AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION OF
THE DIGITAL DOLLAR PROJECT, INC.

Pursuant to Sections 242 and 245 of the General Corporation Law of the State of Delaware

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THE DIGITAL DOLLAR PROJECT, INC., a non-stock membership corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the “Corporation”), HEREBY CERTIFIES AS FOLLOWS:

1. The name of this corporation is THE DIGITAL DOLLAR PROJECT, INC. The original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on June 4, 2021.

2. Pursuant to Sections 242 and 245 of the General Corporation Law of the State of Delaware, this Amended and Restated Certificate of Incorporation restates and integrates, and further amends the provisions of this corporation’s original Certificate of Incorporation.

3. The terms and provisions of this Amended and Restated Certificate of Incorporation have been duly approved by written consent of the Board of Directors in accordance with Section 141 of the General Corporation Law of the State of Delaware.

4. The text of the Amended and Restated Certificate of Incorporation reads in its entirety as follows:

FIRST: The name of the corporation is THE DIGITAL DOLLAR PROJECT, INC.

SECOND: Its Registered Office in the State of Delaware is to be located at 251 Little Falls Drive, in the City of Wilmington, Zip Code 19808, County of New Castle. The name of its Registered Agent at such address is the Corporation Service Company.

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. The corporation shall be a nonprofit corporation.

FOURTH:

(i) The corporation shall be organized, and at all times thereafter operated, exclusively for religious, charitable scientific, literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent law (the “Code”), and shall use and apply the whole or any part of its income and principal exclusively for religious, charitable scientific, literary, or educational purposes by making contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code and by means of direct activities carried out by the corporation, and shall have the power to solicit grants and contributions for any corporate purposes and shall receive such grants and contributions and maintain a fund of real or personal property, or both and,
subject to the restrictions and limitations hereinafter set forth, shall use and apply the whole or any part of the income therefrom and the principal thereof for said purpose. Notwithstanding any other provision of this certificate, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code or by an organization contribution to which are deductible under Sections 170(c)(2), 2055(a) and/or 2522(a) of the Code.

(ii) The corporation shall have the right to exercise all other powers that are, or hereinafter may be conferred by law upon a corporation organized for the above purposes or incidental to the conferred powers.

(iii) The corporation is not formed 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 any member, trustee, director, officer of the corporation or any private individual; and no member, trustee, director, officer of the corporation, or any private individual shall be entitled to share in the distribution of any of its corporate assets on dissolution of the corporation. Reasonable compensation may, however, be paid for services rendered to or for the corporation affecting one or more of its purposes.

(iv) No part of the activities of the corporation shall be carried on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

FIFTH: The corporation shall not have any capital stock.

SIXTH: The conditions for membership shall be stated in the bylaws.

SEVENTH: In the event of dissolution of the corporation or the winding up of its affairs, all the assets and property of the corporation remaining after payment of expenses and the satisfaction of all liabilities shall be distributed exclusively to charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under Section 501(c)(3) of the Code.

EIGHTH: In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware:

A. Except to the extent restricted by the by-laws, any action required or permitted to be taken by the Board of Directors may be taken without a meeting and without prior notice if a majority of the Directors then in office (as qualified by law), or such greater number of Directors as may be required by law or the by-laws of the corporation for the taking of any such action at a meeting, consent thereto in writing or by electronic transmission (collectively, "by written consent"), and the writing or writings, or electronic transmission or transmissions, are filed with the minutes of proceedings of the Board of Directors, provided that:

(i) such written consent or electronic transmissions shall have been sent simultaneously to all Directors then in office for their consideration;
(ii) prompt written notice (which may be given by electronic transmission) of any action so taken is given to those Directors who have not consented in writing or by electronic transmission; and

(iii) two or more such Directors have not objected in writing, or by electronic transmission, to the taking of any such action by written consent, with such notice being delivered to the corporation within ten business days following the date that the original proposal to take action by written consent was mailed or otherwise delivered to such Directors.

Notwithstanding the foregoing, the ability of two or more non-consenting Directors to prevent the taking of an action by written consent under clause (C)(iii) of this Eighth Article shall not prevent any such action from being taken at a later date at an actual meeting of the Board of Directors. For purposes of determining the number of Directors “then in office,” no Director whose attendance and voting rights have been suspended shall be counted.

B. Any Director may designate an alternate person to serve temporarily as a Director during the absence or other unavailability of the elected Director.

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IN WITNESS WHEREOF, the Corporation has caused this Amended and Restated Certificate of Incorporation to be signed by its President on this 31 day of December 2021.

THE DIGITAL DOLLAR PROJECT, INC.

By: [Signature]
Name: J. Christopher Giancarlo
Title: Chairman of the Board of Directors