

# Delaware

PAGE 1

*The First State*

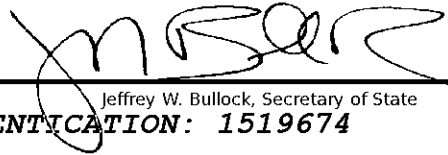
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "STELLAR DEVELOPMENT FOUNDATION", FILED IN THIS OFFICE ON THE SECOND DAY OF JULY, A.D. 2014, AT 1:42 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.

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Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 1519674

DATE: 07-09-14

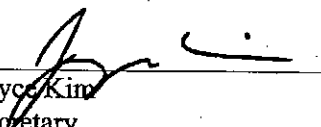
**AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION**  
*of*  
**STELLAR DEVELOPMENT FOUNDATION**  
**A NON-STOCK CORPORATION**

Pursuant to Sections 241 and 245 of the General Corporation Law of the State of Delaware, Stellar Development Foundation, a non-stock corporation organized and existing under the laws of the State of Delaware, and originally incorporated under the same name on April 1, 2014, does hereby certify:

**FIRST:** That the Certificate of Incorporation of this corporation is hereby Amended and Restated as set forth in the attached Amended and Restated Certificate of Incorporation.

**SECOND:** That the attached Amended and Restated Certificate of Incorporation was duly adopted by the members of the governing body of this corporation in accordance with the provisions of Section 241 of the General Corporation Law of the State of Delaware.

**IN WITNESS WHEREOF**, Stellar Development Foundation has caused this Certificate to be executed by Joyce Kim, its authorized officer, this 30 day of June, 2014.

By:   
Name: Joyce Kim  
Title: Secretary

**AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION**  
*of*  
**STELLAR DEVELOPMENT FOUNDATION  
A NONPROFIT NONSTOCK CORPORATION**

**First:** The name of this corporation is **Stellar Development Foundation**.

**Second:** Its registered office in the State of Delaware is to be located at 3500 South DuPont Highway, City of Dover, Country of Kent, Delaware 19901. The name of this corporation's registered agent at such address is Incorporating Services, Ltd.

**Third:** This corporation is a nonprofit nonstock corporation organized under the General Corporation Law of the State of Delaware (hereinafter referred to as the "Law") and is not authorized to issue any capital stock. The specific and primary purpose of this corporation is to engage in charitable and educational activities within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law (the "Code").

**Fourth:** This corporation is organized and operated exclusively for exempt purposes within the meaning of Section 501(c)(3) of the Code. Notwithstanding any other provision of this certificate, this corporation shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (2) by a corporation, contributions to which are deductible under IRC Sections 170(c)(2), 2055(a)(2), 2106(a)(2)(A)(ii), 2522(a)(2), or 2522(b)(2) of the Code. Except as permitted by law, no substantial part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall this corporation participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

**Fifth:** The property of this corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member of this corporation, or any other private person. Upon the winding up and dissolution of this corporation and after paying or adequately providing for the debts and obligations of this corporation, the remaining assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code. Any such assets not so disposed of shall be disposed of, by the Court of Common Pleas of the county in which the principal office of this 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.

**Sixth:** This corporation shall have one or more members, and the conditions of membership shall be stated in the Bylaws.

**Seventh:** The personal liability of the directors and any persons performing the duties of directors of this corporation is hereby eliminated or limited to the fullest extent permitted by Section 102(b)(7) of the Law as the same may be hereafter amended and supplemented.

**Eighth:** Any amendment to this Certificate must be approved by a vote of three-fourths of the directors then in office of this corporation. In addition, any amendment to this Certificate requires approval by a vote of three-fourths of the members of this corporation in accordance with Section 242(b)(3) of the Law.

**Ninth:** The members of this corporation may adopt, amend or repeal the Bylaws of this Corporation. The amendment or repeal of the Bylaws shall require the vote of three-fourths of the members of this corporation.

**Tenth:** The members of this Corporation, by a unanimous vote, may remove a director with or without cause. Without infringing on the rights of members to remove directors under Section 141(k) of the Law, a vote of three-fourths of the directors then in office may also remove any director at any time, with or without cause, without the need for member action.