

**ARTICLES OF INCORPORATION
OF
WORMHOLE, INC.**

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File #: 0005763931

Date Filed: 6/6/2024 1:37:00 PM

The undersigned, in order to form a nonprofit corporation under the Idaho Nonprofit Corporation Act, Title 30-30-202, hereby executes the following Articles of Incorporation:

ARTICLE 1. NAME

The name of the corporation is Wormhole, Inc. (the “*Corporation*”).

ARTICLE 2. DURATION

The duration of the Corporation shall be perpetual.

ARTICLE 3. PURPOSES

3.1 Purposes

The Corporation is organized exclusively for exempt purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code (the “*Code*”), including, without limitation, to educate, raise awareness, and address pressing climate challenges through the use of digital storytelling and comedy.

3.2 Limitations

3.2.1 Nonprofit Status

The corporation shall not have or issue shares of stock. The corporation is not organized for profit, and no part of its net earnings shall inure to the benefit of any director or officer of the Corporation, or any private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation to its directors or officers for services rendered, and to make payments and distributions in furtherance of the purposes of the Corporation and subject to the limitations of Sections 3.2.2 and 3.2.3 of these Articles of Incorporation.

3.2.2 Distributions; Dissolution

No director or officer of the Corporation, nor any private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation or the winding up of its affairs. Upon such dissolution or winding up, after paying or making adequate provision for the payment of all the liabilities of the Corporation, all the remaining assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Code

Section 501(c)(3), or shall be distributed to the federal government, or to a state or local government, for a public purpose (collectively, "**Exempt Purposes**"). Any such asset not disposed of shall be disposed of by the Ada County District Court, Idaho (the "**Court**"), exclusively for Exempt Purposes or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such Exempt Purposes.

3.2.3 Prohibited Activity

(a) No substantial part of the activities of the Corporation shall be devoted to attempting to influence legislation by propaganda or otherwise, except to the extent that an organization exempt from federal income tax under Section 501(c)(3) of the Code can engage in such activities without incurring any penalties, excise taxes or losing its status as an organization exempt from federal income tax under Section 501(c)(3) of the Code. The Corporation shall not, directly or indirectly, participate in or intervene in (including by the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. The Corporation shall not have objectives or engage in activities that characterize it as an "action" organization within the meaning of the Code.

(b) Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on activities not permitted to be conducted or carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Code or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code.

(c) The Corporation is prohibited from engaging in any excess benefit transaction as defined in Section 4958(c) of the Code.

(d) If the Corporation is a private foundation for federal income tax purposes, the Corporation is prohibited from engaging in any act of self-dealing as defined in Section 4941(d) of the Code, from retaining any excess business holding as defined in Section 4943(c) of the Code that would subject the Corporation to tax under Section 4943 of the Code, from making any investments that would subject the corporation to tax under Section 4944 of the Code, and from making any taxable expenditure as defined in Section 4945(d) of the Code. If Section 4942 of the Code is deemed applicable to the Corporation, it shall make distributions at such time and in such manner that it is not subject to tax under Section 4942 of the Code.

3.3 Powers

In general, and subject to such limitations and conditions as are or may be prescribed by law, by these Articles of Incorporation, or by the Bylaws of the Corporation, the Corporation shall have the authority (a) to engage in any and all such activities as are incidental or conducive to the attainment of the purposes of the Corporation set forth in Section 3.1 of these Articles of Incorporation and (b) to exercise any and all powers authorized or permitted under any laws that are now, or may be, applicable or available to the Corporation after the effective date of these Articles of Incorporation.

ARTICLE 4. REGISTERED AGENT AND REGISTERED OFFICE

The name of the registered agent and address of the registered office for the Corporation are:

Name	Address
Eric Straubhar	910 N 21 st Street, Boise, ID 83702

ARTICLE 5. DIRECTORS

The number of directors comprising the board of directors of the Corporation (the "Board of Directors") shall be not less than three (3) nor more than nine (9), with the then-authorized number of directors fixed from time to time by the Board of Directors. The number of directors comprising the initial Board of Directors shall be three (3). The names and addresses of the initial directors are:

Name	Address
Eric Straubhar	910 N 21 st Street, Boise, ID 83702
Sutton Raphael	46 Clifton Place, Brooklyn, NY 11238
Sienna George	2312 N 9 th Street, Boise, ID 83702

ARTICLE 6. INCORPORATOR

The name and address of the incorporator is:

Name	Address
Eric Straubhar	910 N 21 st Street, Boise, ID 83702

ARTICLE 7. MAILING ADDRESS

The mailing address of the Corporation shall be 910 N 21st Street, Boise, ID 83702.

ARTICLE 8. NO MEMBERS

The corporation shall have no members.

ARTICLE 9. LIMITATION OF DIRECTOR LIABILITY

To the full extent that the Idaho Nonprofit Corporation Act (as it exists on the date of these Articles of Incorporation or as it may hereafter be amended) permits the limitation or elimination of the liability of directors, a director of the Corporation shall not be liable to the Corporation for monetary damages for conduct as a director. Any amendments to or repeal of this Article 6 shall not adversely affect any right or protection of a director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal. If the Idaho Nonprofit Corporation Act is amended in the future to authorize corporate action further eliminating or limiting personal liability of directors, then the liability of a director for the Corporation shall be eliminated or limited to the full extent permitted by the Idaho Nonprofit Corporation Act, as so amended, without any requirement of further action by the Corporation.

ARTICLE 10. INDEMNIFICATION

To the fullest extent permitted by Idaho law, the Corporation is authorized to provide indemnification of its directors, officers and employees.

ARTICLE 11. AMENDMENTS TO ARTICLES OF INCORPORATION

The Corporation reserves the right to amend or repeal any of the provisions contained in these Articles of Incorporation in any manner now or permitted by law after the effective date of these Articles of Incorporation.

Dated: June 6, 2024

DocuSigned by:
Eric Straubhar
By Eric Straubhar
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Eric Straubhar, President