: (a) engaging in any act of self-dealing (as defined in Section 4941(d) of the Code); (b) retaining any excess business holdings (as defined in Section 4943(c) of the Code) which would subject the Corporation to tax under Section 4943 of the Code; (c) making any investments in such manner so as to subject the Corporation to tax under Section 4944 of the Code; and (d) making any taxable expenditures (as defined in Section 4945(d) of the Code.)

NINE: The personal liability of the directors of the Corporation is hereby eliminated to the fullest extent permitted by the General Corporation Law, as the same exists or may hereafter be amended. No amendment or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any act or omission on the part of such director occurring prior to such amendment or repeal. The private property, both real and personal, of the directors or officers of the Corporation shall not be subject to the payment of corporate debts to any extent whatsoever.

TEN: From time to time, and in furtherance of the purposes for which the Corporation is being organized, any of the provisions of this Certificate of Incorporation may be amended, altered, or repealed, and other provisions authorized by the laws of the State of Delaware may be added or inserted in the manner and at the time prescribed by said

laws. All rights at any time conferred upon the members of the Corporation by this Certificate of Incorporation are granted subject to the provisions of this Article.

ELEVEN: The name and mailing address of the incorporator are as follows:

Mary T. Dowling, Esq.
Tovella Dowling, PC
501 W Broadway, Suite 1540
San Diego, CA 92101

IN WITNESS WHEREOF, the undersigned, being the sole incorporator hereinbefore named, has executed, signed, and acknowledged this Certificate of Incorporation as of the date hereof.

Date: April 22, 2025



Mary T. Dowling, Incorporator