State of Delaware
Secretary of State
Division of Corporations
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CERTIFICATE OF INCORPORATION

OF

GLOBAL URBAN HISTORY PROJECT, INC.

Under the Delaware General Corporation Law

FIRST: The name of the corporation is Global Urban History Project, Inc.

SECOND: The corporation is a non-profit corporation and shall not have any capital stock. The conditions of membership shall be stated in the by-laws of the corporation.

THIRD: The corporation is formed exclusively for lawful charitable purposes, and in furtherance thereof: to increase public knowledge and awareness of the subject of global urban history; to foster and promote scholarly discussion of global urban history; to support the development of the capabilities of individuals engaged in the study of global urban history and thereby to improve their academic abilities; and, through the foregoing purposes, to promote social welfare. Without limiting the powers of the corporation under applicable law, the corporation may carry out its purposes by the conduct of scholarly meetings, panels, and conferences open to the public and on-line discussion and dissemination of information about global urban history,.

FOURTH: (A) Notwithstanding any other provision of this certificate, the corporation is organized exclusively for charitable purposes as specified in Section 501(c)(3), or any successor section, of the Internal Revenue Code of 1986, or any successor statute (the "Code"), and shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3), or any successor section, of the Code, or by a corporation, contributions to which are deductible under Section 170(c)(2), or any successor section, of the Code.

(B) No part of the net earnings of the corporation shall inure to the benefit of any member, director or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no member, director or officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

(C) No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h), or any successor section, of the Code), and the corporation shall not 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: Upon dissolution of the corporation, whether voluntary or involuntary, after payment of all debts and liabilities of the corporation of whatsoever kind or nature, its remaining funds and other property and rights shall be distributed, granted, conveyed and assigned for one

or more exempt purposes within the meaning of Section 501(c)(3), or any successor section, of the Code.

SIXTH: The name and address of the incorporator of the corporation is Carl Nightingale, 378 Crescent Ave, Buffalo NY 14214.

SEVENTH: The address of the corporation's registered office in the State of Delaware is 1201 Orange Street, Suite 600, Wilmington, County of New Castle, Delaware 19801. The name of its registered agent at such address is Agents and Corporations, Inc.

EIGHTH: No director shall be liable to the corporation for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) under Section 174 of the General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit.

Dated: April 14, 2017

Carl Nightingale, Incorporator