

STATE OF DELAWARE
CERTIFICATE OF INCORPORATION
OF
MATCH DEVELOPMENT FOUNDATION
A NON-STOCK CORPORATION

The undersigned incorporator, in order to form a non-profit corporation under the General Corporation Law of the State of Delaware, adopts the following Certificate of Incorporation (the “Certificate of Incorporation”):

ARTICLE I

The name of the corporation is Match Development Foundation (the “Corporation”).

ARTICLE II

The Corporation’s registered office in the State of Delaware is to be located at 251 Little Falls Drive, Wilmington, County of New Castle, 19808. The registered agent in charge thereof is Corporation Service Company.

ARTICLE III

A. The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware. The Corporation shall be a non-profit corporation and may engage in any activities that are reasonably related to or in furtherance of its stated charitable, scientific, literary and educational purpose, or in any other charitable activities.

B. The Corporation is organized and shall be operated exclusively for charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Internal Revenue Code”).

C. In furtherance of its purposes, the Corporation shall have all the general powers of a corporation enumerated in the General Corporation Law of the State of Delaware, as now in effect or as may hereafter be amended, including the power to solicit grants and contributions for such purposes.

ARTICLE IV

The Corporation shall be a “nonprofit nonstock corporation” as defined in Section 114(d)(3) of the General Corporation Law of the State of Delaware and, as such, shall not have the power to issue any capital stock to its members, trustees, directors, officers or any other person, and the conditions of membership shall be stated in the bylaws of the Corporation (the “By-Laws”).

ARTICLE V

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

Name:
Stelios Saffos

Address:
Latham & Watkins LLP
885 Third Avenue
New York, New York 10022

ARTICLE VI

A. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office, which includes, but is not limited to, the publishing or distribution of statements.

B. During such period, or periods, of time, if any, as the Corporation is treated as a “private foundation” pursuant to Section 509 of the Internal Revenue Code, the directors must distribute the Corporation’s income at such time and in such manner so as not to subject the Corporation to tax under Section 4942 of the Internal Revenue Code, and the Corporation is prohibited from engaging in any act of self-dealing (as defined in Section 4941(d) of the Internal Revenue Code), from retaining any excess business holdings (as defined in Section 4943(c) of the Internal Revenue Code) which would subject the Corporation to tax under Section 4943 of the Internal Revenue Code, from investing any amount in such a manner so as to subject the Corporation to tax under Section 4944 of the Internal Revenue Code, from not removing from jeopardy within the taxable period any investment upon which an initial tax is imposed under Section 4944 of the Internal Revenue Code, and from making any taxable expenditures (as defined in Section 4945(d) of the Internal Revenue Code).

C. Notwithstanding any other provision of this Certificate of Incorporation, the Corporation shall not directly or indirectly carry on any activity not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code (or any 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 any corresponding section of any future federal tax code).

ARTICLE VII

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, directors, officers or any private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in accordance with Section 501(c)(3) of the Internal Revenue Code.

B. Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the

Internal Revenue Code (or any 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.

ARTICLE VIII

A. The personal liability of the directors of the Corporation is hereby eliminated to the fullest extent permitted by paragraph (7) of subsection (b) of Section 102 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented. Any repeal or modification of this Article VIII shall not adversely affect any right or protection of a director of the Corporation existing immediately prior to such repeal or modification.

B. The Corporation shall, to the fullest extent permitted or required by Section 145 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented, indemnify any and all persons to whom it shall have power to indemnify under said Section (an “Indemnified Person”) from and against any and all of the expenses, liabilities or other matters referred to in or covered by said Section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which any Indemnified Person may be entitled under any By-Law, agreement, vote of members or disinterested directors or otherwise, both as to action in such Indemnified Person’s official capacity and as to action in another capacity while holding such office, and shall continue as to any Indemnified Person who has ceased to be a director, officer, employee or agent of the Corporation and shall inure to the benefit of the heirs, executors and administrators of any such Indemnified Person. Any repeal or modification of this Article VIII shall not adversely affect any right or protection existing hereunder immediately prior to such repeal or modification.

[Signature Page Follows]

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 of Incorporation, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this 29th day of January, 2021.

By: 
Name: Stelios Saffos
Title: Incorporator