

APPLICATION FOR AUTHORITY OF FOREIGN CORPORATION

ENTITY INFORMATION

ENTITY NAME: BFPCC, INC.
ENTITY ID: 23646851
ENTITY TYPE: Foreign Nonprofit Corporation
EFFECTIVE DATE: 02/23/2024
FOREIGN DOMICILE STATE: Delaware
DATE OF FORMATION IN FOREIGN DOMICILE: 03/27/2019

DURATION: Perpetual
TRUE NAME IN FOREIGN DOMICILE:
PURPOSE: Presidential Campaign
CHARACTER OF BUSINESS: Any legal purpose
AUTHORIZED SHARES:
ISSUED SHARES:

STATUTORY AGENT INFORMATION

STATUTORY AGENT NAME: LEGALINC CORPORATE SERVICES INC.
PHYSICAL ADDRESS: 1820 E. Ray Road #1000, CHANDLER, AZ 85225
MAILING ADDRESS:

KNOWN PLACE OF BUSINESS

1820 E. Ray Road #1000, CHANDLER, AZ 85225

PRINCIPAL OFFICE ADDRESS

1000 North West St, Floor 6, WILMINGTON, DE 19801

PRINCIPAL INFORMATION

Director: Cedric Richmond - 1000 North West St, Floor 6, WILMINGTON, DE, 19801, USA - - Date of Taking Office:

Director: Keana Spencer - 1000 North West St, Floor 6, WILMINGTON, DE, 19801, USA - - Date of Taking Office:

Director: Ronald Klain - 1000 North West St, Floor 6, WILMINGTON, DE, 19801, USA - - Date of Taking Office:

Treasurer: Keana Spencer - 1000 North West St, Floor 6, WILMINGTON, DE, 19801, USA - - Date of Taking Office:

SIGNATURE

Treasurer: Keana Spencer - 02/23/2024

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 "BEXC, INC.", FILED
IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF MARCH, A.D. 2019,
AT 2:48 O`CLOCK P.M.*

A handwritten signature of Jeffrey W. Bullock in black ink, written over a horizontal line.

Jeffrey W. Bullock, Secretary of State

7346686 8100
SR# 20240659498

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

Authentication: 202875874
Date: 02-23-24

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:48 PM 03/27/2019
FILED 02:48 PM 03/27/2019
SR 20192321197 - File Number 7346686

CERTIFICATE OF INCORPORATION

OF

BEXC, INC.

The undersigned does hereby make and acknowledge this Certificate of Incorporation for the purpose of forming a nonprofit nonstock corporation pursuant to Section 102 of the General Corporation Law of the State of Delaware.

Section 1. Name. The name of the Corporation is BEXC, Inc. (the "Corporation").

Section 2. Registered Office and Agent. The address of the Corporation's registered office in the State of Delaware is Corporation Service Company, 251 Little Falls Drive, New Castle County, Wilmington, DE 19808. The name of the Corporation's registered agent at such address is Corporation Service Company.

Section 3. Purposes. (a) The Corporation is a nonprofit nonstock corporation that is organized and shall be operated as an organization described in Section 527(e)(1) of the United States Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent tax laws (the "Code"), and the primary purpose of the Corporation is to carry out one or more exempt functions described in Section 527(e)(2) of the Code.

(b) Solely for the purposes set forth herein, the Corporation shall have the power to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

Section 4. Stock and Membership. The Corporation shall not have authority to issue any capital stock. The conditions of membership in the Corporation, or other criteria for identifying members, if any, shall be as provided in the Bylaws.

Section 5. Board of Directors. Except as otherwise provided by law, or in any Bylaws of the Corporation, all the affairs of the Corporation shall be managed and all the powers of the Corporation shall be exercised by the Board of Directors. The number of directors and the manner of their election shall be as provided in the Bylaws and, unless otherwise provided therein, the election of directors need not be by ballot.

Section 6. Incorporator. The name and mailing address of the incorporator are as follows:

<u>Name</u>	<u>Address</u>
Derek Lawlor	850 10th St NW Washington, DC 20001

Section 7. Restrictions and Limitations. The Corporation shall not have or exercise any power or authority, either expressly, by interpretation, or by operation of law, nor shall it directly or indirectly engage in any activity, that would prevent it from qualifying (and continuing to qualify) as an organization described in section 527(e)(1) of the Code.

Section 8. Indemnification; Limitation of Liability of Directors. (a) To the fullest extent permitted by the General Corporation Law of the State of Delaware, as the same now exists or may hereafter be amended, the Corporation may indemnify any and all persons whom it shall have power to indemnify from and against any and all expenses, liabilities, or other matters, all as more fully provided in the Bylaws.

(b) To the fullest extent permitted by the General Corporation Law of the State of Delaware, as the same now exists or may hereafter be amended, a director of the Corporation shall not be liable to the Corporation for monetary damages for breach of fiduciary duty as a director.

Section 9. Amendments. The Board of Directors has the right to amend, alter, change, or repeal any provision contained in this Certificate or in the Bylaws of the Corporation in the manner now or hereafter provided by law, and all rights conferred herein on directors are subject to this reserved power; provided that any amendment, alteration, change or repeal which reduces or limits the exculpation or indemnification of the persons referred to herein, or which adversely affects (from the point of view of the director) any limitation on the personal liability of a director, shall apply prospectively only and shall not be given retroactive effect.

I, the undersigned incorporator hereinbefore named, for the purpose of forming a nonprofit nonstock corporation pursuant to the General Corporation Law of the State of Delaware, do hereby make, file and record this Certificate of Incorporation, hereby declaring and certifying that the facts stated herein are true, and accordingly have hereunto set my hand on this 27th day of March, 2019.

/s/Derek Lawlor
Derek Lawlor
Incorporator

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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 RESTATED CERTIFICATE OF "BEXC, INC.", CHANGING ITS NAME FROM "BEXC, INC." TO "BFPCC, INC.", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF APRIL, A.D. 2019, AT 4:59 O`CLOCK P.M.

A handwritten signature of Jeffrey W. Bullock in black ink, written over a horizontal line.

Jeffrey W. Bullock, Secretary of State

7346686 8100
SR# 20240659498

Authentication: 202875873
Date: 02-23-24

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AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION

Secretary of State
Division of Corporations
Delivered 04:59 PM 04/24/2019
FILED 04:59 PM 04/24/2019
SR 20193143810 - File Number 7346686

OF

BEXC, Inc.

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

BEXC, Inc., a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware (the “General Corporation Law”),

DOES HEREBY CERTIFY:

1): That the name of this corporation is BEXC, Inc., and that this corporation was originally incorporated pursuant to the General Corporation Law on March 27, 2019.

2): That the Board of Directors unanimously adopted a resolution amending and restating the Certificate of Incorporation of this corporation, declaring said amendment and restatement to be advisable and in the best interests of this corporation, which resolution setting forth the proposed amendment and restatement is as follows:

RESOLVED, that the Amended and Restated Certificate of Incorporation, as amended to date, of this corporation be amended and restated in its entirety to read as follows:

* * *

Section 1. Name. The name of the Corporation is BFPCC, Inc. (the “Corporation”).

Section 2. Registered Office and Agent. The address of the Corporation’s registered office in the State of Delaware is Corporation Service Company, 251 Little Falls Drive, New Castle County, Wilmington, DE 19808. The name of the Corporation’s registered agent at such address is Corporation Service Company.

Section 3. Purposes. (a) The Corporation is a nonprofit nonstock corporation that is organized and shall be operated as an organization described in Section 527(e)(1) of the United States Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent tax laws (the “Code”), and the primary purpose of the Corporation is to carry out one or more exempt functions described in Section 527(e)(2) of the Code.

(b) Solely for the purposes set forth herein, the Corporation shall have the power to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

Section 4. Stock and Membership. The Corporation shall not have authority to issue any capital stock. The conditions of membership in the Corporation, or other criteria for identifying members, if any, shall be as provided in the Bylaws.

Section 5. Board of Directors. Except as otherwise provided by law, or in any Bylaws of the Corporation, all the affairs of the Corporation shall be managed and all the powers of the Corporation shall be exercised by the Board of Directors. The number of directors and the manner of their election shall be as provided in the Bylaws and, unless otherwise provided therein, the election of directors need not be by ballot.

Section 6. Restrictions and Limitations. The Corporation shall not have or exercise any power or authority, either expressly, by interpretation, or by operation of law, nor shall it directly or indirectly engage in any activity, that would prevent it from qualifying (and continuing to qualify) as an organization described in section 527(e)(1) of the Code.

Section 7. Indemnification; Limitation of Liability of Directors. (a) To the fullest extent permitted by the General Corporation Law of the State of Delaware, as the same now exists or may hereafter be amended, the Corporation may indemnify any and all persons whom it shall have power to indemnify from and against any and all expenses, liabilities, or other matters, all as more fully provided in the Bylaws.

(b) To the fullest extent permitted by the General Corporation Law of the State of Delaware, as the same now exists or may hereafter be amended, a director of the Corporation shall not be liable to the Corporation for monetary damages for breach of fiduciary duty as a director.

Section 8. Amendments. The Board of Directors has the right to amend, alter, change, or repeal any provision contained in this Certificate or in the Bylaws of the Corporation in the manner now or hereafter provided by law, and all rights conferred herein on directors are subject to this reserved power; provided that any amendment, alteration, change or repeal which reduces or limits the exculpation or indemnification of the persons referred to herein, or which adversely affects (from the point of view of the director) any limitation on the personal liability of a director, shall apply prospectively only and shall not be given retroactive effect.

* * *

3): The foregoing amendments and restatement has been duly adopted in accordance with Sections 242 and 245 of the General Corporation Law.

4): The foregoing amendments and restatement shall take effect on April 24, 2019.

IN WITNESS WHEREOF, this Amended and Restated Certificate of Incorporation has been executed by a duly authorized officer of the Corporation on this 22nd day of April, 2019.

By: /s/Greg Schultz
Greg Schultz
Treasurer

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BFPCC, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-THIRD DAY OF FEBRUARY, A.D. 2024.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS AN EXEMPT CORPORATION.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BFPCC, INC." WAS INCORPORATED ON THE TWENTY-SEVENTH DAY OF MARCH, A.D. 2019.



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

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SR# 20240659474

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

Authentication: 202875865

Date: 02-23-24