



**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  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 HEREAFTER  
AMENDED, (II) ANY CHAPTER OF THE RHODE ISLAND GENERAL LAWS SHALL BE  
DEEMED TO REFER TO  
SAID CHAPTER AS NOW IN FORCE OR HEREAFTER 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 HEREAFTER 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:

<b>Title</b>	<b>Individual Name</b> First, Middle, Last, Suffix	<b>Address</b> 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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