

STATE of DELAWARE
CERTIFICATE of INCORPORATION
A NON-STOCK CORPORATION

DOCTORS FOR CANNABIS REGULATION CORP.

- **First:** The name of the Corporation is: **Doctors for Cannabis Regulation Corp.**
- **Second:** Its Registered Office in the State of Delaware is to be located at: **2711 Centerville Rd. Suite 400, Wilmington, DE 19808**

The name of the registered agent at such address is: **Corporation Service Company.**

- **Third:** The purpose of this Corporation is to engage in any lawful act of activity for which corporations may be organized under the General Corporation Law of Delaware. This Corporation shall be a nonprofit corporation.

This Corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the corresponding provisions of any similar law subsequently enacted (hereafter the "Code"). This Corporation shall have all powers of corporations granted by the laws of the State of Delaware or otherwise acquired to the extent not inconsistent with the foregoing purposes.

- **Fourth:** The Corporation shall not have any capital stock.
- **Fifth:** The name and address of the incorporator are as follows:

David L. Nathan
601 Ewing Street, Suite C-10
Princeton, New Jersey 08540

- **Sixth:** The Corporation shall have no members.
- **Seventh:**
 - A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, 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 this Certificate of Incorporation. The Corporation's legislative activities shall comply with the expenditure limits established by the Code, pursuant to the Corporation's election to file Form 5768. 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 provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried

on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

B. In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary or whether by operation of law or otherwise, the Board of Directors shall distribute the assets (subject to the terms of any gift, grant or devise to the Corporation) to one or more political subdivisions or one or more corporations, trusts, associations or foundations organized and operated exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or any future federal tax code.

C. If the Corporation should be classified as a private foundation for federal tax purposes, the following provisions shall apply:

(i) The Corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income as imposed by Section 4942 of the Code.

(ii) The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

(iii) The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code.

(iv) The Corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

(v) The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code.

• **Eighth:** The internal affairs of the Corporation shall be regulated in accordance with the bylaws of the Corporation.

• **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 30th day of September, A.D. 2015.

BY: David L. Nathan
(Incorporator)

NAME: David L. Nathan