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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: The SPHERE Institute

Name of Corporation – must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Not for Profit Corporation for Authorization to Conduct its Affairs in Florida", "Certificate of Existence", or "Certificate of Status" and check are submitted to register the above referenced not for profit corporation to conduct its affairs in Florida.

Please return all correspondence concerning this matter to the following:

Greg Boro

Name of Person

The SPHERE Institute

Firm/Company

500 Airport Blvd., STE 340

Address

Burlingame, CA, 94010

City/State and Zip Code

payroll@acumenllc.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Greg Boro

Name of Person

at (650) 558-3980
Area Code Daytime Telephone Number

Mailing Address:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Registration Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Enclosed is a check for the following amount:

Please make check payable to: **FLORIDA DEPARTMENT OF STATE**

☒ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & ☐ \$78.75 Filing Fee & ☐ \$87.50 Filing Fee,

**APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO
CONDUCT ITS AFFAIRS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN
THE STATE OF FLORIDA:*

1. The SPHERE Institute Corporation

(Name of corporation; must include the word "INCORPORATED" or "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. California 3. 92-1748201
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 10/11/1996 5. Perpetual
(Date of Incorporation) (Date of duration, if other than perpetual)

6. 01/01/2024
(Date first conducted affairs in Florida if prior to registration. See sections 617.1501 & 617.1502, F.S. to determine penalty liability.)

7. 500 Airport Blvd., STE 340, Burlingame, CA. 94010
(Principal office street address)

(Current mailing address, if different)

8. Provide Technical Consulting Services to government agencies
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box **NOT** acceptable)

Name: Registered Agents Inc

Office Address: 7901 4th St. N, STE 300

St. Petersburg, Florida 33702
(City) (Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

David Roberts

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to

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12. For initial indexing purposes, list names, titles and addresses of the primary officers and/or directors [up to six (6) total]:

A. DIRECTORS

☐ Chairman Name: Thomas E MaCurdy
☐ Vice Chairman Address: 895 Lathrop Dr.
☐ Director Stanford, CA, 94305
☒ President _____
☐ Vice President _____
☐ Secretary ☐ Treasurer
☐ Other: _____ ☐ Other: _____

☐ Chairman Name: Jonathan Gibbs
☐ Vice Chairman Address: 200 Allen Drive
☒ Director San Bruno, CA, 94066
☐ President _____
☐ Vice President _____
☐ Secretary ☐ Treasurer
☐ Other: _____ ☐ Other: _____

☐ Chairman Name: Greg Boro
☐ Vice Chairman Address: 2020 Mezes Ave.
☐ Director Belmont, CA, 94002
☐ President _____
☐ Vice President _____
☐ Secretary ☒ Treasurer
☐ Other: _____ ☐ Other: _____

☐ Chairman Name: Janifer Stackhouse
☒ Vice Chairman Address: 1050 Lincoln
☐ Director Palo Alto, CA, 94301
☐ President _____
☐ Vice President _____
☐ Secretary ☐ Treasurer
☐ Other: _____ ☐ Other: _____

☐ Chairman Name: Semion Lyandres
☒ Vice Chairman Address: 327 S. Frances St., Unit 7
☐ Director South Bend, IN, 46617
☐ President _____
☐ Vice President _____
☐ Secretary ☐ Treasurer
☐ Other: _____ ☐ Other: _____

☐ Chairman Name: Cara Bowman
☐ Vice Chairman Address: 1004 Stern Lane
☐ Director San Mateo, CA, 94404
☐ President _____
☐ Vice President _____
☒ Secretary ☐ Treasurer
☐ Other: _____ ☐ Other: _____

NOTE: Important Notice: Use an attachment to report more than six (6). The attachment will be imaged for reporting purposes only. Non-indexed individuals may be added to the index when filing your Florida Department of State Annual Report form.

13. _____
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Greg Boro, DIRECTOR OF BUSINESS OPERATIONS / TREASURER
(Typed or printed name and capacity of person signing application)



Secretary of State Certificate of Status

I, SHIRLEY N. WEBER, PH.D., California Secretary of State, hereby certify:

Entity Name: THE SPHERE INSTITUTE
Entity No.: 1991319
Registration Date: 10/11/1996
Entity Type: Nonprofit Corporation - CA - Public Benefit
Formed In: CALIFORNIA
Status: Active

The above referenced entity is active on the Secretary of State's records and is authorized to exercise all its powers, rights and privileges in California.

This certificate relates to the status of the entity on the Secretary of State's records as of the date of this certificate and does not reflect documents that are pending review or other events that may impact status.

No information is available from this office regarding the financial condition, status of licenses, if any, business activities or practices of the entity.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of February 02, 2024.

A handwritten signature in black ink, appearing to read "Shirley N. Weber".

SHIRLEY N. WEBER, PH.D.
Secretary of State

Certificate No.: 179017425

To verify the issuance of this Certificate, visit the Certificate Number Search page at <https://www.sos.ca.gov/certificate-status>

1991319

ENDORSED
FILED

In the office of the Secretary of State
of the State of California

OCT 11 1996

ARTICLES OF INCORPORATION OF
THE SPHERE INSTITUTE

A California Nonprofit Public Benefit Corporation

Bill Jones
BILL JONES, Secretary of State

One: The name of the corporation is THE SPHERE INSTITUTE.

Two: (a) This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.

(b) This corporation is organized exclusively for charitable and educational purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation and the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law.

(c) The specific purpose for which this corporation is formed is to carry on public interest scientific research to assist in guiding public policy and to assist public agencies in establishing and implementing public policy.

Three: The name and address of the corporation's initial agent for service of process is:

Thomas E. MaCurdy
895 Lathrop Drive
Stanford, CA 94305


Four: (a) No substantial part of the activities of this corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, except as provided in section 501(h) of the Internal Revenue Code of 1986, and this corporation shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office.

(b) All corporate property is irrevocably dedicated to the purposes set forth in Article Two, above. No part of the net earnings of this corporation shall inure to the benefit of any of its directors, trustees, officers, private shareholders or members, or to individuals.

(c) On the winding up and dissolution of this corporation, after paying or adequately providing for the debts, obligations, and liabilities of the corporation, the remaining assets of this corporation shall be distributed to such organization (or organizations) organized and operated

exclusively for charitable or educational purposes, and which has established its tax-exempt status under section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law) and which is an organization described in California Revenue & Taxation Code Section 214(6).

Dated: October 9, 1996



Brian T. Regan, Incorporator

State of California

1991319

SECRETARY OF STATE

CORPORATION DIVISION

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the corporate record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this

DEC 11 1996.



Bill Jones

Secretary of State

INTERNAL REVENUE SERVICE
P. O. BOX 2508
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date: **APR 27 2001**

SPHERE INSTITUTE
1415 ROLLINS RD STE 204
BURLINGAME, CA 94010

Employer Identification Number:
91-1748201
DLN:
17053090730011
Contact Person:
DAVID M EVANS ID# 31393
Contact Telephone Number:
(877) 829-5500
Our Letter Dated:
July 1997
Addendum Applies:
No

Dear Applicant:

This modifies our letter of the above date in which we stated that you would be treated as an organization that is not a private foundation until the expiration of your advance ruling period.

Your exempt status under section 501(a) of the Internal Revenue Code as an organization described in section 501(c)(3) is still in effect. Based on the information you submitted, we have determined that you are not a private foundation within the meaning of section 509(a) of the Code because you are an organization of the type described in section 509(a)(1) and 170(b)(1)(A)(vi).

Grantors and contributors may rely on this determination unless the Internal Revenue Service publishes notice to the contrary. However, if you lose your section 509(a)(1) status, a grantor or contributor may not rely on this determination if he or she was in part responsible for, or was aware of, the act or failure to act, or the substantial or material change on the part of the organization that resulted in your loss of such status, or if he or she acquired knowledge that the Internal Revenue Service had given notice that you would no longer be classified as a section 509(a)(1) organization.

You are required to make your annual information return, Form 990 or Form 990-EZ, available for public inspection for three years after the later of the due date of the return or the date the return is filed. You are also required to make available for public inspection your exemption application, any supporting documents, and your exemption letter. Copies of these documents are also required to be provided to any individual upon written or in person request without charge other than reasonable fees for copying and postage. You may fulfill this requirement by placing these documents on the Internet. Penalties may be imposed for failure to comply with these requirements. Additional information is available in Publication 557, Tax-Exempt Status for Your Organization, or you may call our toll free number shown above.

If we have indicated in the heading of this letter that an addendum applies, the addendum enclosed is an integral part of this letter.

Letter 1050 (DO/CG)

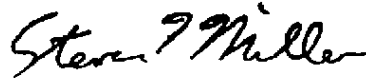
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SPHERE INSTITUTE

Because this letter could help resolve any questions about your private foundation status, please keep it in your permanent records.

If you have any questions, please contact the person whose name and telephone number are shown above.

Sincerely yours,

A handwritten signature in cursive script that reads "Steven T. Miller".

Steven T. Miller
Director, Exempt Organizations