

**CERTIFICATE OF INCORPORATION OF
Red Gopher Cooperative Corp.
A NON-STOCK, NON-PROFIT ORGANIZATION**

FIRST: The name of the Corporation is Red Gopher Cooperative Corp.

SECOND: Its registered office is to be located at 1013 Centre Rd. Suite 403-A, Wilmington, DE 19805, County of New Castle. The registered agent thereof is American Incorporators Ltd. whose address is the same as above.

THIRD:

The Corporation is a nonprofit organization organized and operated exclusively for one or more religious, charitable, scientific, testing for public safety, literary, or educational purposes, or to foster national or international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment), or for the prevention of cruelty to children or animals, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 as amended, or the corresponding provisions of any subsequent federal tax law.

Notwithstanding any provision of this Certificate or any provisions of applicable state law to the contrary, the Corporation shall not have the power to carry on any activities which would cause it to fail to qualify, or to continue to qualify, as (a) an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or the corresponding provisions of any subsequent United States Internal Revenue law, or (b) any organization, contributions to which are deductible under Sections 170, 2055 and 2522 of the same Internal Revenue Code as amended. The Corporation shall be authorized to solicit, receive and administer funds for the above purposes but the Corporation shall not be authorized to accept gifts or contributions for other than the purposes herein before stated. The funds of the Corporation shall not be restricted in use to people of any race, color, sex, national origin, religion, marital status, disability, sexual orientation, veteran status or creed and such funds shall be administered on a nondiscriminatory basis.

The Corporation shall have the authority to exercise all of the powers conferred upon corporations organized not for profit and without authority to issue capital stock under the provisions of the General Corporation Law of the State of Delaware, provided, that the exercise of any such powers shall be in furtherance of any one or more of the aforesaid exempt purposes of the Corporation, and within such limitations shall include as its purposes, but not be limited to, the general promotion of the health of and a safer environment for the citizens of the United States of America.

FOURTH:

The Corporation shall be a membership corporation and shall have no authority to issue capital stock. The Members of the Corporation shall be the Directors thereof and shall act as the Members and Directors of the Corporation until the election of their successors as provided in the Bylaws of the Corporation.

FIFTH:

No part of the earnings of the Corporation shall ever inure to the benefit of or be distributable to any Member or individual having a personal or private interest in the activities of the Corporation, and no substantial part of the activities of the Corporation shall ever be the carrying on of propaganda, or

otherwise attending to influence legislation. The Corporation shall not participate in or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office. No Officer, Director, Member or employee of the Corporation shall receive or be lawfully entitled to receive any pecuniary profit from the operations and activities of the Corporation except reimbursement for out of pocket expenditures and reasonable compensation for services actually rendered to and on behalf of the Corporation.

SIXTH:

The affairs and business of the Corporation shall be managed and conducted by the Board of Directors. The qualifications, election, number, tenure, powers, and duties of the members of the Board of Directors shall be as provided in the Bylaws.

SEVENTH:

If, at any time or times, the Corporation shall be classified as a private foundation under United States Internal Revenue laws, then at such time or times the Corporation shall be subject to the following restrictions:

- (1) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, as amended, or corresponding provisions of any subsequent federal tax laws.
- (2) The Corporation shall distribute its income for each taxable year at such time and in such manner so as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, as amended, or corresponding provisions of any subsequent federal tax laws.
- (3) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, as amended, or corresponding provisions of any subsequent federal tax laws.
- (4) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, as amended, or corresponding provisions of any subsequent federal tax laws.
- (5) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, as amended, or corresponding provisions of any subsequent federal tax laws.

EIGHTH:

No Member of the Corporation, member of the Board of Directors or Officer shall be personally liable for the payment of the debts of the Corporation except as such Member, Director, or Officer may be liable by reason of his own conduct or acts.

NINTH:

In furtherance and not in limitation of the powers conferred upon the Board of Directors by law, the Board of Directors shall have the power to make, adopt, or repeal, from time to time, the By-laws of the Corporation.

TENTH:

In the event of the liquidation, dissolution, or winding up of the affairs of the Corporation, whether voluntary, involuntary, or by operation of law, the Board of Directors of the Corporation shall, except as may be otherwise provided by law, transfer all of the assets of the Corporation in such manner as the Directors, in the exercise of their discretion, may be a majority vote determine; provided, however, that

any such distribution of assets shall be calculated to carry out the objects and purposes hereinbefore stated in Article THIRD hereof, and only such objects and purposes; and, provided further, that such distributions must be to one or more organizations (a) which are exempt from tax as organizations described in Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or the corresponding provision of any subsequent United States Internal Revenue laws, and (b) contributions to which are deductible under the provisions of Sections 170, 2055, and 2522 of the Internal Revenue Code of 1954, as amended, or the corresponding provisions of any subsequent United State Internal Revenue laws.

ELEVENTH:

The Corporation reserves the right to amend, alter, or repeal any provisions contained in this Certificate of Incorporation in a manner now or hereafter prescribed by applicable statutes, and all rights conferred herein are granted subject to this reservation; provided, however, that no amendment shall authorize the Board of Directors or the Members of the Corporation to conduct the affairs of the Corporation in any manner or for any purpose contrary to the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or the corresponding provision of any subsequent United States Internal Revenue laws.

TWELFTH:

The power of the incorporator will terminate upon filing of the Certificate of Incorporation. The name and address of the incorporator is as follows:

Curtis Sweltz
1013 Centre Rd. Suite 403-A
Wilmington, DE 19805

FOURTEENTH:

The duration of the Corporation is to be perpetual.

I, THE UNDERSIGNED, for the purpose of forming a Corporation under the laws of the State of Delaware, do make, file and record this certificate, and do certify that the facts stated herein are true, and I have accordingly set my hand as of September 23, 2016



Curtis Sweltz
INCORPORATOR

Statement of Incorporator
IN LIEU OF ORGANIZATION MEETING OF
RED GOPHER COOPERATIVE CORP.

THE UNDERSIGNED, being the Incorporator of Red Gopher Cooperative Corp. a corporation of the State of Delaware, does hereby adopt the following resolutions and takes the following action by written consent in lieu of a meeting:

RESOLVED, that a copy of the Certificate of Incorporation of Red Gopher Cooperative Corp., as filed in the Office of the Secretary of State of Delaware on the September 23, 2016, be, and the same hereby is, ordered filed in the minute book of this corporation; and

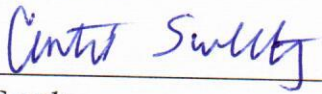
RESOLVED, that the number of initial directors forming this corporation shall be One (1); and

RESOLVED, that from this day hence, the undersigned has fulfilled the duties of Incorporator and relinquishes all further duties to the initial Directors of Red Gopher Cooperative Corp.; and

RESOLVED, that the following named person(s) shall constitute the initial director(s) of Red Gopher Cooperative Corp.:

Troy Helming

Signed and executed by the Incorporator on September 23, 2016.



Curtis Sweltz
Incorporator

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
RED GOPHER COOPERATIVE CORP.

The undersigned, President of Red Gopher Cooperative Corp., a non-stock, non-profit organization organized and existing under the laws of the State of Delaware, pursuant to the General Corporation Law of the State of Delaware (hereinafter "the Corporation"), does hereby certify as follows:

- (1) That the Certificate of Incorporation of Red Gopher Cooperative Corp. was filed with the Secretary of State of the State of Delaware September 23, 2016; and
- (2) That the Corporation hereby amends and fully restates the Certificate of Incorporation, pursuant to a resolution of the Board of Directors of the corporation

Now therefore, the undersigned, pursuant to Sections 242 and 245 of the General Corporation Law of the State of Delaware, does hereby restate and amend the Certificate of Incorporation as follows:

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
RED GOPHER COOPERATIVE PBC
A PUBLIC BENEFIT CORPORATION

FIRST: The name of the corporation is Red Gopher Cooperative PBC (hereinafter "the Corporation")

SECOND: The registered office of this corporation in the State of Delaware is 1013 Centre Road, Suite 403-A, Wilmington, New Castle County, Delaware 19805 and its registered agent at that address is American Incorporators Ltd.

THIRD: The purpose of the corporation is to develop and build a subterranean clean energy superhighway system to connect low cost, fixed price wind and solar power plants to cities and industrial centers. The Corporation shall then develop and build a network of vacuum tunnels underground to support Hyperloop and other forms of low cost, super-high-speed transportation solutions designed for the 21st century.

FOURTH: The amount of the authorized capital stock of this corporation is One Million (1000000) shares with a par value of 0.0001 and are to be of one class.

FIFTH: The name and address of the incorporator are: Curtis Sweltz, 1013 Centre Road, Suite 403-A, Wilmington, New Castle County, Delaware 19805

SIXTH: Each person who serves as a director of the corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the General Corporation Law of the State of Delaware as the same exists or may hereafter be amended. Any amendment, modification or repeal of the foregoing sentence by the stockholders of the corporation shall not adversely affect any right or protection of a director of the corporation in respect of any act or omission occurring prior to the time of such amendment, modification or repeal.

IN WITNESS WHEREOF, the undersigned, the President of the above referenced corporation, for the purpose of amending and restating the Certificate of Incorporation pursuant to Sections 242 and 245 of the General Corporation Law of the State of Delaware, do make this certificate, and accordingly have hereunto executed this Certificate this 22nd day of March, 2018.


Signature
Troy Helming, President

**Certificate of Amendment
of
Certificate of Incorporation**

Red Gopher Cooperative PBC, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of Red Gopher Cooperative PBC, the following resolutions were duly adopted setting forth proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and consent of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "FOURTH" so that, as amended, said Article shall be and read as follows: The amount of total authorized capital stock of the corporation is One Thousand Five Hundred (1500) common shares with a par value of \$0.000000.

SECOND: That said amendments were duly adopted in accordance with the provisions of section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS THEREOF, said Red Gopher Cooperative PBC, has caused this certificate to be signed by the President this 21st day of January, 2020.

By: /s/Troy Helming
Troy Helming, President

**Certificate of Amendment
Of
Red Gopher Cooperative PBC**

Red Gopher Cooperative PBC a corporation organized and existing under and by virtue of the Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of **Red Gopher Cooperative PBC** the following resolution was duly adopted by the Board of Directors setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "FIRST" so that, as amended, said Article shall be and read as follows:

The name of the corporation is:
EarthGrid PBC

IN WITNESS THEREOF, said **Red Gopher Cooperative PBC** has caused this Certificate to be signed by its President on this 29th day of June, 2020.

By: /s/Troy Helming
Troy Helming, President

Date of this notice: 09-23-2016

Employer Identification Number:
81-3940468

Form: SS-4

Number of this notice: CP 575 E

RED GOPHER COOPERATIVE CORP
548 MARKET ST STE 13000
SAN FRANCISCO, CA 94104

For assistance you may call us at:
1-800-829-4933

IF YOU WRITE, ATTACH THE
STUB AT THE END OF THIS NOTICE.

WE ASSIGNED YOU AN EMPLOYER IDENTIFICATION NUMBER

Thank you for applying for an Employer Identification Number (EIN). We assigned you EIN 81-3940468. This EIN will identify you, your business accounts, tax returns, and documents, even if you have no employees. Please keep this notice in your permanent records.

When filing tax documents, payments, and related correspondence, it is very important that you use your EIN and complete name and address exactly as shown above. Any variation may cause a delay in processing, result in incorrect information in your account, or even cause you to be assigned more than one EIN. If the information is not correct as shown above, please make the correction using the attached tear-off stub and return it to us.

When you submitted your application for an EIN, you checked the box indicating you are a non-profit organization. Assigning an EIN does not grant tax-exempt status to non-profit organizations. Publication 557, Tax-Exempt Status for Your Organization, has details on the application process, as well as information on returns you may need to file. To apply for recognition of tax-exempt status under Internal Revenue Code Section 501(c)(3), organizations must complete a Form 1023-series application for recognition. All other entities should file Form 1024 if they want to request recognition under Section 501(a).

Nearly all organizations claiming tax-exempt status must file a Form 990-series annual information return (Form 990, 990-EZ, or 990-PF) or notice (Form 990-N) beginning with the year they legally form, even if they have not yet applied for or received recognition of tax-exempt status.

Unless a filing exception applies to you (search www.irs.gov for Annual Exempt Organization Return: Who Must File), you will lose your tax-exempt status if you fail to file a required return or notice for three consecutive years. We start calculating this three-year period from the tax year we assigned the EIN to you. If that first tax year isn't a full twelve months, you're still responsible for submitting a return for that year. If you didn't legally form in the same tax year in which you obtained your EIN, contact us at the phone number or address listed at the top of this letter.

For the most current information on your filing requirements and other important information, visit www.irs.gov/charities.

- * Keep a copy of this notice in your permanent records. **This notice is issued only one time and the IRS will not be able to generate a duplicate copy for you.** You may give a copy of this document to anyone asking for proof of your EIN.
- * Use this EIN and your name exactly as they appear at the top of this notice on all your federal tax forms.
- * Refer to this EIN on your tax-related correspondence and documents.
- * Provide future officers of your organization with a copy of this notice.

If you have questions about your EIN, you can contact us at the phone number or address listed at the top of this notice. If you write, please tear off the stub at the bottom of this notice and include it with your letter. Thank you for your cooperation.

CP 575 E (Rev. 7-2007)

CP 575 E

999999999999

Your Telephone Number Best Time to Call DATE OF THIS NOTICE: 09-23-2016
() - EMPLOYER IDENTIFICATION NUMBER: 81-3940468
FORM: SS-4 NOBOD

RED GOPHER COOPERATIVE CORP
548 MARKET ST STE 13000
SAN FRANCISCO, CA 94104