Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THE FLOOD FUND CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIFTH DAY OF AUGUST, A.D. 2010.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS A NON-PROFIT AND NON-STOCK CORPORATION.



Jeffrey W. Bullock, Secretary of State

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100851954

AUTHENTICATION: 8191288

DATE: 08-25-10

You may verify this certificate online at corp.delaware.gov/authver.shtml

State of Delaware
Secretary of State
Division of Corporations
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CERTIFICATE OF INCORPORATION
A NON-STOCK AND NON-PROFIT CORPORATION
OF
The Flood Fund Corporation

FIRST: The name of the Corporation is: The Flood Fund Corporation

SECOND: The Registered Office in the State of Delaware is to be located at 1201 Orange Street, Suite 600, in the City of Wilmington, County of New Castle, Delaware 19801. The Registered Agent in charge thereof is Agents and Corporations, Inc., 1201 Orange Street, Suite 600, Wilmington, DE 19801.

THIRD: The purpose of this corporation is to engage in any lawful act or activity for which corporation may be organized under the General Corporation Law of Delaware. This corporation shall be a nonprofit corporation, is organized as and at all times shall be operated exclusively for charitable, educational and scientific programs within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

FOURTH: The corporation shall not have any capital stock, and the conditions of membership shall be stated in the By Laws.

FIFTH: The name and address of the incorporator are as follows:

John L. Williams
1201 Orange Street, Suite 600
Wilmington, DE 19801

SIXTH: No part of net earnings of the corporation shall inure to the benefit of its members, trustees, 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 Article Third. No substantial part of the activities of the corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, 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 under section 501 (c)(3) of the Internal Revenue 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 Internal Revenue Code, or the corresponding section of any future federal tax code.

SEVENTH: Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue 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 assists not so 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.

I, THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to Chapter 1 of Title 8 of Delaware Code, do make this Certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand this 24th day of August, 2010.

John L. Williams
Incorporator