

CERTIFICATE OF INCORPORATION  
A NON-STOCK AND NON-PROFIT CORPORATION  
OF  
Hapday Global Wellbeing Foundation

FIRST: The name of the Corporation is: Hapday Global Wellbeing Foundation

SECOND: The Registered Office in the State of Delaware is to be located at 1201 Orange Street, Suite 600, in the City of Wilmington, County of New Castle, Delaware 19801. The Registered Agent in charge thereof is Agents and Corporations, Inc., 1201 Orange Street, Suite 600, Wilmington, DE 19801.

THIRD: The purpose of this corporation is to engage in any lawful act or activity for which corporation may be organized under the General Corporation Law of Delaware. This corporation shall be a nonprofit corporation, is organized as and at all times shall be operated exclusively for charitable, educational and scientific programs within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

FOURTH: The corporation shall not have any capital stock, and the conditions of membership shall be stated in the By Laws.

FIFTH: The name and address of the incorporator are as follows:

John L. Williams  
1201 Orange Street, Suite 600  
Wilmington, DE 19801

SIXTH: No part of net earnings of the corporation shall inure to the benefit of its members, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third. No substantial part of the activities of the corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, 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 provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income under section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

SEVENTH: Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so 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.

I, THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to Chapter 1 of Title 8 of Delaware Code, do make this Certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand on March 20, 2025.

  
John L. Williams  
Incorporator

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 02:52 PM 03/20/2025  
FILED 02:52 PM 03/20/2025

SR 20251152532 - File Number 10137796

MINUTES OF MEETING OF INCORPORATOR  
OF  
Hapday Global Wellbeing Foundation

The meeting of the incorporator of the above-named corporation was called and held on March 20, 2025 at 1201 Orange Street, Suite 600, Wilmington, Delaware, 19801 pursuant to a written waiver of notice signed by the incorporator, fixing time and place.

The following incorporator, being the only incorporator of the corporation, was present in person: John L. Williams.

Said incorporator served as both chairman and secretary of the meeting.

The chairman reported that the Certificate of Incorporation was filed in the Office of the Secretary of State of Delaware on March 20, 2025 and that a certified copy thereof will be forwarded by the Office of the Secretary of State of Delaware to the Office of the Recorder of Deeds in and for New Castle County, Delaware, and that the secretary was instructed to cause a copy of such Certificate of Incorporation to be inserted in the minute book.

The secretary presented a form of By-Laws for the regulation of the affairs of the corporation, which was read, section by section.

Upon motion duly made, seconded and carried it was:

RESOLVED, That the By-Laws submitted at and read to this meeting be and the same hereby are adopted as and for the By-Laws of this corporation, and that the secretary be and hereby is instructed to cause the same to be inserted in the minute book immediately following a copy of the Certificate of Incorporation.

The Chairman stated that the next business before the meeting was the election of the Board of Directors.

The following persons were nominated to hold office for the ensuing year or until their respective successors are elected:

Dzianis Dubovik

No other nominations having been made, the polls were duly opened and the incorporator having voted by ballot, the chairman declared the polls closed. Thereupon, the secretary canvassed the vote cast and made and presented to the chairman the results of the election. The nominees were found to have received the number of votes opposite their names:

| <u>NAME</u>     | <u>NUMBER OF VOTES</u> |
|-----------------|------------------------|
| Dzianis Dubovik | - 1 - Vote             |

The chairman thereupon declared the following persons elected directors of the corporation to hold office until the first annual meeting or until their successors are elected and qualified:

Dzianis Dubovik

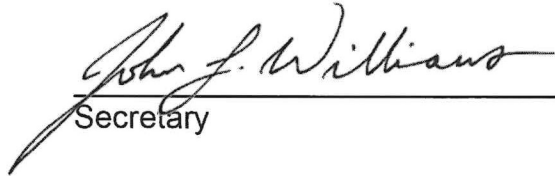
Upon motion duly made, seconded and carried, it was:

RESOLVED, That the Board of Directors be and is hereby authorized, in its discretion, that the secretary was instructed to file with the minutes of this meeting, the following:

1. Waiver of notice of this meeting; and

2. Ballot of Directors.

Upon motion duly made, seconded and carried, the meeting thereupon adjourned.

  
Secretary


Date: March 20, 2025

CALL AND WAIVER OF NOTICE  
OF  
MEETING OF INCORPORATOR  
OF  
Hapday Global Wellbeing Foundation

I, the undersigned, being the incorporator of the above-captioned corporation, incorporated under the laws of the State of Delaware, hereby waive notice of the time, place and purpose of the first meeting of this corporation and call said meeting as follows:

Date: March 20, 2025  
Place: 1201 Orange Street, Suite 600  
Wilmington, DE 19801

I do hereby waive all the requirements of the statutes of Delaware, both as to notice of this meeting and publication thereof; and I do consent to the transaction of such business as may come before the meeting.

  
Incorporator

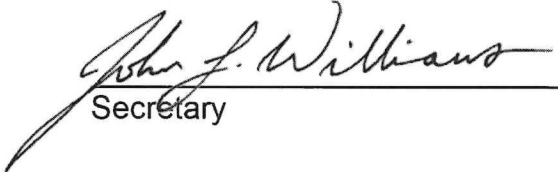
Date: March 20, 2025

BALLOT FOR DIRECTORS  
OF  
Hapday Global Wellbeing Foundation

Dzianis Dubovik

- 1 - Vote

Votes in Person - 1

  
Secretary

Date: March 20, 2025