

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 "WORLD ADMINISTRATORS ALLIANCE INC.", FILED IN THIS OFFICE ON THE SEVENTH DAY OF APRIL, A.D. 2020, AT 2:31 O`CLOCK P.M.

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




Jeffrey W. Bullock, Secretary of State

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Date: 04-07-20

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

**CERTIFICATE OF INCORPORATION
OF
WORLD ADMINISTRATORS ALLIANCE INC.
A Delaware Nonprofit Nonstock Corporation**

The undersigned incorporator hereby certifies as follows:

**ARTICLE I
NAME OF CORPORATION**

The name of this corporation is World Administrators Alliance Inc., also known as the WA-Alliance (“Alliance”).

**ARTICLE II
INCORPORATOR**

The name and mailing address of the incorporator are as follows:

Dianna Wood
1200 Main Street
Suite 3800
Kansas City, MO 64105

**ARTICLE III
REGISTERED AGENT**

The address of the Alliance’s registered office in the State of Delaware and the name of its registered agent at that address are:

Corporation Service Company
251 Little Falls Drive
Wilmington, DE 19808
New Castle County

**ARTICLE IV
PURPOSES, POWERS, AND LIMITATIONS**

Section 1. Purposes. The Alliance is organized exclusively for exempt purposes as a business league within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or any corresponding section of any future federal tax code (“Code”). The specific purpose for which the Alliance is organized is to elevate the administrative profession globally through, among other things, international standardization of role levels, tasks and qualification expectations; global alliances, partnerships and linkages; programs and publications; development templates; and research papers.

Section 2. Powers. To enable the Alliance to carry out its purposes, the Alliance will have the power to do any and all lawful acts and to engage in any and all lawful activities, directly or

indirectly, alone or in conjunction with others which may be necessary, proper or suitable for the attainment of any of the purposes for which the Alliance is organized and which are permitted to be carried on by an organization exempt from federal income tax under Code Section 501(c)(6) and an organization incorporated under the Delaware General Alliance Law, as now in effect or as it may hereafter be amended (“DGCL”).

Section 3. Limitations. The Alliance will not engage in activities that are not in furtherance of the Alliance’s purposes, as described in this Article. No part of the net earnings of the Alliance will inure to the benefit of or be distributable to any private person. The Alliance will not participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office to an extent that would disqualify it from tax exemption under Section 501(c)(6) of the Code. The Alliance is prohibited from making loans to (excluding advances made for legal defense made pursuant to the Bylaws of the Alliance,) or guaranty obligations of, the members of the WA-Alliance Council (as defined below) or officers under any circumstance.

ARTICLE V NONSTOCK CORPORATION

The Alliance does not have authority to issue capital stock.

ARTICLE VI MEMBERSHIP

The Alliance will have members. The conditions of membership, or other criteria for identifying members, will be stated in the Bylaws of the Alliance.

ARTICLE VII BOARD OF DIRECTORS

Section 1. WA-Alliance Council. Except as may be otherwise provided under the DGCL or this Certificate of Incorporation, the business and affairs of the Alliance will be managed by or under the direction of the board of directors (“WA-Alliance Council”), which will have and may exercise all the powers of the Corporation, including, without limitation, the power to adopt, implement and, upon recommendation of the members of the Alliance or otherwise, amend binding rules, guidelines and procedures for the management of the day-to-day operations of the Alliance.

Section 2. Removal. One or more members of the WA-Alliance Council may be removed, with or without cause, at any time, by the WA-Alliance Council in accordance with the Bylaws of the Alliance.

ARTICLE VIII LIMITATION OF LIABILITY

A member of the WA-Alliance Council will not be personally liable to the Alliance for monetary damages for breach of fiduciary duty as a member of the WA-Alliance Council, except for liability (a) for any breach of the duty of loyalty to the Alliance of the member of the WA-Alliance Council, (b) for acts or omissions not in good faith or which involve intentional

misconduct or a knowing violation of law, (c) under the provisions of Section 174 of the DGCL and amendments thereto, or (d) for any transaction from which the member of the WA-Alliance Council derived an improper personal benefit. If the DGCL is amended to authorize corporate action further eliminating or limiting the personal liability of members of the WA-Alliance Council, then the liability of a member of the WA-Alliance Council will be eliminated or limited to the fullest extent permitted by the DGCL, as so amended. No amendment, repeal or adoption of any provision of this Certificate of Incorporation inconsistent with this article will apply or have any effect on the liability of any member of the WA-Alliance Council for or with respect to any act or omission of that member of the WA-Alliance Council occurring prior to that amendment, repeal or adoption of any inconsistent provision.

ARTICLE IX AMENDMENT

Section 1. Certificate of Incorporation. This Certificate of Incorporation may be amended in accordance with the DGCL.

Section 2. Bylaws. The Board, acting by the affirmative vote of a majority of all members of the WA-Alliance Council then in office, will have the power to make, and from time to time alter, amend, or repeal the Bylaws of the Alliance; provided, however, that (a) the members of the Alliance will have the paramount power to alter, amend and repeal the Bylaws or adopt new Bylaws, and (b) if and to the extent the members exercise such power, the Board will not thereafter suspend, alter, amend or repeal the Bylaws, or portions thereof, adopted by the members, unless, in adopting such Bylaws, or portions thereof, the members otherwise provide.

ARTICLE X DISSOLUTION

Upon the dissolution of the Alliance, the Board will, after paying or making provisions for the payment of all of the liabilities of the Alliance, distribute all of the assets of the Alliance to the regional subsidiary entities of the Alliance in proportion to the amount of dues paid by a given region during the most recent twelve (12) month period as compared to total dues paid by all the regions during that period, as determined by the Board and provided that the Board determines that such distribution furthers an exempt purpose within the meaning of Section 501(c)(6) of the Code. Any of those assets not so disposed of will be disposed of by the District Court of the county in which the principal office of the Alliance is then located, exclusively for such purposes, or to such organization or organizations as that court will determine, which are organized and operated exclusively for such purposes.

WORLD ADMINISTRATORS ALLIANCE INC.
a Delaware nonprofit nonstock corporation

By: /s/ Dianna Wood
Dianna Wood, Incorporator

Date: April 7, 2020