

FORM 1023
ATTACHMENT
MATI USA – THE JERUSALEM DEVELOPMENT CENTER, INC.
EIN # 82-2772260
c/o Steven G. Tepper, Esq.
Arnold & Porter Kaye Scholer LLP
250 W 55th St
New York, NY 10019-9710

EXHIBIT A

Certificate of Incorporation

[see attached]

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the
Department of State, at the City of Albany, on
July 20, 2017.

A handwritten signature in black ink, appearing to read "B. Fitzgerald", written over a horizontal line.

Brendan Fitzgerald
Executive Deputy Secretary of State

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CERTIFICATE OF INCORPORATION
OF

MATI USA - THE JERUSALEM BUSINESS DEVELOPMENT CENTER, INC.
(Under Section 402 of the Not-for-Profit Corporation Law)

THE UNDERSIGNED, a natural person of the age of eighteen years or over, for the purpose of forming a corporation pursuant to Section 402 of the Not-for-Profit Corporation Law of the State of New York, does hereby certify as follows:

FIRST: The name of the corporation is MATI USA - The Jerusalem Business Development Center, Inc. (the "Corporation").

SECOND: The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the New York Not-for-Profit Corporation Law (the "Not-for-Profit Corporation Law") and shall be a charitable corporation under Section 201 of the Not-for-Profit Corporation Law.

THIRD: The Corporation shall have no members.

FOURTH: The purposes for which the Corporation is organized are as follows:

(1) The Corporation is formed exclusively for charitable purposes within the meaning of subparagraph (a)(3-B) of Section 102 of the Not-for-Profit Corporation Law, which purposes may include supporting the charitable and educational activities of an independent charitable organization, organized and authorized in the State of Israel, named MATI - The Jerusalem Business Development Center.

(2) The Corporation is not formed to engage in any activity or for any purpose requiring consent or approval of any state official, department, board, agency or other body. No consent or approval is required.

FIFTH: The Corporation shall have the following powers, in furtherance of its corporate purposes, to the extent they may lawfully be exercised by a corporation organized under the Not-for-Profit Corporation Law:

(1) All of the general powers enumerated in Section 202 of the Not-for-Profit Corporation Law, and all other powers now or hereafter conferred by the laws of the State of New York, the United States of America, or any other jurisdiction;

(2) All powers necessary, incidental or conducive to the fulfillment of the purposes specified or implicit in Article FOURTH; and

(3) The following additional and independent powers:

(a) To assist and promote, directly or indirectly, the purposes of certain charitable, scientific, educational and literary organizations formed under the Not-for-Profit Corporation Law or otherwise, and to convey, transfer or assign from time to time any part

[MATI USA - The Jerusalem Business Development Center, Inc - EIN: 82-272260]

of its assets to these charitable, scientific, educational and literary organizations, subject to the limitations set forth in Article TENTH hereof; and

(b) To purchase, lease, acquire, hold, own, administer, mortgage or encumber, sell or dispose of property, whether real or personal, tangible or intangible, wherever located, or any share of or interest in such property, and to invest, reinvest and deal with the same.

SIXTH: Nothing herein shall authorize the Corporation, directly or indirectly, to engage in or include among its purposes any of the activities listed in Sections 404(b) through (v) of the Not-for-Profit Corporation Law.

SEVENTH: The language in this Article relates to the Corporation's tax-exempt status and does not expand the Corporation's purposes or powers as set forth in Article FOURTH:

The Corporation is a not-for-profit corporation organized exclusively for charitable, educational and scientific purposes under section 501(c)(3) of the U.S. Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding section of any future federal tax code. The Corporation may also make distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Code or the corresponding provision of any future federal tax code, and to any organization that is formed for purposes that are consistent with the purposes of the Corporation.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article SEVENTH.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent authorized by section 501(h) of the Code or the corresponding section of any future tax code), and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, 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 Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

EIGHTH: In any taxable year in which the Corporation is a private foundation as described in section 509(a) of the Code, or the corresponding section of any future federal tax code,

(1) The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Code, or the corresponding section of any future federal tax code.

(2) The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Code, or the corresponding section of any future federal tax code.

(3) The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Code, or the corresponding section of any future federal tax code.

(4) The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Code, or the corresponding section of any future federal tax code.

(5) The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Code, or the corresponding section of any future federal tax code.

NINTH: The activities and affairs of the Corporation shall be managed by or under the direction of a Board of Directors. The number of directors constituting the initial Board of Directors shall be five (5). Thereafter, the number of directors constituting the entire Board of Directors shall be fixed from time to time in the manner prescribed in the By-laws of the Corporation.

TENTH: The Board of Directors of the Corporation shall have the power and discretion to manage and direct all transfers of assets of the Corporation to certain charitable organizations, provided, however, that all transfers of the Corporation's assets to such charitable, scientific, educational and literary organizations shall be subject to any other limitations existing on the transfer of specific assets of the Corporation expressly imposed by the By-laws of the Corporation.

ELEVENTH: The office of the Corporation is to be located in the County of New York, State of New York, and its books and records of account shall be maintained at 11 East 44th Street, 19th Floor, New York, New York 10017.

TWELFTH: The names and addresses of the persons comprising the initial Board of Directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Joel C. Haims	c/o Morrison & Foerster LLP 250 West 55th Street New York, New York 10019
Phyllis G. Korff	c/o Skadden, Arps, Slate, Meagher & Flom LLP 4 Times Square New York, New York 10036

Adam D. Eilenberg c/o Eilenberg & Krause LLP
11 East 44th Street, 19th Floor
New York, New York 10017

Uri Scharf 9 Ha'uman Street, P.O.B. 52169
Jerusalem 9152101
Israel

Michal Shaul Vulej 9 Ha'uman Street, P.O.B. 52169
Jerusalem 9152101
Israel

THIRTEENTH: The Secretary of State is designated as agent of the Corporation upon whom process against the Corporation may be served. The post office address to which the Secretary of State shall mail a copy of any process accepted on behalf of the Corporation is as follows:

MATI USA – The Jerusalem Business Development Center, Inc.
c/o Eilenberg & Krause LLP
11 East 44th Street, 19th Floor
New York, New York 10017
Attn: Adam D. Eilenberg, Esq.

FOURTEENTH: Upon the dissolution of the Corporation, the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

FIFTEENTH: The incorporator and the initial members of the Board of Directors are at least 18 years of age.

SIXTEENTH: (1) The Corporation shall, to the fullest extent permitted by applicable law as then in effect, indemnify any person (the "indemnitee") who was or is involved in any manner (including, without limitation, as a party or a witness) or was or is threatened to be made so involved in any threatened, pending or completed investigation, claim, action, suit or proceeding, whether civil, criminal, administrative or investigative (including, without limitation, any action, suit or proceeding by or in the right of the Corporation to procure a judgment in its favor) (a "proceeding") by reason of the fact that he or she is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, or of a partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity against all liability, loss, judgments, fines, amounts paid in settlement and reasonable expenses, including, without limitation, attorneys' fees, actually incurred by him or her in connection with such proceeding. Such indemnification shall continue as to a person

who has ceased to be a director or officer and shall inure to the benefit of his or her heirs and legal representatives. The right to indemnification conferred in this Article SIXTEENTH shall include the right to receive payment in advance of any expenses incurred by the indemnitee in connection with such proceeding, consistent with applicable law as then in effect, and shall be a contract right. No indemnification may be made to or on behalf of any director or officer if a judgment or other final adjudication adverse to the director or officer establishes that his or her acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or that he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled. The Corporation may, by action of its Board of Directors, provide indemnification for employees, agents, attorneys and representatives of the Corporation with up to the same scope and extent as hereinabove provided for directors and officers.

(2) The right of indemnification, including the right to receive payment in advance of expenses, conferred in this Article SIXTEENTH shall not be exclusive of any other rights to which any person seeking indemnification may otherwise be entitled under any other provision of this Certificate of Incorporation, the By-laws of the Corporation or agreement or otherwise.

(3) In any action or proceeding relating to the right to indemnification conferred in this Article SIXTEENTH, the Corporation shall have the burden of proof that the indemnitee has not met any standard of conduct or belief which may be required by applicable law to be applied in connection with a determination of whether the indemnitee is entitled to indemnity, or otherwise is not entitled to indemnity, and neither a failure to make such a determination nor an adverse determination of entitlement to indemnity shall be a defense of the Corporation in such an action or proceeding or create any presumption that the indemnitee has not met any such standard of conduct or belief or is otherwise not entitled to indemnity. If successful in whole or in part in such an action or proceeding, the indemnitee shall be entitled to be indemnified by the Corporation for the expenses actually and reasonably incurred by him or her in connection with such action or proceeding.

(4) No amendment to this Certificate of Incorporation, directly or indirectly by merger, consolidation or otherwise, (a) having the effect of amending, altering, changing or repealing any of the provisions of the sections of this Article SIXTEENTH shall remove, abridge or adversely affect any right to indemnification or other benefits under the sections of this Article SIXTEENTH with respect to any acts or omissions occurring prior to such amendment or repeal, or (b) shall amend, alter, change or repeal any of the provisions of this Article SIXTEENTH, unless the amendment effecting such amendment, alteration, change or repeal shall receive the affirmative vote of at least two-thirds of the members of the Board of Directors of the Corporation.

IN WITNESS WHEREOF, the undersigned has made and signed this Certificate this 17th day of July, 2017 and affirms the statements contained therein as true under penalties of perjury.



Meir Lax, Incorporator

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CERTIFICATE OF INCORPORATION
OF

1324

MATI USA - THE JERUSALEM BUSINESS DEVELOPMENT CENTER, INC.

(Corporation Name)

Under Section 402 of the Not-for-Profit Corporation Law

Filer's Name: ARNOLD & PORTER KAYE SCHOLER LLP

Mailing Address: 250 WEST 55TH STREET

City: NEW YORK State: NY Zip Code: 10019

NOTES:

Cust Ref # 704218 KXK

1. This sample form is provided by the New York State Department of State for filing a certificate of incorporation.
2. This form is designated to satisfy the minimum filing requirements pursuant to the Not-for-Profit Corporation Law. The Division will accept any other form which complies with the applicable statutory provisions.
3. The Division recommends that this legal document be prepared under the guidance of an attorney.
4. The Division does not provide legal, accounting or tax advice.
5. This certificate must be submitted with a \$75 filing fee made payable to the Department of State.

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or DOS use only

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STATE OF NEW YORK
DEPARTMENT OF STATE

FILED JUL 19 2017

TAXS

BY: [Signature]

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