

AI for Good Foundation

ARTICLES OF INCORPORATION

ARTICLE I: Name

The name of this corporation shall be **AI for Good Foundation**. The business of the corporation may be conducted as **AI for Good** or **AI4Good**.

ARTICLE II: Address

Its registered office in the State of Delaware is located at 16192 Coastal Highway, Lewes, DE 19958, County of Sussex. The registered agent in charge thereof is Harvard Business Services, Inc.

ARTICLE III: Duration

The period of duration of the corporation is perpetual.

ARTICLE IV: Purpose

AI for Good Foundation is a non-profit corporation and shall operate exclusively for scientific and 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. **AI for Good Foundation**'s purpose is three-fold.

First, to motivate the research, government, and private industry communities to work together to extend the benefits of artificial intelligence broadly, throughout society. To achieve this, we will hold conferences, summits, workshops, and other education and networking-focused events. We will provide support (both scientific and administrative) and funding to research, humanitarian and other entities in establishing and pursuing projects towards this end, in addition to starting our own community and research-based initiatives towards this goal. We will encourage AI researchers, without otherwise altering their research or its goals to:

- a) Preferentially pursue applications of AI that are good, in the sense of being widely beneficial to humans, non-human animals, and the earth's ecology, and
- b) To whatever extent is possible, develop AI systems and subsystems that represent or are somehow cognizant of, and deliberately drive towards such good goals.

Second, in organizing public outreach campaigns and open forums to bring different stakeholders together, we aim to bring discussions of maximizing the benefits of AI onto a strong footing with reasoned, logical arguments, and good scientific evidence.

Third, to help the scientific and industry research communities by creating mechanisms and incentives that create a more transparent culture of sharing and reproducibility of scientific results, especially regarding beneficial AI. This will involve developing and funding projects that provide common platforms for dissemination and validation, encourage re-use, and help the community to converge on a vision for the field that is ultimately in the best interests of our broader civilization and its supporting ecology.

To maximize our impact on current efforts, we may seek to collaborate with other non-profit organizations, which fall under the 501(c) (3) section of the internal revenue code and are operated exclusively for scientific and charitable purposes.

At times, we may provide internships or volunteer opportunities, which will provide occasions for involvement in said activities and programs in order to have a greater impact.

ARTICLE V: Non-profit Nature

5.01 Non-profit Nature

AI for Good Foundation is organized exclusively for scientific and charitable 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 **AI for Good Foundation** 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.

AI for Good Foundation 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 charitable and scientific 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.

5.02 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of **AI for Good Foundation** 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.

5.03 Dissolution

Upon termination or dissolution of the **AI for Good Foundation**, 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 **AI for Good Foundation** hereunder shall be selected at the discretion of a majority of the managing body of the **AI for Good Foundation** and if they 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 **AI for Good Foundation** 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.

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.

5.04 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 purposes set forth in Article III, Section 3.01.

5.05 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.

5.06 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.

ARTICLE VI: Board of Directors

AI for Good Foundation shall be governed by its board of directors.

The initial directors of the corporation shall be:

- James A. Hodson of 558 Washington Street, Brighton, MA, 02135;
- Gary Marcus of 137 Varick Street, New York, NY 10013
- Stefano Pacifico of 200 E 71st St New York NY 10021; and
- Michael Witbrock of 3911 Walnut Clay Drive, Austin, TX, 78731.

ARTICLE VII: Membership

AI for Good Foundation may have members, but not shareholders. Membership is pursuant to the bylaws of the corporation.

ARTICLE VIII: Amendments

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

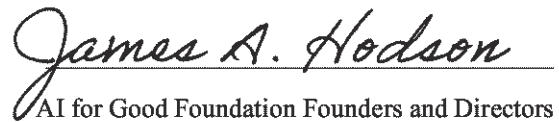
ARTICLE IX: Registered Agent

The name and address of the registered agent of the corporation is Harvard Business Services Inc., 16192 Coastal Highway, Lewes, Delaware, 19958.

CERTIFICATE OF ADOPTION OF ARTICLES OF INCORPORATION

I, the undersigned, for the purpose of forming a corporation under the laws of the State of Delaware do make and file this certificate, and do certify that the facts herein stated are true; and have accordingly signed below, this 5th day of February, 2016.

Signed and Attested to by:


AI for Good Foundation Founders and Directors

By: *James A. Hodson*, Director, co-Founder