

**CERTIFICATE OF INCORPORATION OF
GREEN EXCHANGE, PBC
A DELAWARE PUBLIC BENEFIT CORPORATION**

The undersigned, a natural person, for the purpose of organizing a public benefit corporation for conducting the business and promoting the purposes hereinafter stated, under the provisions and subject to the requirements of the laws of the State of Delaware (particularly Chapter 1, Title 8 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified, and referred to as the “*General Corporation Law of the State of Delaware*”) hereby certifies that:

FIRST: The name of the public benefit corporation (hereinafter called the “*Corporation*”) is **Green Exchange, PBC.**

SECOND: The address, including street, number, city, and county, of the registered office of the Corporation in the State of Delaware is The Corporation Trust Company, 1209 Orange Street, Corporation Trust Center, Wilmington, County of New Castle, DE 19801, and the name of the registered agent of the Corporation in the State of Delaware at such address is The Corporation Trust Company.

THIRD:

A. The nature of the business or purposes to be conducted by and promoted by 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.

B. The specific public benefit to be promoted by the Corporation shall be to:

1. Educate investors regarding public companies’ commitments to green values as a core element of their mission;
2. Amplify investors’ influence regarding public corporations achieving green commitments; and
3. Incentivize companies to reduce the environmental costs and impacts of operations, establish sustainable corporate governance standards, and embed green behaviors and feedback into all levels of the company.

FOURTH: The name and mailing address of the Sole Incorporator is as follows:

Matthew Rubino

Holland & Knight LLP
2929 Arch St. #800
Philadelphia, Pennsylvania 19104

FIFTH: The total number of shares of common stock which the Corporation is authorized to issue is 10,000,000, at a par value of \$0.0001 per share, and the total number of shares of preferred stock which the Corporation is authorized to issue is 5,000,000, at a par value of \$0.0001 per share.

SIXTH: The board of directors of the Corporation (the “*Board of Directors*”) is hereby expressly authorized to provide, out of the unissued shares of preferred stock, for one or more series of preferred stock and, with respect to each such series, to fix the number of shares constituting such series and the designation of such series, the voting powers, if any, of the shares of such series, and the preferences and relative, participating, optional or other special rights, if any, and any qualifications, limitations or restrictions thereof, of the shares of such series. The powers, preferences and relative, participating, optional

and other special rights of each series of preferred stock, and the qualifications, limitations or restrictions thereof, if any, may differ from those of any and all other series at any time outstanding.

SEVENTH: The Corporation is to have a perpetual existence.

EIGHTH:

A. The management of the business and the conduct of the affairs of the Corporation shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed by the Board of Directors in the manner provided in the Corporation's bylaws (the "*Bylaws*").

B. Directors shall be elected at each annual meeting of stockholders to hold office until the next annual meeting. Each director shall hold office either until the expiration of the term for which elected or appointed and until a successor has been elected and qualified, or until such director's death, resignation or removal. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

C. In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors of the Corporation is authorized and empowered to adopt, alter, amend and repeal the Bylaws of the Corporation in any manner not inconsistent with the laws of Delaware. The stockholders shall also have power to adopt, amend or repeal the Bylaws of the Corporation; provided, however, that, in addition to any vote of the holders of any class or series of stock of the Corporation required by law or by this Certificate of Incorporation, such action by stockholders shall require the affirmative vote of the holders of at least a majority of the voting power of all of the then-outstanding shares of the capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class.

D. Unless and except to the extent that the Bylaws shall so require, the election of directors of the Corporation need not be by written ballot.

NINTH:

A. The liability of the directors for monetary damages for breach of fiduciary duty as a director shall be eliminated to the fullest extent under applicable law.

B. Any disinterested failure to satisfy Section 365 of the General Corporation Law of the State of Delaware shall not, for the purposes of Section 102(b)(7) or 145 of the General Corporation Law of the State of Delaware, constitute an act or omissions not in good faith, or a breach of the duty of loyalty.

C. To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers and agents of the Corporation (and any other persons to which applicable law permits the Corporation to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise in excess of the indemnification and advancement otherwise permitted by such applicable law. If applicable law is amended after approval by the stockholders of this Article IX to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director to the Corporation shall be eliminated or limited to

the fullest extent permitted by applicable law as so amended.

D. Any repeal or modification of this Article IX shall only be prospective and shall not affect the rights or protections or increase the liability of any officer or director under this Article IX in effect at the time of the alleged occurrence of any act or omission to act giving rise to liability or indemnification.

TENTH: Meetings of the stockholders may be held within or without the State of Delaware, as the Bylaws may provide. The books of the Corporation may be kept outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

ELEVENTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are granted subject to this reservation.

I, THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, does make this Certificate of Incorporation, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 21st day of January, 2022.

/s/ Matthew Rubino

Matthew Rubino

Sole Incorporator