NORTH CAROLINA
Department of the Secretary of State

To all whom these presents shall come, Greetings:

I, ELAINE F. MARSHALL, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF INCORPORATION

OF

OPEN SOURCE TOOLS FOR CLIMATE ADAPTATION & RESILIENCE (OSCAR)

the original of which was filed in this office on the 25th day of June, 2026.

Scan to verify online.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 25th day of June, 2026.

Elaine F. Marshall

Secretary of State

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Date Filed: 6/25/2026 3:07:00 PM
Elaine F. Marshall
North Carolina Secretary of State
C2026 166 02255

ARTICLES OF INCORPORATION
NONPROFIT CORPORATION

OF
Open Source tools for Climate Adaptation & Resilience (OSCAR)

ARTICLE I
CORPORATE NAME

The name of this corporation is **Open Source tools for Climate Adaptation & Resilience (OSCAR)** ("Corporation").

ARTICLE II
BUSINESS ADDRESS

The initial street and principal office mailing address of the Corporation is 1514 Hermitage Court, Durham, Durham County, North Carolina 27707.

ARTICLE III
SERVICE OF PROCESS

The name and street address in the State of North Carolina of this Corporation's initial agent for service of process is Truman Semans, Jr., 1514 Hermitage Court, Durham, Durham County, North Carolina 27707.

ARTICLE IV
INCORPORATOR

The name and business address of the incorporator is Truman Semans, Jr., 1514 Hermitage Court, Durham, Durham County, North Carolina 27707.

ARTICLE V
PURPOSES

A. This Corporation is a nonprofit corporation organized under the North Carolina Nonprofit Corporation Act and is not organized for the private gain of any person. It is organized exclusively for charitable, educational, and scientific purposes. The specific purpose of this Corporation is to develop, maintain, and provide a non-profit, open-source platform that offers high-quality instruments and tools for risk analysis and planning in the fields of climate adaptation, resilience, and climate transition, utilizing advanced artificial intelligence and data science. The Corporation serves the public benefit by making these resources available to resource-constrained governments worldwide, as well as organizations that support them, including academic institutions, non-governmental organizations, and intergovernmental organizations.

B. The platform aims to democratize access to accurate data and actionable insights, enabling governments and supporting organizations to translate scientific research into usable datasets; analyze future risks resulting from climate change and extreme weather events; identify risks and opportunities related to the climate transition of the economy; assess options for risk mitigation and transition, including green infrastructure, nature-based solutions, policies, regulations, and programs; develop effective and detailed plans for climate adaptation, resilience, and transition; prepare proposals for the financing of projects and programs; and negotiate fair terms and pricing of financing and insurance.

C. Through the development of its platform and provision of these services, the Corporation aims to contribute to a socially just climate transition; the protection of children and other vulnerable populations; sustainable economic development; improved public policy; food security; the development of effective early warning systems; climate-resilient protection of nature and biodiversity; as well as the reduction of factors contributing to disease, armed conflict, displacement, and mass migration.

D. This Corporation is organized and operated exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

ARTICLE VI
LIMITATIONS

A. No substantial part of the activities of this Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, except to the extent permitted by the Code, and this Corporation shall not participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

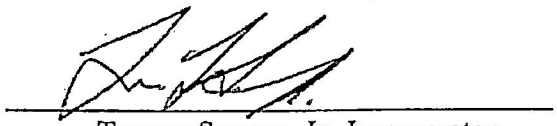
B. Notwithstanding any other provision of these Articles of Incorporation, this Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

C. Notwithstanding any other provision of these Articles of Incorporation or other governing instrument of this Corporation, during such period or periods of time, if any, in which this Corporation is treated as a "private foundation" as defined in Section 509 of the Code, this Corporation, in accordance with the following sections of the Code, shall: (i) distribute such amounts for each taxable year at such time and in such manner so as not to subject this Corporation to tax on undistributed income under Section 4942 of the Code; (ii) not engage in any act of self-dealing (as defined in Section 4941(d) of the Code) which would subject this Corporation to tax under Section 4941 of the Code; (iii) not retain any excess business holdings (as defined in Section 4943(c) of the Code) which would subject this Corporation to tax under Section 4943 of the Code; (iv) not make any investments in such manner so as to subject this Corporation to tax under Section 4944 of the Code; and (v) not make any taxable expenditures (as defined in Section 4945(d) of the Code) which would subject this Corporation to tax under Section 4945 of the Code.

D. The property of this Corporation is irrevocably dedicated to charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Code. No part of the net income or assets of this Corporation shall ever inure to the benefit of, or be distributable to, any of its directors or officers or any other private person, except that this Corporation is authorized and empowered to pay reasonable compensation for services rendered to or for this Corporation and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof. The Corporation shall have no members.

E. Upon the liquidation, dissolution, or winding up of this Corporation (whether voluntary, involuntary, or by operation of law), its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed to a nonprofit fund, foundation, corporation or to a governmental entity, if applicable, which is organized and operated exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Code and which has established its tax-exempt status under Section 501(c)(3) of the Code.

DATED: June 9, 2026



Truman Semans, Jr., Incorporator