



State of Rhode Island
Office of the Secretary of State

Fee: \$230.00

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

**Benefit Corporation
Articles of Incorporation**

(Section 7-5.3- of the General Laws of Rhode Island, 1956, as amended)

ARTICLE I

The name of the corporation is LunaYou PBC, Inc.

This is a close corporation pursuant to § 7-1.2-1701 of the General Laws, 1956, as amended. (Uncheck if inapplicable.)

ARTICLE II

This is a benefit corporation organized to create a general public benefit. The following specific public benefits are in addition to the purpose set forth in 7-1.2-301 and 7-5.3-6(a):

State "NONE" if no specific benefit purposes are to be declared.

THE PURPOSE OF LUNAYOU PBC, INC (THE "BENEFIT CORPORATION"); IS TO ENGAGE IN ANY LAWFUL ACT OR ACTIVITY FOR WHICH A BENEFIT CORPORATION MAY BE ORGANIZED UNDER THE RHODE ISLAND BENEFIT CORPORATION LAW (RIGL 7-5.3) ("RIBCL").

THE GENERAL BENEFIT PURPOSE OF THE BENEFIT CORPORATION IS TO CREATE A MATERIAL POSITIVE IMPACT ON SOCIETY AND THE ENVIRONMENT, TAKEN AS A WHOLE, ASSESSED AGAINST A THIRD-PARTY STANDARD, FROM THE BUSINESS AND OPERATIONS OF A BENEFIT CORPORATION.

THE SPECIFIC BENEFIT PURPOSE OF THE BENEFIT CORPORATION IS TO IMPROVE HUMAN HEALTH, INCLUDING BUT NOT LIMITED TO (I) TAKING ACTION TO ADDRESS THE MATERNAL HEALTH CRISIS FACING BIPOC WOMEN IN THE UNITED STATES, AND (II) OPERATING A PERSONALIZED WELLBEING PLATFORM THAT EMPOWERS WOMEN TO IMPROVE THEIR OWN MATERNAL HEALTH OUTCOMES, WITH ACCESS TO A WELLBEING COACH, AND TO THE INFORMATION, SKILLS AND SOCIAL CONNECTIONS NEEDED TO IMPROVE WELLBEING, ALL BY REMOTE ACCESS.

ARTICLE III

The total number of shares which the corporation has authority to issue is:
(Unless otherwise stated all authorized shares are deemed to have a nominal or par value of \$0.01 per share.)

Class of Stock	Par Value Per Share	Total Authorized Shares <i>Number of Shares</i>

A statement of all or any of the designations and the powers, preferences, and rights, including voting rights, and the qualifications, limitations, or restrictions of them, which are permitted by the provisions of Chapter 7-1.2 of the General Laws, 1956, as amended, in respect of any class or classes of shares of the corporation and the fixing of which by the articles of association is desired, and an express grant of the authority as it may then be desired to grant to the board of directors to fix by vote or votes any of them that may be desired but which is not fixed by the articles:

VOTING: EACH SHAREHOLDER OF RECORD HOLDING CLASS A COMMON STOCK SHARES SHALL HAVE ONE VOTE FOR EACH SHARE OF CLASS A COMMON STOCK STANDING IN THEIR NAME ON THE BOOKS OF THE BENEFIT CORPORATION. ANY VOTE TAKEN OF THE HOLDERS CLASS A COMMON STOCK SHALL PASS UPON THE AFFIRMATIVE VOTE OF A MAJORITY OF THE OUTSTANDING SHARES OF CLASS A COMMON STOCK, EXCEPT TO THE DEGREE THE RIBCL REQUIRES A DIFFERENT THRESHOLD.

DIVIDENDS: THE HOLDERS OF OUTSTANDING SHARES OF CLASS A COMMON STOCK MAY RECEIVE DIVIDENDS ON A PRO RATA AND PARI PASSU BASIS OUT OF FUNDS LEGALLY AVAILABLE THEREFORE FROM THE BENEFIT CORPORATION DIVIDENDS WHEN AND AS DECLARED AND PAID BY THE BOARD.

ARTICLE IV

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

No. and Street: 71 REMINGTON STREET
City or Town: WARWICK State: RI Zip: 02888

The name of its initial registered agent at such address is VICTORIA DREW

ARTICLE V

The corporation shall have perpetual existence until dissolved or terminated in accordance with Chapter 7-1.2.

ARTICLE VI

The fiscal year end of the corporation is: December 31

ARTICLE VII

Additional provisions, if any, not inconsistent with Chapter 7-1.2 which the incorporators elect to have set forth in these Articles of Incorporation:

7.1. BYLAWS:
EXCEPT AS OTHERWISE PROVIDED IN THESE ARTICLES OF INCORPORATION, IN FURTHERANCE AND NOT IN LIMITATION OF THE POWERS CONFERRED BY STATUTE, THE BOARD OF DIRECTORS OF THE BENEFIT CORPORATION (“BOARD OF DIRECTORS”, OR “BOARD”; EACH A “DIRECTOR”) IS EXPRESSLY AUTHORIZED TO ADOPT, AMEND, ALTER, REPEAL, AND RESCIND ANY OR ALL OF THE BYLAWS OF THE BENEFIT CORPORATION.

7.2. BOARD OF DIRECTORS:

THE BUSINESS AND AFFAIRS OF THE BENEFIT CORPORATION SHALL BE MANAGED BY THE BOARD. THE NUMBER OF DIRECTORS AND THE MANNER OF THEIR ELECTION SHALL BE FIXED AND MAY BE ALTERED FROM TIME TO TIME IN ACCORDANCE WITH THE BYLAWS. CUMULATIVE VOTING SHALL NOT BE ALLOWED IN THE ELECTION OF DIRECTORS.

WITH RESPECT TO ANY MATTER BEFORE THE BOARD FOR A VOTE, CONSIDERATION, OR OTHER ACTION, EACH DIRECTOR SERVING ON THE BOARD SHALL COMPORT WITH THE STANDARD OF CONDUCT FOR DIRECTORS SET FORTH IN RIBCL SECTION 7-5.3-7 IN CONNECTION WITH DETERMINING THE BEST INTERESTS OF THE BENEFIT CORPORATION WITH RESPECT TO SUCH MATTER.

NOTWITHSTANDING THE FOREGOING AND EXCEPT AS SPECIFICALLY PROVIDED IN THE RIBCL, NOTHING SET FORTH ABOVE IN THIS SECTION 7.2. IS INTENDED TO OR SHALL:

(A) CREATE ANY ADDITIONAL FIDUCIARY OR OTHER DUTIES OF ANY KIND ON THE PART OF THE BENEFIT CORPORATION OR ANY DIRECTOR OWED TO THE SHAREHOLDERS OR ANY OF THE PARTIES SPECIFIED ABOVE IN THIS SECTION 7.2.;

(B) INCREASE OR EXPAND THE LIABILITIES OF THE BENEFIT CORPORATION OR ANY DIRECTOR OR OTHERWISE LIMIT ANY DEFENSES AVAILABLE TO THE BENEFIT CORPORATION OR ANY DIRECTOR IN CONNECTION WITH ANY CLAIMS, LEGAL ACTIONS, LAWSUITS, OR OTHER PROCEEDINGS; AND

(C) CREATE ANY ADDITIONAL OR SPECIAL RIGHTS OR CAUSES OF ACTION IN FAVOR OF THE SHAREHOLDERS OR ANY OTHER THIRD PARTY, INCLUDING WITHOUT LIMITATION, ANY OF THE THIRD PARTIES SPECIFIED IN ABOVE IN THIS SECTION 7.2.

7.3. DIRECTOR LIABILITY:

A DIRECTOR OF THE BENEFIT CORPORATION SHALL NOT BE PERSONALLY LIABLE TO THE BENEFIT CORPORATION OR TO ITS SHAREHOLDERS FOR MONETARY DAMAGES FOR BREACH OF FIDUCIARY DUTY AS A DIRECTOR, EXCEPT THAT THIS SECTION 7.3 SHALL NOT ELIMINATE OR LIMIT THE LIABILITY OF A DIRECTOR TO THE BENEFIT CORPORATION OR TO ITS SHAREHOLDERS FOR MONETARY DAMAGES OTHERWISE EXISTING FOR:

(A) ANY BREACH OF THE DIRECTOR'S DUTY OF LOYALTY TO THE BENEFIT CORPORATION OR TO ITS SHAREHOLDERS;

(B) ACTS OR OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL MISCONDUCT OR A KNOWING VIOLATION OF LAW; OR

(C) ACTS SPECIFIED IN SECTION 7-1.2-801 OF THE RHODE ISLAND BUSINESS

CORPORATIONS LAW
(THE "RI BUS CORP LAW").

A DISINTERESTED DIRECTOR'S FAILURE TO SATISFY SECTION 7-5.3-7 OF THE RIBCL SHALL NOT, FOR PURPOSES OF SECTION 7-1.2-801 OF THE RI BUS CORP LAW, OR FOR PURPOSES OF ANY USE OF THE TERM "GOOD FAITH" IN THESE ARTICLES OF INCORPORATION OR THE BYLAWS IN REGARD TO THE INDEMNIFICATION OF OR ADVANCEMENT OF EXPENSES OF ANY PERSON, CONSTITUTE AN ACT OR OMISSION NOT IN GOOD FAITH OR A BREACH OF THE DUTY OF LOYALTY. IT IS THE BENEFIT CORPORATION'S INTENTION TO LIMIT THE LIABILITY OF ITS DIRECTORS AS PERMITTED BY SECTION 7-5.3-7 OF THE RIBCL.

IF THE RIBCL OR RI BUS CORP LAW IS HEREAFTER AMENDED OR SUPERSEDED TO ELIMINATE OR LIMIT FURTHER THE LIABILITY OF A DIRECTOR, THEN, IN ADDITION TO THE ELIMINATION AND LIMITATION OF LIABILITY PROVIDED BY THE PRECEDING TWO SENTENCES, THE LIABILITY OF EACH DIRECTOR SHALL BE ELIMINATED OR LIMITED TO THE FULLEST EXTENT PERMITTED BY THE RIBCL AND THE RI BUS CORP LAW AS SO AMENDED OR SUPERSEDED. ANY REPEAL OR MODIFICATION OF THIS SECTION 7.3. SHALL NOT ADVERSELY AFFECT ANY RIGHT OR PROTECTION OF A DIRECTOR OF THE BENEFIT CORPORATION UNDER THIS SECTION 7.3., AS IN EFFECT IMMEDIATELY PRIOR TO SUCH REPEAL OR MODIFICATION, WITH RESPECT TO ANY LIABILITY THAT WOULD HAVE ACCRUED, BUT FOR THIS SECTION 7.3., PRIOR TO SUCH REPEAL OR MODIFICATION.

7.4. INDEMNIFICATION:

THE BENEFIT CORPORATION SHALL INDEMNIFY, TO THE FULLEST EXTENT PERMITTED BY APPLICABLE LAW IN EFFECT FROM TIME TO TIME, ANY PERSON, AND THE ESTATE AND PERSONAL REPRESENTATIVE OF ANY SUCH PERSON, AGAINST ALL LIABILITY AND EXPENSE (INCLUDING ATTORNEY'S FEES) INCURRED BECAUSE THEY ARE OR WERE A DIRECTOR OR OFFICER OF THE BENEFIT CORPORATION OR, WHILE SERVING AS A DIRECTOR OR OFFICER OF THE BENEFIT CORPORATION, THEY ARE OR WERE SERVING AT THE REQUEST OF THE BENEFIT CORPORATION AS A DIRECTOR, OFFICER, PARTNER, TRUSTEE, EMPLOYEE, FIDUCIARY, OR AGENT OF, OR IN ANY SIMILAR MANAGERIAL OR FIDUCIARY POSITION OF, ANOTHER DOMESTIC OR FOREIGN BENEFIT CORPORATION OR OTHER INDIVIDUAL OR ENTITY OR OF AN EMPLOYEE BENEFIT PLAN. THE BENEFIT CORPORATION SHALL ALSO INDEMNIFY ANY PERSON WHO IS SERVING OR HAS SERVED THE BENEFIT

CORPORATION AS DIRECTOR, OFFICER, EMPLOYEE, FIDUCIARY OR AGENT, AND THE ESTATE AND PERSONAL REPRESENTATIVE OF ANY SUCH PERSON, TO THE EXTENT AND IN THE MANNER PROVIDED IN ANY BYLAW, RESOLUTION OF THE BOARD, CONTRACT, OR OTHERWISE, SO LONG AS SUCH PROVISION IS LEGALLY PERMISSIBLE. NOTWITHSTANDING ANYTHING TO THE CONTRARY SET FORTH IN THIS SECTION 7.4, SUCH INDEMNITY SHALL NOT EXTEND TO CONDUCT NOT UNDERTAKEN IN GOOD FAITH TO PROMOTE THE BEST INTERESTS OF THE BENEFIT CORPORATION, NOR TO ANY RECKLESSNESS OR WILLFUL MISCONDUCT; AND, PROVIDED FURTHER, THAT THIS INDEMNIFICATION SHALL BE LIMITED TO THE TOTAL ASSETS OF THE BENEFIT CORPORATION.

7.5. FORUM:

UNLESS THE BENEFIT CORPORATION CONSENTS IN WRITING TO AN ALTERNATIVE FORUM, THE STATE OF RHODE ISLAND SHALL BE THE EXCLUSIVE FORUM FOR (I) ANY DERIVATIVE ACTION OR PROCEEDING BROUGHT ON BEHALF OF THE BENEFIT CORPORATION, (II) ANY ACTION ASSERTING A CLAIM OF BREACH OF A FIDUCIARY DUTY OWED BY ANY DIRECTOR, OFFICER, OR OTHER EMPLOYEE OF THE BENEFIT CORPORATION TO THE BENEFIT CORPORATION OR THE BENEFIT CORPORATION'S SHAREHOLDERS, (III) ANY ACTION ASSERTING A CLAIM ARISING UNDER ANY PROVISION OF THE RI BUS CORP LAW, THE RIBCL, THE ARTICLES OF INCORPORATION, OR THE BYLAWS OF THE BENEFIT CORPORATION, OR (IV) ANY ACTION ASSERTING A CLAIM GOVERNED BY THE INTERNAL-AFFAIRS DOCTRINE. ANY PERSON OR ENTITY THAT ACQUIRES ANY INTEREST IN SHARES OF CAPITAL STOCK OF THE BENEFIT CORPORATION WILL BE DEEMED TO HAVE NOTICE OF AND CONSENTED TO THE PROVISIONS OF THIS SECTION.

UNLESS THE BENEFIT CORPORATION CONSENTS IN WRITING TO THE SELECTION OF AN ALTERNATIVE FORUM, THE FEDERAL DISTRICT COURTS OF THE UNITED STATES OF AMERICA SHALL BE THE EXCLUSIVE FORUM FOR THE RESOLUTION OF ANY COMPLAINT ASSERTING A CAUSE OF ACTION ARISING UNDER THE SECURITIES ACT OF 1933. ANY PERSON OR ENTITY PURCHASING OR OTHERWISE ACQUIRING ANY INTEREST IN ANY SECURITY OF THE BENEFIT CORPORATION SHALL BE DEEMED TO HAVE NOTICE OF AND CONSENTED TO THE PROVISIONS OF THESE ARTICLES OF INCORPORATION.

ARTICLE VIII

The name and address of the each incorporator is:

Title	Individual Name	Address
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	First, Middle, Last, Suffix	Address, City or Town, State, Zip Code, Country
INCORPORATOR	SAUL KAPLAN	741 ELMGROVE AVE. PROVIDENCE, RI 02906 USA
INCORPORATOR	SUSAN H KAPLAN	741 ELMGROVE AVE. PROVIDENCE, RI 02906 USA
INCORPORATOR	VICTORIA DREW	71 REMINGTON ST. WARWICK, RI 02888 USA

ARTICLE IX

These Articles of Incorporation shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing.

Later Effective Date:

Signed this 22 Day of December, 2021 at 11:02:53 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 § 7-1.2.*

 SAUL KAPLAN
 SUSAN H KAPLAN
 VICTORIA DREW

Form No. 114
Revised 07/13

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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:

December 22, 2021 10:58 AM

A handwritten signature in blue ink that reads "Nellie M. Gorbea".

Nellie M. Gorbea
Secretary of State

