


Delaware

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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 "NATIONAL ASSOCIATION FOR THE ADVANCEMENT OF COLORED PEOPLE", FILED IN THIS OFFICE ON THE SIXTH DAY OF MARCH, A.D. 2019, AT 11:14 O`CLOCK A.M.




Jeffrey W. Bullock, Secretary of State

7311269 8100
SR# 20213800574

Authentication: 204701086
Date: 11-16-21

You may verify this certificate online at corp.delaware.gov/authver.shtml

CERTIFICATE OF INCORPORATION
OF

NATIONAL ASSOCIATION FOR THE ADVANCEMENT OF COLORED PEOPLE

THE UNDERSIGNED INCORPORATOR, a natural person of the age of twenty-one years or more, in order to form a nonstock, nonprofit corporation for the purposes stated in this Certificate, in accordance with the provisions of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY THAT:

ARTICLE I. NAME

The name of the corporation is the National Association for the Advancement of Colored People (the "Corporation").

ARTICLE II. REGISTERED OFFICE AND AGENT

A. The address of the Corporation's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801.

B. The name of the Corporation's registered agent at that address is The Corporation Trust Company.

ARTICLE III. PURPOSES

A. The Corporation is a nonprofit organization incorporated and operated for social welfare purposes within the meaning of section 501(c)(4) of the Internal Revenue Code of 1986, as amended (the "Code"), including (without limitation) to speak with a powerful voice through public education, advocacy and civic engagement, to further the Corporation's mission:

- (i) to ensure the political, educational, social, and economic equality of rights of all persons;

(ii) to achieve equality of rights and eliminate race prejudice among the citizens of the United States;

(iii) to remove all barriers of racial discrimination through democratic processes;

(iv) to seek enactment and enforcement of federal, state, and local laws securing civil rights;

(v) to inform the public of the adverse effects of racial discrimination and to seek its elimination;

(vi) to educate persons as to their constitutional rights and to take all lawful action to secure the exercise thereof; and

(vii) to take any other lawful action utilizing the tools available to a 501(c)(4) organization in furtherance of these objectives.

B. In furtherance of the foregoing purposes, the Corporation has all powers granted to a corporation under the General Corporation Law of the State of Delaware and the power to do all things necessary, proper, and consistent with maintaining its tax-exempt status under section 501(c)(4) of the Code.

C. No part of the net earnings of the Corporation may inure to the benefit of or be distributed to any director, employee, or other individual, partnership, estate, trust, or corporation having a personal or private interest in the Corporation.

D. Notwithstanding any other provisions of this Certificate, the Corporation shall not carry on any activity not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(4) of the Code.

ARTICLE IV. NO STOCK

The Corporation is not organized for profit and does not have authority to issue capital stock.

ARTICLE V. MEMBERS

The Corporation shall have one class of members (the "Members"). The Members shall be identified in the manner provided in the Constitution of the Corporation (or such other governing instrument as the directors may adopt and as may be amended and/or restated from time to time, the "Constitution").

ARTICLE VI. DIRECTORS

A. The affairs and business of the Corporation are to be managed and conducted by the directors of the Corporation.

B. The qualifications, manner of election, number, tenure, powers, and duties of the directors of the Corporation are as set out in the Constitution of the Corporation.

C. The directors have the power to adopt, amend, or repeal the Constitution.

ARTICLE VII. INCORPORATOR

The name and address of the incorporator are as follows:

Name	Address
Derrick Johnson	4805 Mt. Hope Drive Baltimore, MD 21215

The powers of the incorporator cease upon the appointment of initial directors of the Corporation.

ARTICLE VIII. DIRECTOR LIABILITY

A. No director of the Corporation is personally liable to the Corporation for monetary damages for breach of fiduciary duty as a director except that this Article VIII does not eliminate or limit the liability of a director for:

- (1) any breach of a director's duty of loyalty to the Corporation;
- (2) acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; or

(3) any transaction from which the director involved derived an improper personal benefit.

B. If the General Corporation Law of the State of Delaware is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation, in addition to the limitation of personal liability set out in this Article VIII, will be limited to the fullest extent permitted by the amended law.

ARTICLE IX. DISSOLUTION

In the event of the liquidation, dissolution, or winding up of the affairs of the Corporation, whether voluntary, involuntary, or by operation of law:

A. None of the property of the Corporation or any proceeds thereof may be distributed to or divided among any of the directors or officers of the Corporation or inure to the benefit of any individual; and

B. After all liabilities and obligations of the Corporation have been paid, satisfied, and discharged, or adequate provision made therefor, all remaining property and assets of the Corporation must be distributed to one or more nonprofit organizations exempt from federal income taxation under either section 501(c)(3) or 501(c)(4) of the Code whose purposes align with the purposes of the Corporation as set forth in Article III of this Certificate.

THE UNDERSIGNED INCORPORATOR does hereby affirm under penalties of perjury that this Certificate of Incorporation of the National Association for the Advancement of Colored People is his act and deed and the facts stated in this Certificate are true, and, accordingly, she has executed this Certificate as of _____ March 6, 2019.



Derrick Johnson
Incorporator



On a scale of 1 (unacceptable) to 10 (outstanding), please rate the following questions.

1. How would you rate the overall quality of service provided by the Division of Corporations?
1 2 3 4 5 6 7 8 9 10 NA
2. How would you rate the convenience of our services?
1 2 3 4 5 6 7 8 9 10 NA
3. How would you rate the promptness of service provided?
1 2 3 4 5 6 7 8 9 10 NA
4. How would you rate the accessibility of the Division of Corporations staff?
1 2 3 4 5 6 7 8 9 10 NA
5. How would you rate the training you received from the Division of Corporations staff?
1 2 3 4 5 6 7 8 9 10 NA
6. How would you rate the written materials received from the Division of Corporations?
(Were they easy to read and helpful? i.e., guidelines, forms, DCIS Manual.)
1 2 3 4 5 6 7 8 9 10 NA
7. Were Division of Corporations staff attentive and helpful relative to your comments and concerns?
1 2 3 4 5 6 7 8 9 10 NA
8. Did Division of Corporations staff display professionalism & courtesy?
1 2 3 4 5 6 7 8 9 10 NA
9. Are Division of Corporations staff knowledgeable?
1 2 3 4 5 6 7 8 9 10 NA

Please let us know about experiences and incidents with the Division of Corporations (i.e., staff, equipment, connectivity, customer service) that impressed or disappointed you.

Comments: _____

Company name and contact information: _____

If you would prefer, you may take this survey online at

<https://surveymonkey.com/r/corporationssurvey>