State of Delaware
Secretary of State
Division of Corporations
Delivered 05:10 PM 10/04/2022
FILED 05:10 PM 10/04/2022
SR 20223694003 - File Number 7067719

STATE *of* DELAWARE

CERTIFICATE OF INCORPORATION

OF

MZL.AI, PBC

A PUBLIC BENEFIT CORPORATION

1. The name of this corporation is MZL.AI, PBC (the "Corporation").

2. The Corporation shall be a public benefit corporation as contemplated by subchapter XV of the Delaware General Corporation Law (the "DGCL"), or any successor provisions, such that it is intended to operate in a responsible and sustainable manner and to produce a public benefit or benefits, and is to be managed in a manner that balances the stockholders pecuniary interests, the best interests of those materially affected by the Corporation's conduct and the public benefit or benefits identified in this certificate of incorporation. If the DGCL is amended to alter or further define the management and operation of public benefit corporations, then the Corporation shall be managed and operated in accordance with the DGCL, as so amended.

3. The registered office of the Corporation in the State of Delaware is located at Corporation Trust Center 1209 Orange Street, in the City of Wilmington, County of New Castle, 19801. The name of its registered agent at such address is The Corporation Trust Company.

4. The public benefit purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the DGCL. The specific public benefit to be promoted by the Corporation is to further the goals of "The Mozilla Manifesto," including creating an internet that is open and accessible to all, and that emphasizes privacy, transparency and decentralization through research and development in the field of trustworthy AI.

5. The Corporation shall deliver its public benefit statement biennially.

6. The total number of shares of stock that the Corporation shall have authority to issue is 10,000 shares of Common Stock, $0.0001 par value per share. Each share of Common Stock shall be entitled to one vote. Except as otherwise provided in the provisions establishing a class of stock, the number of authorized shares of any class or series of stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the voting power of the Corporation entitled to vote irrespective of the provisions of Section 242(b)(2) of the DGCL, subject to any stockholders agreement then in effect to which the Corporation is a party.

7. The name and mailing address of the sole incorporator is: Mollie Glauser, c/o Kirton McConkie, 50 E. South Temple, Suite 400, Salt Lake City, Utah 84111.

8. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. The size of the Board of Directors shall be determined as set forth in the by-laws of the Corporation, as in effect from time to time (the "By-laws"), or in any stockholders agreement then in effect to which the Corporation is a party. The election of directors need not be by written ballot unless the By-laws shall so require.

9. In furtherance and not in limitation of the power conferred upon the Board of Directors by law, the Board of Directors shall have power to make, adopt, alter, amend and repeal from time to time the By-laws of the Corporation, subject to any stockholders agreement then in effect to which the Corporation is a party, and subject to the right of the stockholders entitled to vote with respect thereto to alter and repeal by-laws made by the Board of Directors.

10. To the fullest extent permitted by law, 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 that exculpation from liability is not permitted under the DGCL as in effect at the time such liability is determined. If the DGCL is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the DGCL, as so amended. Any disinterested failure to satisfy Section 365 of the DGCL shall not, for the purposes of Sections 102(b)(7) or 145 of the DGCL, or for the purposes of any use of the term "good faith" in this certificate of incorporation or the By-laws in regard to the indemnification or advancement of expenses of officers, directors, employees and agents, constitute an act or omission not in good faith, or a breach of the duty of loyalty. No amendment or repeal of this paragraph 10 shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

11.

(a) The Corporation shall, to the maximum extent permitted from time to time under the law of the State of Delaware, indemnify any person who is or was a party or is threatened to be made a party to any threatened, pending or completed action, suit, proceeding or claim, whether civil, criminal, administrative or investigative, (i) by reason of the fact that such person is or was a director or is or was serving at the request of the Corporation as a director of another corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans or (ii) in such person's capacity as an officer, employee or agent of the Corporation or in such person's capacity as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, that such person is or was serving at the request of the Corporation (each such person described in the foregoing clauses (i) and (ii), a "Covered Person"), in each case against expenses (including attorney's fees and expenses), judgments, fines, penalties and amounts paid in settlement incurred (and not otherwise recovered) in connection with the investigation, preparation to defend or defense of such action, suit, proceeding or claim; provided, however, that the foregoing shall not require the Corporation to indemnify any person in connection with any action, suit, proceeding, claim or counterclaim initiated by or on behalf of

such person other than an action authorized by the Board of Directors, nor shall it require the Corporation to indemnify any person in circumstances under which such indemnification would result in any of the Corporation's stockholders being considered to have engaged in an excess benefit transaction. Such indemnification shall not be exclusive of other indemnification rights arising under any by-law, agreement, vote of directors or stockholders or otherwise and shall inure to the benefit of the heirs and legal representatives of such person. Any person seeking indemnification under this paragraph 11 shall be deemed to have met the standard of conduct required for such indemnification unless the contrary shall be established. Any repeal or modification of the foregoing provisions of this paragraph 11 shall not adversely affect any right or protection of a Covered Person with respect to any acts or omissions of such Covered Person occurring prior to such repeal or modification.

(b) The Corporation shall pay on a current and as-incurred basis expenses incurred by any Covered Person in defending or otherwise participating in any action, suit, proceeding or claim in advance of the final disposition of such action, suit, proceeding or claim, including appeals, upon presentation of (i) an unsecured written undertaking to repay such amounts if it is ultimately determined that the person is not entitled to indemnification hereunder and (ii) adequate documentation reflecting such expenses.

(c) It is the intent that with respect to all advancement and indemnification obligations under this paragraph 11, the Corporation shall be the primary source of advancement, reimbursement and indemnification relative to any direct or indirect stockholder of the Corporation (or any affiliate of such stockholder, other than the Corporation or any of its direct or indirect subsidiaries). The Corporation shall have no right to seek contribution, indemnity or other reimbursement for any of its obligations under this paragraph 11 from any such direct or indirect stockholder of the Corporation (or any affiliate of such stockholder, other than the Corporation or any of its direct or indirect subsidiaries).

(d) The Corporation shall have the power to purchase and maintain, at its expense, insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, limited liability company, joint venture, trust or other enterprise, against any expense, liability or loss asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the DGCL or the terms of this Certificate of Incorporation.

12. To the maximum extent permitted from time to time under the law of the State of Delaware, the Corporation renounces any interest or expectancy of the Corporation in, or in being offered an opportunity to participate in, business opportunities that are from time to time presented to its officers, directors or stockholders, other than those officers, directors or stockholders who are employees of the Corporation. No amendment or repeal of this paragraph shall apply to or have any effect on the liability or alleged liability of any officer, director or stockholder of the Corporation for or with respect to any opportunities of which such officer, director or stockholder becomes aware prior to such amendment or repeal. To the fullest extent permitted by law, any Person purchasing or otherwise acquiring any interest in any shares of

capital stock of the Corporation shall be deemed to have notice of and to have consented to the provisions of this paragraph. As used herein, "Person" shall mean any individual, corporation, general or limited partnership, limited liability company, joint venture, trust association or any other entity.

13. The books of the Corporation may (subject to any statutory requirements) be kept outside the State of Delaware as may be designated by the Board of Directors or in the By-laws of the Corporation.

14. The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are granted subject to this reservation.

15. If at any time the Corporation shall have a class of stock registered pursuant to the provisions of the Securities Exchange Act of 1934, for so long as such class is so registered, any action by the stockholders of such class must be taken at an annual or special meeting of stockholders and may not be taken by written consent.

16. The Corporation shall not be governed by Section 203 of the DGCL.

[Signature follows on separate page]

THE UNDERSIGNED, the sole incorporator named above, hereby certifies that the facts stated above are true as of this 4th day of October, 2022.

/s/ Mollie Glauser
Mollie Glauser
Sole Incorporator

State of Delaware - Division of Corporations

DOCUMENT FILING SHEET

Priority 1 (One Hr)	Priority 2 (Two Hr)	Priority 3 (Same Day)	Priority 4 (24 Hour)	Priority 7 (Reg. Work)
☐	■	☐	☐	☐

SUBMITTER'S INFORMATION

Company/Firm Or Individual's Name MOLLIE GLAUSER
Attention: KIRTON MCCONKIE
Mailing Address1 50 E. SOUTH TEMPLE, SUITE 400
Mailing Address 2 _____
Mailing Address 3 _____
City SALT LAKE CITY State UTAH Zip 84111 Country UNITED STATES
Phone: (801) 350 - 7606 Fax# _____
Email Address: MGLAUSER@KMCLAW.COM
Account Number: 0

DOCUMENT FILING REQUEST INFORMATION

Name of Company/Entity MZL.AI, PBC
File Number _____ Reservation Number _____
Type of Document CERTIFICATE OF INCORPORATION

OTHER DOCUMENT FILING INFORMATION

OF Certified Copies returned _____
Other
☐ Good Standing
☐ Long Form Good Standing
☐ Apostille/Gold Seal
Country _____
☐ Re: _____

METHOD OF RETURN

(Fax or E-Mail is not available)

☐ Messenger/Pickup

☐ Fed Ex ☐ UPS

Account # _____

☑ Regular Mail

PAYMENT INFORMATION

☐ Depository Account
☑ Wallet
☐ None

COMMENTS/FILING INSTRUCTIONS

Delaware Division of Corporations, 401 Federal Street, Ste. 4, Dover, De 19901