**THE COMPANIES ACT (AS REVISED)**

**OF THE CAYMAN ISLANDS**

**COMPANY LIMITED BY SHARES**

# MEMORANDUM AND ARTICLES OF ASSOCIATION

**OF**

**Futarchy Governance SPC**

**Registered Office:**
**c/o International Corporation Services Ltd.**
**Harbour Place, 2nd Floor**
**103 South Church Street**
**P.O. Box 472**
**George Town**
**Grand Cayman KY1-1106**
**Cayman Islands**

**THE COMPANIES ACT (AS REVISED)**

**OF THE CAYMAN ISLANDS**

**COMPANY LIMITED BY SHARES**

**REGISTERED AS A SEGREGATED PORTFOLIO COMPANY**

**MEMORANDUM OF ASSOCIATION**

**OF**

**Futarchy Governance SPC**

1 The name of the Company is **Futarchy Governance SPC**.

2 The registered office of the Company shall be at the offices of International Corporation Services Ltd., PO Box 472, 2nd Floor, Harbour Place, 103 South Church Street, George Town, Grand Cayman KY1-1106, Cayman Islands, or at such other place as the Board may from time to time decide.

3 The Company is, upon registration, a com portfolio company pursuant to Part XIV of the Companies Act (As Revised) of the Cayman Islands, and each segregated portfolio shall be designated by name including the words "Segregated Portfolio", "SP" or "S.P."

4 The objects (the "***Objects***") for which the Company is established are:

**1.1.1** to provide a business vehicle for the formation, organisation, launch, operation, and governance of Futarchy Entities, each with its own SegCo;

**1.1.2** with respect to each SegCo, to own, operate and manage the Futarchy Entity relating to that SegCo;

**1.1.3** with respect to each SegCo, for such SegCo to solicit and obtain or provide grants, funding, compensation, financing, loans, payment for works-for-hire, or other monetary assistance, in each case, as necessary or desirable to obligate, incentivise or reward persons to engage in services, activities, or create deliverables, in each case, that are reasonably expected to benefit the related Futarchy Entity;

**1.1.4** with respect to each SegCo, to make, receive and execute Proposals relating to the related Futarchy Entity;

**1.1.5** with respect to each SegCo, to own, hold and manage any intellectual property rights, software platform accounts, domain names, servers, social media accounts, passwords, credentials, or other offchain properties or rights related to the related Futarchy Entity; and

**1.1.6** to do all such other things as are or may be necessary or desirable for any or all of the above-referenced purposes.

5 The Company shall have and be capable of exercising all the functions of a natural person of full capacity irrespective of any question of corporate benefit as provided by the Companies Act.

6 The Company shall not carry on business with the public in the Cayman Islands other than so far as may be necessary for the carrying on of the business of the Company outside the Cayman Islands, provided that nothing herein shall prevent the Company from effecting and concluding contracts in the Cayman Islands, and from exercising in the Cayman Islands all of its powers necessary for the carrying on of its business outside the Cayman Islands.

7 The liability of the shareholders of the Company is limited to the amount, if any, unpaid on the shares respectively held by them.

8 The authorised share capital of the Company is US$1.00 divided into 1 Management Company Share with a nominal or par value of US$1.00 each.

9 The Company has power to register by way of continuation as a body corporate limited by shares under the Legal Requirements of any jurisdiction outside the Cayman Islands and to be deregistered in the Cayman Islands.

10 This Memorandum shall be interpreted in accordance with the Companies Act (As Revised) of the Cayman Islands, and in the event of any inconsistency between this Memorandum and the Act, the Act shall prevail.

11 Capitalised terms that are not defined in this Memorandum of Association bear the same meaning as those given in the Articles of Association of the Company.

WE, the subscriber to this Memorandum of Association, wish to form the company pursuant to this Memorandum of Association, and we agree to take the number of shares shown opposite our name.

Dated: [DATE]

| **Name** | **Address and Description of Subscriber** | **Number of Shares taken by Subscriber** |
|---|---|---|
| International Corporation Services Ltd. | PO Box 472, 2nd Floor, Harbour Place, 103 South Church Street, George Town, Grand Cayman KY1-1106, Cayman Islands | One Management Share |

Per: _____

[TTAPERSONNEL]

Authorised Signatory

WITNESS to the above signature

_____

[TTA PERSONNEL]