

Delaware

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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 CERTIFICATE OF INCORPORATION OF "WOMEN IN DERIVATIVES, INC.", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF JULY, A.D. 2014, AT 6:13 O'CLOCK P.M.

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



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You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1574146

DATE: 07-29-14

CERTIFICATE OF INCORPORATION
OF

A NON-STOCK NON-PROFIT CORPORATION

FIRST: The name of the corporation is WOMEN IN DERIVATIVES, INC. (the "Corporation").

SECOND: The address of the initial registered office of the Corporation in the State of Delaware is 615 South DuPont Highway, in the City of Dover, County of Kent, 19901, and the name of the initial registered agent therein and in charge thereof, upon whom process against the Corporation may be served is National Corporate Research, Ltd.

THIRD: The nature of the business or purposes to be conducted or promoted is:

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware. This Corporation shall be a nonprofit corporation.

Said Corporation is organized and operated exclusively for educational, charitable, and/or religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or of any corresponding provision of any future federal tax law.

The Corporation is not formed for and will not be conducted nor operated for pecuniary profit or financial gain, and no part of its assets, income or profit will be distributed to or inure to the benefit of any private individual or individuals, provided that nothing herein shall prevent the Corporation from paying reasonable compensation to any person for services rendered to or for the Corporation in furtherance of one or more of its purposes.

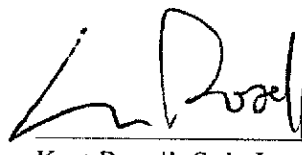
No substantial part of the activities of the Corporation shall be devoted to the carrying on of propaganda or otherwise attempting to influence legislation, except to the extent permitted by the Code whether pursuant to an election under Section 501(h) thereof or otherwise, and no part of the activities of the Corporation shall be devoted to participating or intervening in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

In the event of dissolution, all of the remaining assets and property of the Corporation shall, after payment of all necessary expenses thereof, be distributed to organizations that qualify for exemption from Federal income taxation under Section 501(c)(3) of the Code, or corresponding provisions of any subsequent Federal tax laws, or to the United States government or State or local governments for a public purpose.

FOURTH: The Corporation shall not have any capital stock and the conditions of membership shall be as stated in the by-laws.

FIFTH: The name and mailing address of the sole incorporator is: Kurt Rosell, Schulte Roth & Zabel LLP, 919 Third Avenue, New York, NY 10022.

I, being the sole incorporator hereinbefore named, hereby sign this certificate for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware this 28th day of July, 2014.


Kurt Rosell, Sole Incorporator