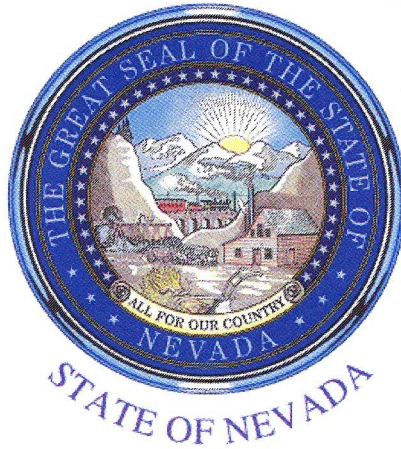


SECRETARY OF STATE



DOMESTIC NONPROFIT CORPORATION (82) CHARTER

I, BARBARA K. CEGAVSKE, the duly qualified and elected Nevada Secretary of State, do hereby certify that **ClimateCite Corp.** did, on 10/21/2019, file in this office the original Articles of Incorporation-Nonprofit that said document is now on file and of record in the office of the Secretary of State of the State of Nevada, and further, that said document contains all the provisions required by the law of the State of Nevada.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on 10/22/2019.

Barbara K. Cegavske

Certificate Number: B20191022307520

You may verify this certificate

online at <http://www.nvsos.gov>

BARBARA K. CEGAVSKE
Secretary of State

BARBARA K. CEGAVSKE
Secretary of State

KIMBERLEY PERONDI
Deputy Secretary for
Commercial Recordings

STATE OF NEVADA



OFFICE OF THE
SECRETARY OF STATE

Commercial Recordings Division
202 N. Carson Street
Carson City, NV 89701
Telephone (775) 684-5708
Fax (775) 684-7138
North Las Vegas City Hall
2250 Las Vegas Blvd North, Suite 400
North Las Vegas, NV 89030
Telephone (702) 486-2880
Fax (702) 486-2888

Certified Copy

11/01/2019 11:10:19 AM

Work Order Number: W2019110101022 - 208218
Reference Number: 20190264629
Through Date: 11/01/2019 11:10:19 AM
Corporate Name: ClimateCite Corp.

The undersigned filing officer hereby certifies that the attached copies are true and exact copies of all requested statements and related subsequent documentation filed with the Secretary of State's Office, Commercial Recordings Division listed on the attached report.

Document Number	Description	Number of Pages
20190233800	Articles of Incorporation-Nonprofit - 10/21/2019	9

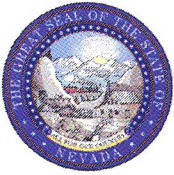


Certified By: Electronically Certified
Certificate Number: B20191104339484
You may verify this certificate
online at <http://www.nvsos.gov>

Respectfully,

Handwritten signature of Barbara K. Cegavske in black ink.

BARBARA K. CEGAVSKE
Nevada Secretary of State



BARBARA K. CEGAVSKE
 Secretary of State
 202 North Carson Street
 Carson City, Nevada 89701-4201
 (775) 684-5708
 Website: www.nvsos.gov
www.nvsilverflume.gov

**Formation -
 Non-profit Corporation**
 Continued, Page 2

6. Benefit Corporation: <small>(For NRS 81.010, optional. see instructions.)</small>	By selecting "Yes" you are indicating that the corporation is organized as a benefit corporation pursuant to NRS Chapter 78B with a purpose of creating a general or specific public benefit. The purpose for which the benefit corporation is created must be disclosed in the below purpose field. Yes <input type="checkbox"/>	
7. Purpose: <small>(Required for NRS 80, NRS 81.010, NRS 81.170-81.270, 81.410, and any entity selecting Benefit Corporation. See instructions.)</small>	The Nonprofit Corporation is being organized exclusively for the scientific based and educational purpose of developing, preparing, producing, promoting and providing materials and related ancillary applications with an emphasis on climate matters, energy resources and conservation of energy as well as purposes in which an organization may engage as an organization qualifying as an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code; AS ATTACHED	
8. Member Property Rights: <small>(NRS 81.010 see instructions)</small>	The property rights and interest of each member are: <input type="checkbox"/> Equal OR <input type="checkbox"/> Unequal	
9. Member Property Rights: <small>(NRS 81.410 see instructions)</small>	The voting power and the property rights and interest of each member are: <input type="checkbox"/> Equal OR <input type="checkbox"/> Unequal	
10. Term: <small>(NRS 81.010, 81.170-81.270, 81.410 may be perpetual)</small>	The term of existence: <input type="text"/> <small>(if existence is not perpetual)</small>	11. Equal Interest Rights: <small>(NRS 81.170-81.270)</small> The interest and right of each member therein is to be equal.
12. Membership Fee: <small>(NRS 81.170-81.270, must be completed)</small>	The membership fee is \$ <input type="text"/> per member. Each member signing the articles has paid the fee and their interests and rights are equal.	
13. Name, Address and Signature of: <small>NRS 80 Name, title and signature making the statement.</small> <small>NRS 81.010 Name, address and signature of three or more of the original members, a majority of whom must be residents of this state.</small> <small>NRS 81.410 and 82 Name, address and signature of the Incorporator(s).</small> <small>NRS 81.170 Must be signed by the original associates or members.</small>	I declare, to the best of my knowledge under penalty of perjury, that the information contained herein is correct and acknowledge that pursuant to NRS 239.330, it is a category C felony to knowingly offer any false or forged instrument for filing in the Office of the Secretary of State. <div style="display: flex; justify-content: space-between;"> <div style="border: 1px solid black; padding: 2px;">DON HARMER</div> <div style="border: 1px solid black; padding: 2px;">United States</div> </div> <div style="display: flex; justify-content: space-between; margin-top: 5px;"> <div style="border: 1px solid black; padding: 2px;">502 NORTH DIVISION STREET</div> <div style="border: 1px solid black; padding: 2px;">CARSON CITY</div> <div style="border: 1px solid black; padding: 2px;">NV</div> <div style="border: 1px solid black; padding: 2px;">89703</div> </div> <div style="display: flex; justify-content: space-between; margin-top: 5px;"> <div style="border: 1px solid black; padding: 2px;">Address</div> <div style="border: 1px solid black; padding: 2px;">City</div> <div style="border: 1px solid black; padding: 2px;">State</div> <div style="border: 1px solid black; padding: 2px;">Zip/Postal Code</div> </div> <div style="margin-top: 10px;"> X DON HARMER (attach additional page if necessary) </div>	

AN INITIAL LIST OF OFFICERS MUST ACCOMPANY THIS FILING

Please include any required or optional information in space below:
(attach additional page(s) if necessary)

STATE OF NEVADA }
: SS.
CARSON CITY }

ON THIS 14TH DAY OF OCTOBER, 2019 PERSONALLY APPEARED BEFORE ME SANDRA F. MENDEZ, A NOTARY PUBLIC, DON HARMER WHO ACKNOWLEDGED THAT HE EXECUTED THE ABOVE INSTRUMENT.

Sandra F. Mendez
NOTARY PUBLIC
MY COMMISSION EXPIRES: 10-19-19



SANDRA F. MENDEZ
NOTARY PUBLIC
STATE OF NEVADA
My Commission Expires: 10-19-19
Certificate No: 99-12514-3

Filed in the Office of <i>Barbara K. Cogen</i>	Business Number E2338012019-5
Secretary of State State Of Nevada	Filing Number 20190233800
	Filed On 10/21/2019 09:07:34 AM
	Number of Pages 9

ARTICLES OF INCORPORATION
OF

CLIMATECITE CORP.
A NEVADA NONPROFIT CORPORATION

KNOW ALL MEN BY THESE PRESENTS:

THE UNDERSIGNED, IN ORDER TO FORM A NONPROFIT CORPORATION FOR THE PURPOSES HEREINAFTER STATED, UNDER AND PURSUANT TO THE PROVISIONS OF THE GENERAL CORPORATION LAW OF THE STATE OF NEVADA, NRS 82:

DOES HEREBY CERTIFY:

ARTICLE I

THE NAME OF THE CORPORATION SHALL BE:

CLIMATECITE CORP.

ARTICLE II

THE ADDRESS OF THE REGISTERED OFFICE OF THE CORPORATION IS 204 WEST SPEAR STREET #3883, CARSON CITY, NEVADA 89703.

THE COMMERCIAL REGISTERED AGENT OF THE CORPORATION IS TO BE CORPORATE SERVICES OF NEVADA, LOCATED AT 502 NORTH DIVISION STREET, CARSON CITY, NEVADA 89703.

ARTICLE III

THE OBJECTS AND PURPOSES OF THIS NONPROFIT CORPORATION AND THE POWERS, WHICH IT MAY EXERCISE, ARE AS FOLLOWS:

1. THE NONPROFIT CORPORATION IS BEING ORGANIZED EXCLUSIVELY FOR THE SCIENTIFIC BASED AND EDUCATIONAL PURPOSE OF DEVELOPING, PREPARING, PRODUCING, PROMOTING AND PROVIDING MATERIALS AND RELATED ANCILLARY APPLICATIONS WITH AN EMPHASIS ON CLIMATE MATTERS, ENERGY RESOURCES AND CONSERVATION OF ENERGY AS WELL AS PURPOSES IN WHICH AN ORGANIZATION MAY ENGAGE AS AN ORGANIZATION QUALIFYING AS AN ORGANIZATION EXEMPT FROM FEDERAL INCOME TAXATION UNDER SECTION 501(C)(3) OF THE

INTERNAL REVENUE CODE AND THE REGULATIONS PROMULGATED THERE UNDER AS SAID CODE AND REGULATIONS NOW EXIST OR AS THEY MAY HEREAFTER BE AMENDED (OR THE CORRESPONDING PROVISION OF ANY SUBSEQUENT FEDERAL TAX LAW, SAID CODE, REGULATIONS AND SUBSEQUENT FEDERAL TAX LAWS, IF ANY, BEING HEREINAFTER REFERRED TO TOGETHER AS THE "CODE"), AND TO PROMOTE AND ADVANCE SUCH PURPOSES BY ANY ACTIVITY IN WHICH A CORPORATION ORGANIZED UNDER THE GENERAL CORPORATION LAW OF THE STATE OF NEVADA MAY ENGAGE, EXCLUSIVELY, EITHER DIRECTLY OR BY CONTRIBUTIONS TO ORGANIZATIONS OR INDIVIDUALS QUALIFYING AS EXEMPT ORGANIZATIONS OR INDIVIDUALS UNDER SECTION 501(C)(3) OF THE CODE, AND TO RECEIVE AND MAINTAIN A FUND OR FUNDS OF REAL OR PERSONAL PROPERTY, OR BOTH, AND TO ADMINISTER AND APPLY THE INCOME AND PRINCIPAL THEREOF, WITHIN THE UNITED STATES OF AMERICA, FOR SUCH PURPOSES.

2. WITHOUT IN ANY WAY LIMITING THE FOREGOING PURPOSES, TO RECEIVE CONTRIBUTIONS AND TO MAKE DISTRIBUTIONS OF CASH AND PROPERTY WHICH QUALIFY AS "QUALIFYING DISTRIBUTIONS," AS DEFINED IN SECTION 4942(G) OF THE CODE OR WHICH QUALIFY AS A "SET-ASIDE" AS DESCRIBED IN SECTION 4942(H) OF THE CODE.

3. TO THE EXTENT PERMITTED BY SECTION 501(C)(3) OF THE CODE, THE NONPROFIT CORPORATION SHALL POSSESS AND EXERCISE ALL THE POWERS AND PRIVILEGES GRANTED BY THE GENERAL CORPORATION LAW OF THE STATE OF NEVADA OR BY ANY OTHER LAW OF THE STATE OF NEVADA TOGETHER WITH ALL POWERS NECESSARY OR CONVENIENT TO THE CONDUCT, PROMOTION OR ATTAINMENT OF THE ACTIVITIES OR PURPOSES OF THE CORPORATION INCLUDING, BUT NOT LIMITED TO THE FOLLOWING POWERS:

(A) TO ACQUIRE BY LEASE, OPTION, PURCHASE, GIFT, GRANT, DEVISE, CONVEYANCE, OR OTHERWISE, AND TO HOLD, ENJOY, POSSESS, RENT, LEASE, MORTGAGE AND SELL REAL PROPERTY OR ANY INTEREST THEREIN, AND TO CONSTRUCT, MAINTAIN AND OPERATE IMPROVEMENTS THEREON;

(B) TO ACQUIRE BY OPTION, PURCHASE, GIFT, GRANT, BEQUEST, TRANSFER OR OTHERWISE AND TO HOLD, ENJOY, POSSESS, USE, RUN, WORK, PLEDGE AS SECURITY, SELL, TRANSFER OR IN ANY MANNER DISPOSE OF PERSONAL PROPERTY OF ANY CLASS OR DESCRIPTION WHATSOEVER;

(C) TO RETAIN ANY PROPERTY, INVESTMENTS OR SECURITIES ORIGINALLY RECEIVED BY THE NONPROFIT CORPORATION OR THEREAFTER ACQUIRED BY IT SO LONG AS THE DIRECTORS OF THE NONPROFIT CORPORATION SHALL CONSIDER THE RETENTION THEREOF DESIRABLE;

(D) TO INVEST ANY AND ALL FUNDS COMING INTO THE HANDS OF THE NONPROFIT CORPORATION ON ANY ACCOUNT WHATSOEVER IN SUCH PROPERTY, INVESTMENTS OR SECURITIES AS THE DIRECTORS OF THE NONPROFIT CORPORATION MAY, IN THE DISCRETION OF THE DIRECTORS, DEEM ADVISABLE, HOWEVER DOUBTFUL OR HAZARDOUS OR LIMITED THE DESCRIPTION OR NATURE OF ANY PROPERTY, INVESTMENTS OR SECURITIES SO RETAINED MAY BE, WHETHER OR NOT THE SAME MAY BE CURRENTLY PRODUCING INCOME AND WHETHER OR NOT THE SAME ARE OR MAY BE SUCH AS ARE AUTHORIZED OR DEEMED PROPER FOR INVESTMENT OF TRUST FUNDS UNDER THE CONSTITUTION OR LAWS OF THE STATE OF NEVADA OR OF THE UNITED STATES;

(E) TO BORROW AND LEND MONEY TO OR FROM ANY PERSON, PERSONS, FIRM, BUSINESS, PARTNERSHIP, OR CORPORATION, WITH OR WITHOUT SECURITY, AND IF WITH SECURITY, WITH SUCH SECURITY AS THE DIRECTORS OF THE NONPROFIT CORPORATION DEEM PROPER OR APPROPRIATE, AND, IN CONNECTION WITH ANY BORROWING OF MONEY BY THE NONPROFIT CORPORATION, TO ISSUE EVIDENCES OF INDEBTEDNESS OF SUCH BORROWING AND TO SECURE THE SAME BY MORTGAGE, PLEDGE OR OTHER LIEN ON THE NONPROFIT CORPORATION'S PROPERTY;

(F) TO CONVERT REAL PROPERTY OWNED BY THE NONPROFIT CORPORATION INTO PERSONAL PROPERTY AND PERSONAL PROPERTY INTO REAL PROPERTY.

(G) TO IMPROVE OR CAUSE OR PERMIT REAL PROPERTY TO BE IMPROVED AND TO ABANDON ANY PROPERTY WHICH THE DIRECTORS OF THE NONPROFIT CORPORATION DEEM TO BE WITHOUT SUBSTANTIAL VALUE;

(H) TO MANAGE AND CONTROL ANY SHARES OF STOCK, CERTIFICATES OF INTEREST, BONDS OR OTHER SECURITIES OF ANY CORPORATION, TRUST OR ASSOCIATION AT ANY TIME ACQUIRED IN ANY WAY BY THIS NONPROFIT CORPORATION AND WITH RESPECT TO THE SAME TO CONCUR IN ANY PLAN, SCHEME OR ARRANGEMENT FOR THE CONSOLIDATION, MERGER, CONVERSION, RE-CAPITALIZATION, REORGANIZATION OR DISSOLUTION, OR THE LEASE OR OTHER DISPOSITION OF THE PROPERTIES OF ANY SUCH CORPORATION, TRUST OR ASSOCIATION THE SECURITIES OF WHICH ARE HELD BY THIS NONPROFIT CORPORATION AND AS OWNER THEREOF TO VOTE ANY SECURITY OF ANY CORPORATION, TRUST OR ASSOCIATION HELD BY THIS CORPORATION AT ANY MEETINGS OF THE HOLDERS OF THE SAME CLASS OF SECURITY OF THE ISSUING ENTITY AND GENERALLY IN ALL RESPECTS TO EXERCISE ALL OF THE RIGHTS OF OWNERSHIP THEREIN;

(I) TO GUARANTEE OR BECOME SURETY FOR THE OBLIGATIONS OF ANY OTHER NONPROFIT CORPORATION OR CORPORATION NOT OF A BUSINESS CHARACTER; AND

(J) TO DO AND PERFORM ALL OTHER ACTS AND THINGS WHICH MAY BE INCIDENTAL TO AND COME LEGITIMATELY WITHIN THE SCOPE OF ANY AND ALL OF THE OBJECTS AND PURPOSES OF THE NONPROFIT CORPORATION OR WHICH MAY BE NECESSARY OR APPROPRIATE FOR THE CARRYING OUT AND ACCOMPLISHMENT OF ANY AND ALL OF THE OBJECTS AND PURPOSES OF THE NONPROFIT CORPORATION, AND TO HAVE AND EXERCISE ALL RIGHTS AND POWERS NOW CONFERRED ON NONPROFIT CORPORATIONS UNDER THE LAWS OF THE STATE OF NEVADA.

ARTICLE IV

THE CORPORATION WILL NOT HAVE MEMBERS.

ARTICLE V

THE AFFAIRS AND BUSINESS OF THE CORPORATION SHALL BE MANAGED AND CONDUCTED BY THE BOARD OF DIRECTORS. THE QUALIFICATIONS, ELECTION, NUMBER, TENURE, POWERS, AND DUTIES OF THE MEMBERS OF THE BOARD OF DIRECTORS SHALL BE AS PROVIDED FOR IN THE BY-LAWS. THE MEMBERS OF THE INITIAL BOARD OF DIRECTORS SHALL HOLD OFFICE UNTIL THE FIRST ANNUAL MEETING OF THE DIRECTORS OR UNTIL THEIR SUCCESSORS SHALL HAVE BEEN ELECTED AND QUALIFIED. THEREAFTER, THE DIRECTORS OF THE NONPROFIT CORPORATION SHALL BE ELECTED IN THE MANNER AND FOR THE TERM SPECIFIED IN THE BYLAWS OF THE NONPROFIT CORPORATION.

THE NAME AND ADDRESS OF THE INITIAL DIRECTORS IS:

CHARLES PAT BOONE
C/O 204 WEST SPEAR STREET #3883
CARSON CITY, NV. 89703

TOMER DAVID TAMARKIN
C/O 204 WEST SPEAR STREET #3883
CARSON CITY, NV. 89703

AVRAHAM YERUCHAM SCHWARTZ
204 WEST SPEAR STREET #3883
CARSON CITY, NV. 89703

ARTICLE VI

NO PART OF THE NET EARNINGS OF THE NONPROFIT CORPORATION SHALL INURE TO THE BENEFIT OF, OR BE DISTRIBUTABLE TO ITS TRUSTEES, OFFICERS, OR OTHER PRIVATE PERSONS, EXCEPT THAT THE NONPROFIT 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 ARTICLE THREE HEREOF.

NO SUBSTANTIAL PART OF THE ACTIVITIES OF THE NONPROFIT CORPORATION SHALL BE THE CARRYING ON OF PROPAGANDA, OR OTHERWISE ATTEMPTING TO INFLUENCE LEGISLATION, AND THE NONPROFIT CORPORATION SHALL NOT PARTICIPATE IN, OR INTERVENE IN (INCLUDING THE PUBLISHING OR DISTRIBUTION OF STATEMENTS) ANY POLITICAL CAMPAIGN ON BEHALF OF OR IN OPPOSITION TO ANY CANDIDATE FOR PUBLIC OFFICE. NOTWITHSTANDING ANY OTHER PROVISION OF THESE ARTICLES, THE NONPROFIT CORPORATION SHALL NOT CARRY ON ANY OTHER ACTIVITIES NOT PERMITTED TO BE CARRIED ON (A) BY A NONPROFIT CORPORATION EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE, OR CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE; OR (B) BY A NONPROFIT CORPORATION, CONTRIBUTIONS TO WHICH ARE DEDUCTIBLE UNDER SECTION 170(C)(2) OF THE INTERNAL REVENUE CODE, OR CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE.

ARTICLE VII

UPON THE DISSOLUTION OF THE NONPROFIT CORPORATION, ASSETS SHALL BE DISTRIBUTED FOR ONE OR MORE EXEMPT PURPOSES WITHIN THE MEANING OF SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE, OR 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. ANY SUCH ASSETS NOT SO DISPOSED OF SHALL BE DISPOSED OF BY THE DISTRICT COURT OF THE COUNTY IN WHICH THE PRINCIPAL OFFICE OF THE NONPROFIT CORPORATION IS THEN LOCATED, EXCLUSIVELY FOR SUCH PURPOSES OR TO SUCH ORGANIZATION OR ORGANIZATIONS, AS SAID COURT SHALL DETERMINE, WHICH ARE ORGANIZED AND OPERATED EXCLUSIVELY FOR SUCH PURPOSES.

ARTICLE VIII

THE NONPROFIT CORPORATION WILL NOT ENGAGE IN ANY ACT OF SELF-DEALING AS DEFINED IN SECTION 4941 OF THE CODE, OR CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE.

ARTICLE IX

THE NONPROFIT CORPORATION WILL DISTRIBUTE ITS INCOME FOR EACH TAX YEAR AT SUCH TIME AND IN SUCH MANNER AS NOT TO BECOME SUBJECT TO THE TAX ON UNDISTRIBUTED INCOME IMPOSED BY SECTION 4942 OF THE CODE, OR CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE.

ARTICLE X

THE NONPROFIT CORPORATION WILL NOT RETAIN ANY EXCESS BUSINESS HOLDINGS AS DEFINED IN SECTION 4943 OF THE CODE, OR CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE.

ARTICLE XI

THE NONPROFIT CORPORATION WILL NOT MAKE ANY INVESTMENTS IN SUCH MANNER AS TO SUBJECT IT TO TAX UNDER SECTION 4944 OF THE CODE, OR CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE.

ARTICLE XII

THE NONPROFIT CORPORATION WILL NOT ENGAGE IN ANY ACT THAT WILL JEOPARDIZE THE NONPROFIT CORPORATION'S STATUS AS A PRIVATE FOUNDATION UNDER THE CODE.

ARTICLE XIII

THE NAME AND ADDRESS OF THE INCORPORATOR IS AS FOLLOWS:

DON HARMER
502 NORTH DIVISION ST.
CARSON CITY, NV. 89703

IN WITNESS WHEREOF, THE UNDERSIGNED, BEING THE INCORPORATOR HEREINABOVE NAMED, DOES HEREBY CERTIFY THAT THE FACTS HEREIN STATED ARE, TO THE BEST OF MY KNOWLEDGE AND BELIEF, TRULY SET FORTH, AND, ACCORDINGLY, I HAVE HEREUNTO SET MY HAND AND SEAL THIS DAY; MONDAY, OCTOBER 14, 2019;


DON HARMER, INCORPORATOR