

Delaware

PAGE 1

The First State

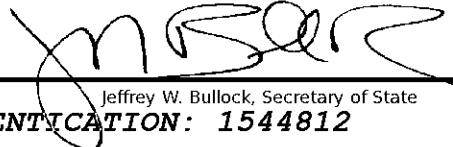
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "IWAMOTO NORTH AMERICA FOUNDATION FOR GO", FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF JULY, A.D. 2014, AT 6:20 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1544812

DATE: 07-17-14

STATE *of* DELAWARE
CERTIFICATE *of* INCORPORATION
of
IWAMOTO NORTH AMERICA FOUNDATION FOR *GO*
a NONPROFIT NONSTOCK CORPORATION

First: The name of this corporation is Iwamoto North America Foundation for *Go*.

Second: Its registered office in the State of Delaware is to be located at 3500 S. DuPont Highway, City of Dover, County of Kent, Delaware 19901. The name of this corporation's registered agent at such address is Incorporating Services, Ltd.

Third: This corporation is a nonprofit nonstock corporation organized under the General Corporation Law of the State of Delaware (hereinafter referred to as the "Law") and is not authorized to issue any capital stock. The specific purpose for which this corporation is organized is to promote social welfare within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law (the "Code") by fostering, promulgating, and developing the game and culture of *go* in North America according to the vision and wishes of the late Japanese *go* master, Iwamoto Kaoru.

Fourth: This corporation is organized and shall be operated for social welfare purposes within the meaning of Section 501(c)(4) of the Code. Notwithstanding any other provision of this certificate, this corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(4) of the Code.

Fifth: No part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member of this corporation, or any other private person. Upon the winding up and dissolution of this corporation and after paying or adequately providing for the debts and obligations of this corporation, the remaining assets shall be distributed, subject to the terms of any trust under which such assets are held, to a nonprofit fund, foundation, or corporation which is organized and operated for social welfare purposes and that has established its tax-exempt status under Section 501(c)(4) of the Code (or, at the option of the Board of Directors of this corporation, to a nonprofit organization organized and operated exclusively for charitable or educational purposes that has established its tax-exempt status under Section 501(c)(3) of the Code).

Sixth: This corporation shall have one or more members, and the conditions of membership shall be stated in the Bylaws. Members may take action by written consent pursuant to subsection (b) of Section 228 of the Law, but only if such action is unanimous.

Seventh: The name and mailing address of the incorporator are as follows: Thomas Hsiang, 1444 East Avenue, Rochester, New York 14610.

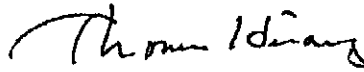
Eighth: The personal liability of the directors and any persons performing the duties of directors of this corporation is hereby eliminated or limited to the fullest extent permitted by Section 102(b)(7) of the Law as the same may be hereafter amended and supplemented.

Ninth: Any amendment to this Certificate must be approved by the Board of Directors of this corporation.

Tenth: The members or the Board of Directors may adopt, amend, or repeal the Bylaws of this corporation.

Eleventh: Without infringing on the rights of members to remove directors under Section 141(k) of the Law, a majority of the directors then in office may also remove any director at any time, with or without cause, without the need for member action.

I, the undersigned, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file, and record this Certificate, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this 16th day of July, 2014.



Thomas Hsiang, Incorporator