

Living Globes Society

A Delaware Non-Stock Corporation

ARTICLES OF INCORPORATION

ARTICLE I NAME

1.01 Name

The name of this corporation shall be Living Globes Society The business of the corporation may be conducted as Living Globes Society.

ARTICLE II DURATION

2.01 Duration

The period of duration of the corporation is perpetual.

ARTICLE III PURPOSE

3.01 Non-Profit

Living Globes Society is designated as a non-profit corporation and shall operate exclusively for charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

3.02 Purpose

To let everyone, everywhere, see the whole Earth in three dimensions—as the astronauts saw her from the moon—by developing next-generation digital spheres displaying real-time satellite images of our living planet for use in private homes, classrooms, and community spaces around the world.

ARTICLE IV

NON-PROFIT NATURE

4.01 Non-profit Nature

Living Globes Society is organized exclusively for charitable and educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of Living Globes Society shall inure to the benefit of, or be distributable to its members, trustees, 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 the purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Living Globes Society is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

4.02 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of Living Globes Society of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

4.03 Dissolution

Upon termination or dissolution of the Living Globes Society, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the Living Globes Society hereunder shall be selected by the discretion of a majority of the managing body of the Living Globes Society and if its members

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cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Living Globes Society by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Delaware.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Delaware to be added to the general fund.

4.04 Prohibited Distributions

No part of the net earnings or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, 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 purpose set forth in Article III, Section 3.02.

4.05 Restricted Activities

No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

4.06 Prohibited Activities

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

4.07 Capital Stock

The corporation shall not have any capital stock.

ARTICLE V

BOARD OF DIRECTORS

5.01 Governance

Living Globes Society shall be governed by its board of directors.

5.02 Initial Directors

The initial directors of the corporation shall be:

Stephen Davis, 647 Town Mountain Road, Apt. 102, Asheville, NC 28804

Mike Foody, 66 W Cliff Dr., Santa Cruz, CA 95060

Kilian Köpsell, 2261 Market St #166, San Francisco, CA 94114

Sten Linnander, Obere Laube 52, 78462 Konstanz, Germany

Fabian Seifried, Bayerwaldstrasse 49, 81737 München, Germany

ARTICLE VI MEMBERSHIP

6.01 Membership

Living Globes Society shall have no members. The management of the affairs of the corporation shall be vested in a board of directors, as defined in the corporation's bylaws.

ARTICLE VII AMENDMENTS

7.01 Amendments

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

ARTICLE VIII ADDRESSES OF THE CORPORATION

8.01 Corporate Address

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The address of the corporation is:

Living Globes Society
8 The Green, STE B Dover
, DE 19901

The mailing address of the corporation is:

Living Globes Society
8 The Green, STE B Dover
, DE 19901

ARTICLE IX
APPOINTMENT OF REGISTERED AGENT

9.01 Registered Agent

The registered agent of the corporation shall be:

Northwest Registered Agent Service, Inc.
522 W Riverside Ave. Suite N Spokane,
Washington 99201

ARTICLE X
INCORPORATOR

The incorporator of the corporation is as follow:

Stephen Davis
647 Town Mountain Road, Apt. 102
Asheville, NC 28804

By:  _____
33771898B9AD462... Incorporator

NAME: Stephen Davis