

# Delaware

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The First State

*I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "LUBRICANTS PACKAGING MANAGEMENT ASSOCIATION", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF JUNE, A.D. 2024, AT 4:01 O`CLOCK P.M.*



  
Jeffrey W. Bullock, Secretary of State

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Date: 06-24-24

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## CERTIFICATE OF INCORPORATION

OF

### LUBRICANTS PACKAGING MANAGEMENT ASSOCIATION

(A Delaware nonprofit nonstock corporation)

#### ARTICLE I

The name of the corporation is Lubricants Packaging Management Association (the “**Corporation**”).

#### ARTICLE II

The address of the registered office of the Corporation in the State of Delaware is 3500 South DuPont Highway, City of Dover, County of Kent, Delaware 19901. The name of its registered agent at that address is Incorporating Services, Ltd.

#### ARTICLE III

The purpose of the Corporation is to promote the common business interests of its members and to otherwise operate as an organization set forth in Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the “**Code**”). The purposes of the Corporation include (i) support compliance, including gathering data and assessing general market conditions, with U.S. extended producer responsibility (“**EPR**”) laws on behalf of the members of the Corporation and registrants who are or may become subject to applicable state EPR laws; and (ii) support measures to collect and recycle petroleum-based and related products and packaging by leveraging existing as well as emerging solutions and circular technologies.. In furtherance of the foregoing, the Corporation shall have the authority to engage in any lawful act or activity for which corporations described in Section 501(c)(6) of the Code may be organized under the Delaware General Corporation Law (“**DGCL**”). The duration of the Corporation is perpetual.

#### ARTICLE IV

The Corporation shall be a membership corporation and shall have no capital stock. The Corporation is not organized and shall not be conducted for profit, and no part of its net revenues or earnings shall inure to the benefit of any individual or member.

Except as otherwise provided by the DGCL, other applicable law, or this Certificate of Incorporation, the conditions, method of admission, qualifications and classifications of membership, the limitations, rights, powers and duties of members, the dues, assessments, and contributions of members, the method of expulsion from and termination of membership, and all other matters pertaining to the membership and the conduct, management, and control of the business, property, and affairs of the Corporation shall be provided from time to time in the Corporation’s Bylaws (the “**Bylaws**”). The private property of the members shall not be subject to the payment of corporate debts to any extent whatever.

#### ARTICLE V

The business and affairs of the Corporation shall be managed by or under the direction of the Corporation’s Board of Directors (the “**Board of Directors**”). In addition to the powers and authority

expressly conferred upon the directors by statute, this Certificate of Incorporation, or the Bylaws, the directors are empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation. Election of directors need not be by written ballot, unless otherwise required by the Bylaws.

## ARTICLE VI

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

## ARTICLE VII

The name of the sole incorporator is Zerina Tucakovic. The mailing address of the sole incorporator is 3203 Hanover Street, Suite 100, Palo Alto, California 94304-1123. The sole incorporator's powers will terminate upon the election of the Corporation's initial directors in the manner required by the DGCL.

## ARTICLE VIII

A director of the Corporation shall not be personally liable either to the Corporation or to any member or other director for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the DGCL. Neither amendment nor repeal of this Article nor the adoption of any provision of this Certificate of Incorporation inconsistent with this Article shall eliminate or reduce the effect of this Article in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article, would accrue or arise prior to such amendment, repeal or adoption of an inconsistent provision.

## ARTICLE IX

To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers and agents of the Corporation (and any other persons to which the DGCL permits the Corporation to provide indemnification) through Bylaw provisions, agreements with such other persons, vote of disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 145 of the DGCL. Any amendment, repeal, or modification of the foregoing provisions will not adversely affect any right or protection of any director, officer or other agent of the Corporation existing at the time of such amendment, repeal or modification.

## ARTICLE X

The Corporation renounces, to the fullest extent permitted by law, any interest or expectancy of the Corporation in, or in being offered an opportunity to participate in, any Excluded Opportunity. An "Excluded Opportunity" is any matter, transaction or interest that is presented to, or acquired, created or developed by, or which otherwise comes into the possession of (i) any director of the Corporation who is not an employee of the Corporation or any of its subsidiaries, or (ii) any member or any partner, director, stockholder, employee, affiliate or agent of any such member, other than someone who is an employee of the Corporation or any of its subsidiaries (collectively, the persons referred to in clauses (i) and (ii) are "Covered Persons"), unless such matter, transaction or interest is presented to, or acquired, created or

developed by, or otherwise comes into the possession of, a Covered Person expressly and solely in such Covered Person's capacity as a director of the Corporation while such Covered Person is performing services in such capacity. Any repeal or modification of this Article will only be prospective and will not affect the rights under this Article in effect at the time of the occurrence of any actions or omissions to act giving rise to liability.

#### **ARTICLE XI**

No part of the net income or assets of the Corporation shall ever inure to the benefit of any director, officer or member of the Corporation or to the benefit of any private person. Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes.

#### **ARTICLE XII**

Unless the Corporation consents in writing to the selection of an alternative forum, the Court of Chancery in the State of Delaware shall be the sole and exclusive forum for any member to bring (i) any derivative action or proceeding brought on behalf of the Corporation, (ii) any action asserting a claim of breach of fiduciary duty owed by any director, officer or other employee of the Corporation to the Corporation or the members, (iii) any action asserting a claim against the Corporation, its directors, officers or employees arising pursuant to any provision of the DGCL, this Certificate of Incorporation or the Bylaws or (iv) any action asserting a claim against the Corporation, its directors, officers or employees governed by the internal affairs doctrine, except for, as to each of (i) through (iv) above, any claim as to which the Court of Chancery determines that there is an indispensable party not subject to the jurisdiction of the Court of Chancery (and the indispensable party does not consent to the personal jurisdiction of the Court of Chancery within ten (10) days following such determination), which is vested in the exclusive jurisdiction of a court or forum other than the Court of Chancery, or for which the Court of Chancery does not have subject matter jurisdiction. If any provision or provisions of this Article shall be held to be invalid, illegal or unenforceable as applied to any person or entity or circumstance for any reason whatsoever, then, to the fullest extent permitted by law, the validity, legality and enforceability of such provisions in any other circumstance and of the remaining provisions of this Article (including, without limitation, each portion of any sentence of this Article containing any such provision held to be invalid, illegal or unenforceable that is not itself held to be invalid, illegal or unenforceable) and the application of such provision to other persons or entities and circumstances shall not in any way be affected or impaired thereby.

THE UNDERSIGNED, being the sole incorporator named above, for the purpose of forming a corporation pursuant to the DGCL, makes this Certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 24<sup>th</sup> day of June, 2024.

/s/Zerina Tucakovic  
Zerina Tucakovic, Sole Incorporator