



**State of Rhode Island
Office of the Secretary of State**

Fee: \$35.00

Division Of Business Services
148 W. River Street
Providence RI 02904-2615
(401) 222-3040

**Non-Profit Corporation
Articles of Incorporation**

(Chapter 7-6-34 of the General Laws of Rhode Island, 1956, as amended)

ARTICLE I

The name of the corporation is NFTs.TIPs Foundation LTD.

ARTICLE II

The period of its duration is X Perpetual —

ARTICLE III

The specific purpose or purposes for which the corporation is organized are:

THE PURPOSE OF THE CORPORATION IS TO ENGAGE IN THE FOLLOWING BUSINESS ACTIVITIES:
THE CORPORATION IS ORGANIZED AND OPERATED EXCLUSIVELY FOR CHARITABLE PURPOSES,
INCLUDING: (1) TO PROVIDE SPACES AND OPPORTUNITIES FOR ARTISTS, AND CREATIVES TO LEARN, EDUCATE, SHARE
AND COLLABORATE IN THE
CRYPTOCURRENCY AND NONFUNGIBLE TOKEN ECOSYSTEMS. WE PROVIDE RESOURCES, DISSEMINATE STATE OF THE
ART INFORMATION, SUPPORT EMERGING AND
YOUNG ARTISTS, AND CONVENE LEADERS THAT CREATE OPPORTUNITIES FOR ADVANCEMENT FOR ARTISTS, CREATIVES,
PRODUCERS, AND THOSE LOOKING TO GROW AND ADD VALUE TO THE WORLD; (2) CARRYING OUT ANY
CHARITABLE PURPOSE WHICH IS PERMITTED TO BE CARRIED OUT BY A CORPORATION ORGANIZED
UNDER CHAPTER 180 OF THE GENERAL LAWS OF RHODE ISLAND; PROVIDED THAT THE
CORPORATION SHALL NOT PURSUE ANY PURPOSE THAT IS NOT PERMITTED TO BE CARRIED OUT
BY AN ORGANIZATION THAT IS EXEMPT FROM FEDERAL TAXATION UNDER SECTION 501(C)(3) OF
THE U.S. REVENUE CODE, AS AMENDED.

ARTICLE IV

Provisions, if any, not inconsistent with the law, which the incorporators elect to set forth in these articles of incorporation for the regulation of the internal affairs of the corporation are:

(A) NO OFFICER OR DIRECTOR SHALL BE PERSONALLY LIABLE TO THE CORPORATION FOR MONETARY DAMAGES FOR ANY BREACH OF FIDUCIARY DUTY AS AN OFFICER OR DIRECTOR NOTWITHSTANDING ANY PROVISION OF LAW IMPOSING SUCH LIABILITY, EXCEPT (TO THE EXTENT PROVIDED BY APPLICABLE LAW) FOR LIABILITY: (I) FOR BREACH OF THE OFFICER'S OR DIRECTOR'S DUTY OF LOYALTY TO THE CORPORATION; (II) FOR ACTS OR OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL MISCONDUCT OR A KNOWING VIOLATION OF LAW OR;

(III) FOR ANY TRANSACTION FROM WHICH THE OFFICER OR DIRECTOR DERIVED AN IMPROPER PERSONAL BENEFIT. (B) THE CORPORATION SHALL MAKE NO CONTRIBUTION FOR OTHER THAN RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY OR EDUCATIONAL PURPOSES. (C) THE CORPORATION MAY BE A PARTNER TO THE MAXIMUM EXTENT PERMITTED BY LAW IN ANY ENTERPRISE WHICH IT WOULD HAVE POWER TO CONDUCT BY ITSELF. (D) THE DIRECTORS MAY MAKE, AMEND OR REPEAL THE BYLAWS IN WHOLE OR IN PART. (E) THE CORPORATION MAY SOLICIT AND RECEIVE CONTRIBUTIONS FROM ANY AND ALL SOURCES AND MAY RECEIVE AND HOLD, IN TRUST OR OTHERWISE, FUNDS RECEIVED BY GIFT OR BEQUEST. (G) NO PART OF THE NET EARNINGS OR THE ASSETS OF THE CORPORATION SHALL INURE TO THE BENEFIT OF ANY OFFICER OR DIRECTOR OF THE CORPORATION OR ANY PRIVATE INDIVIDUAL, EXCEPT THAT THE CORPORATION MAY PAY REASONABLE COMPENSATION FOR SERVICES RENDERED AND MAKE PAYMENTS AND DISTRIBUTIONS IN FURTHERANCE OF ITS EXEMPT PURPOSES. (H) NO SUBSTANTIAL PART OF THE ACTIVITIES OF THE CORPORATION SHALL BE THE CARRYING ON OF PROPAGANDA, OR OTHERWISE ATTEMPTING TO INFLUENCE LEGISLATION, EXCEPT TO THE EXTENT PERMITTED BY SECTION 501(H) OF THE INTERNAL REVENUE CODE, AND THE CORPORATION SHALL NOT PARTICIPATE IN OR INTERVENE IN (INCLUDING THE PUBLISHING OR DISTRIBUTION OF STATEMENTS) ANY POLITICAL CAMPAIGN ON BEHALF OF (OR IN OPPOSITION TO) ANY CANDIDATE FOR PUBLIC OFFICE. NOTWITHSTANDING ANY OTHER PROVISIONS OF THESE ARTICLES OF ORGANIZATION, THE CORPORATION SHALL NOT CARRY ON ANY OTHER ACTIVITIES NOT PERMITTED TO BE CARRIED ON (A) BY A CORPORATION EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE, OR (B) BY A CORPORATION, CONTRIBUTIONS

TO WHICH
ARE DEDUCTIBLE UNDER SECTION 170(C)(2) OF THE INTERNAL REVENUE CODE. (I) IN
THE EVENT
OF THE DISSOLUTION OF THE CORPORATION, THE BOARD OF DIRECTORS, AFTER
PAYING OR
MAKING PROVISION FOR THE PAYMENT OF ALL LIABILITIES OF THE CORPORATION,
SHALL
DISTRIBUTE, IN ANY PROPORTION CONSIDERED PRUDENT, ALL THE ASSETS OF THE
CORPORATION
TO SUCH ORGANIZATION OR ORGANIZATIONS ORGANIZED AND OPERATED
EXCLUSIVELY FOR
CHARITABLE, EDUCATIONAL OR SCIENTIFIC PURPOSES AND AT THE TIME
QUALIFYING AS AN
EXEMPT ORGANIZATION OR ORGANIZATIONS UNDER SECTION 501(C)(3) OF THE
INTERNAL
REVENUE CODE, AS THE BOARD OF DIRECTORS SHALL DETERMINE. ANY SUCH
ASSETS NOT SO
DISPOSED OF SHALL BE DISPOSED OF BY A COURT OF COMPETENT JURISDICTION
OF THE
COUNTY IN WHICH THE PRINCIPAL OFFICE OF THE CORPORATION IS THEN
LOCATED, EXCLUSIVELY
FOR SUCH PURPOSES OR TO SUCH ORGANIZATION OR ORGANIZATIONS, AS SAID
COURT SHALL
DETERMINE, WHICH ARE ORGANIZED AND OPERATED EXCLUSIVELY FOR SUCH
PURPOSES. (J) THE
CORPORATION MUST ACT, OR REFRAIN FROM ACTING, IN ANY MANNER AS IS
SPECIFIED IN C
HAPTER 68A OF THE RHODE ISLAND GENERAL LAWS. (K) THE DIRECTORS SHALL
HAVE THE POWER
TO FIX THEIR COMPENSATION FROM TIME TO TIME. NO CONTRACT OR TRANS
ACTION BETWEEN
THE CORPORATION AND ONE OR MORE OF ITS DIRECTORS OR OFFICERS, OR
BETWEEN THE
CORPORATION AND ANY OTHER CORPORATION, PARTNERSHIP, ASSOCIATION, OR
OTHER
ORGANIZATION IN WHICH ONE OR MORE OF ITS DIRECTORS OR OFFICERS ARE
DIRECTORS OR
OFFICERS, OR HAVE A FINANCIAL OR OTHER INTEREST, SHALL BE VOID OR
VOIDABLE SOLELY FOR
THIS REASON, OR SOLELY BECAUSE THE DIRECTOR OR OFFICER IS PRESENT AT OR
PARTICIPATES
IN THE MEETING OF THE BOARD OF DIRECTORS OR COMMITTEE THEREOF WHICH
AUTHORIZES THE
CONTRACT OR TRANSACTION, OR SOLELY BECAUSE HIS OR THEIR VOTES ARE
COUNTED FOR
SUCH PURPOSE, NOR SHALL ANY DIRECTOR OR OFFICER BE UNDER ANY LIABILITY
TO THE
CORPORATION ON ACCOUNT OF ANY SUCH CONTRACT OR TRANSACTION IF: (1)
THE MATERIAL
FACTS AS TO THE DIRECTOR'S RELATIONSHIP OR INTEREST AND AS TO THE
CONTRACT OR
TRANSACTION ARE DISCLOSED OR ARE KNOWN TO THE BOARD OF DIRECTORS OR
THE
COMMITTEE, AND THE BOARD OR COMMITTEE AUTHORIZED THE CONTRACT OR

TRANSACTION BY
THE AFFIRMATIVE VOTES OF A MAJORITY OF THE DISINTERESTED DIRECTORS, EVEN
THOUGH THE
DISINTERESTED DIRECTORS BE LESS THAN A QUORUM; OR (2) THE CONTRACT OR
TRANSACTION
IS FAIR AS TO THE CORPORATION AS OF THE TIME IT IS AUTHORIZED, APPROVED OR
RATIFIED

D, BY THE BOARD OF DIRECTORS, OR A COMMITTEE THEREOF. COMMON OR
INTERESTED
DIRECTORS MAY BE COUNTED IN DETERMINING THE PRESENCE OF A QUORUM AT A
MEETING OF
THE BOARD OF DIRECTORS OR OF A COMMITTEE WHICH AUTHORIZES THE CONTR
ACT OR
TRANSACTION. (L) ALL REFERENCES HEREIN TO (I) THE INTERNAL REVENUE CODE
SHALL BE
DEEMED TO REFER TO THE INTERNAL REVENUE CODE OF 1986, AS NOW IN FORCE
OR HEREFTER
AMENDED, (II) ANY CHAPTER OF THE RHODE ISLAND GENERAL LAWS SHALL BE
DEEMED TO REFER TO
SAID CHAPTER AS NOW IN FORCE OR HEREFTER AMENDED, AND (III) PARTICULAR
SECTIONS OF
THE INTERNAL REVENUE CODE OR RHODE ISLAND'S GENERAL LAWS SHALL BE
DEEMED TO REFER
TO SIMILAR OR SUCCESSOR PROVISIONS HEREFTER ADOPTED. (M) NO
PARAGRAPH OR CLAUSE
OF THIS SHEET SHALL BE INTERPRETED IN ANY WAY THAT IS IN DEROGATION OF
ANY LAW OF THE
STATE OF INCORPORATION OR OTHER JURISDICTION.

ARTICLE V

The street address (post office boxes are not acceptable) of the initial registered office of the corporation is:

No. and Street: 70 LONSDALE STREET
City or Town: WEST WARWICK State: RI Zip: 02893

The name of its initial registered agent at such address is ELY BECKMAN

ARTICLE VI

The number of directors constituting the initial Board of Directors of the Corporation is 4
and the names and addresses of the persons who are to serve as the initial directors are:

Title	Individual Name First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country
DIRECTOR	RAY GENCO	177 HUNTINGTON AVE #1700 BOSTON, MA 02115 USA
DIRECTOR	ELY BECKMAN	70 LONSDALE STREET WEST WARWICK, RI 02893 USA
DIRECTOR	ERIC SPIVAK	691 MILL STREET LOS ANGELES, CA 90021 USA
DIRECTOR	ALEXANDER MAZZEI	267 WEST CEDAR STREET NORWALK, CT 06854 USA

ARTICLE VII

The name and address of the incorporator is:

Title	Individual Name First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country
INCORPORATOR	RAY GENCO	177 HUNTINGTON AVE BOSTON, MA 02115 USA

ARTICLE VIII

Date when corporate existence is to begin

(not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

Signed this 14 Day of March, 2021 at 3:06:11 AM by the incorporator(s). *This electronic signature of the individual or individuals signing this instrument constitutes the affirmation or acknowledgement of the signatory, under penalties of perjury, that this instrument is that individual's act and deed or the act and deed of the corporation, and that the facts stated herein are true, as of the date of the electronic filing, in compliance with R.I. Gen. Laws § 7-6.*

Enter signature(s) below.

RAY GENCO

Form No. 200
Revised 09/07

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State of Rhode Island

Department of State | Office of the Secretary of State

Nellie M. Gorbea, *Secretary of State*

I, NELLIE M. GORBEA, Secretary of State of the State of Rhode Island,
hereby certify that this document, duly executed in accordance with the provisions
of Title 7 of the General Laws of Rhode Island, as amended, has been filed in this

office on this day:

March 14, 2021 03:03 AM

A handwritten signature in blue ink, appearing to read "Nellie M. Gorbea". The signature is fluid and cursive.

Nellie M. Gorbea

Secretary of State

