STATE *of* DELAWARE
CERTIFICATE *of* INCORPORATION
***A* NON-STOCK CORPORATION**

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:15 AM 06/20/2025
FILED 11:15 AM 06/20/2025
SR 20253131320 - File Number 10234097

FIRST - Name

The name of the Corporation is:
First Key Fund

SECOND – Registered Agent

Its registered office in the State of Delaware is to be located at 8 The Green, STE A, in the City of Dover County of Kent Zip Code 19901. The registered agent in charge thereof is A Registered Agent , Inc.

THIRD - Purpose

This Corporation shall be a nonprofit corporation. 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. The purpose and essence of the Corporation are exclusively charitable, educational and nonprofit as defined under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any corresponding provisions of any future United States Internal Revenue Law or regulations thereunder, hereinafter collectively referred to as the Internal Revenue Code)

The Foundation will honor any donations designated by a donor to a specific charitable entity.

In order to carry out the purposes set forth above, the Corporation shall have the following powers within the stated limitations:

(A) To solicit and accept, acquire by gift, donation, devise, grant, purchase, loan or otherwise, any property without limitation;
(B) To make contributions, loans or grants which are consistent with the purpose of the Corporation;
(C) To make agreements and contracts and incur liabilities;
(D) To do all things necessary or desirable to carry on and accomplish the purposes for which the Corporation is organized as the Directors of the Corporation may from time to time deem appropriate and which are not inconsistent with powers conferred upon a non-stock corporation by the General Laws of the State of Delaware and the requirements of the Internal Revenue Code;
(E) The Corporation is not organized for pecuniary profit. The Corporation shall have no power to declare dividends. No part of the net earnings of the Corporation shall inure to benefit of nor be distributed to any member, director, officer or other individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of the purposes herein set forth.
(F) Except as provided in Sections 501(h) and 4911 of the Internal Revenue Code, no substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in nor intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions, the Corporation shall not carry on any activities not permitted to be carried on:

(1) by a corporation exempt from federal tax under Section 501(c)(3) of the Internal Revenue Code or,
(2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.
(3) The Corporation shall not carry on activities prohibited by the Internal Revenue Code for a private foundation to be tax exempt, including the Corporation shall distribute its income for each tax 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 Internal Revenue Code; shall not engage in act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; shall not retain any excess business holdings as defined in Section

4943 of the Internal Revenue Code; shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code; and shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

Provisions regarding the distribution of assets upon dissolution are: If the Corporation is dissolved for any reason, the Board of Directors shall dispose of all of the net assets of the Corporation in a manner consistent with the General Laws of the State of Delaware governing non-stock corporations. If the Corporation is dissolved or ended for any reason, the Board of Directors shall dispose of all of the net assets of the Corporation exclusively to such organizations which are organized and operate exclusively for charitable or educational purposes as shall at the time, qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, provided the Corporation, before any such distributions, shall first pay all of the liabilities of the Corporation as required by the General Laws of the State of Delaware. Any remaining assets shall be disposed ofby the Court in the jurisdiction in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations.

FOURTH - Stock

The corporation shall not have any capital stock.

FIFTH - Membership

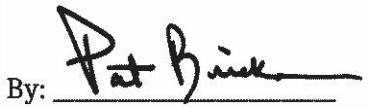
The conditions of membership shall be stated in the by-laws.

SIXTH -Incorporator

The name and mailing address of the incorporator are as follows:
A Registered Agent, Inc.
8 The Green, STE A Dover, DE 19901

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 20th day of June, A.D. 2025.

Name: A Registered Agent, Inc., Incorporator

By: 

Patrick Brickhouse, Assistant Secretary