Know Freedom Foundation LLC Charter
(A Wyoming Nonprofit Organization)

ARTICLE I — NAME & FORMATION

This organization shall be known as **Know Freedom Foundation LLC** ("the Foundation"). It is formed as a **nonprofit limited liability company** under the laws of the State of Wyoming and shall be operated exclusively for charitable, educational, and public benefit purposes.

ARTICLE II — DEFINITIONS

Board of Directors: The governing body of the Foundation responsible for fiduciary oversight and strategic decision-making.

Chairman of the Board: A director elected by the Board to lead its functions, preside over meetings, and provide leadership continuity.

Fiscal Sponsor: A registered 501(c)(3) organization under which the Foundation operates to ensure federal tax-exempt compliance.

Subsidiary: A for-profit company licensed by the Foundation to develop, maintain, and commercialize its intellectual property.

Software Node License Holder: An individual or entity that has purchased a license granting rights to operate node software within the Know Freedom Blockchain.

Mission-Specific Impact: Any activity, grant, or expenditure that furthers the Foundation's mission of promoting service, civic engagement, and verifiable social good.

Public Donations: Voluntary contributions received by the Foundation from individuals or entities, exclusive of royalty income or business revenue.

Proposal: A suggested change or action related to the operations or governance of the Know Freedom Blockchain, including but not limited to transaction fees, validator requirements, and allocation of digital rewards, as further defined in the Know Freedom Blockchain Charter.

Operating Agreement: A separate document maintained by the Chairman of the Board that governs the execution of the Foundation's operations in alignment with this Charter and the mission of the Foundation.

ARTICLE III — MISSION

The Foundation exists to empower individuals and communities through acts of service, educational growth, and civic responsibility. It supports and verifies social good using

decentralized technologies and distributes rewards and funding to individuals and organizations aligned with its values.

The Foundation serves as a multiplier — enhancing, empowering, and uplifting other nonprofits, mission-driven organizations, and changemakers already doing good. One of its primary functions is to identify such organizations, verify their impact, and empower them through recognition, grants, and technical resources.

The Foundation is the sole owner and governing authority of the Know Freedom Blockchain, as defined and governed by a separate document titled the Know Freedom Blockchain Charter. This Charter establishes the decentralized operational structure of the network, the rights of Software Node License Holders, and the issuance of non-financial digital rewards (SERV DR). The Foundation affirms its duty to uphold the Blockchain Charter and may amend, ratify, or revoke it only in accordance with the procedures set forth therein.

Organizations and nonprofits may submit grant requests to the Board of Directors, who shall evaluate and approve funding aligned with the Foundation's mission. A primary function of the Board is to oversee and approve such grants and the release of funds for mission-specific impact.

The Foundation maintains a public-facing guide titled "The Way We Serve" that outlines the shared values and expectations for those who engage in service, receive grants, or participate in the Know Freedom ecosystem. Adherence to these principles is a condition of participation and may be considered when evaluating eligibility for funding, platform access, or continued engagement.

ARTICLE IV — GOVERNANCE STRUCTURE

Section 1: Board Composition and Term

- The Foundation shall be governed by a **Board of Directors** consisting of **five (5) individuals**, one of whom shall serve as the **Chairman of the Board**.
- Upon the sale of **25,001 software node licenses**, the Board shall expand to **seven (7) members**.
- The two additional seats shall be nominated by **software node license holders** and confirmed by a majority vote of the current Board.
- **Initial board members** shall be identified in a separate document.

Section 2: Tenure

- Director terms shall be two (2) years.
- Upon initial formation, two (2) directors shall serve one-year terms to ensure continuity of experience.

- The Chairman of the Board shall be elected from among the standing directors and serve a three (3) year term. This term shall supersede and replace the standard director term during the Chairman's service.

Section 3: Responsibilities

The Board shall:

- Oversee the Foundation's programs and strategic alignment
- Ensure financial integrity and mission fidelity
- Approve grantmaking and major initiatives
- Select and manage relationships with fiscal sponsors and subsidiaries

Section 4: Voting

- Each Director shall have **one (1) vote**.
- A **majority vote** shall be required to pass resolutions, unless otherwise stated.
- Tie votes shall be broken by the Chairman.

Section 5: Software Node License Holder Participation

- Software Node License Holders may vote on community initiatives and proposals as defined by the Board. License Holders shall also have the right to propose changes to the operations of the blockchain, including but not limited to transaction fees and the allocation of fees.
- Governance rights, proposal processes, and voting procedures for Software Node License Holders are set forth in the Know Freedom Blockchain Charter. In any case of interpretive conflict, the Blockchain Charter shall govern such rights and processes.
- Voting procedures and rights shall be further governed by a separate Community Voting Policy established and updated by the Board.

ARTICLE V — FINANCIAL STEWARDSHIP

Section 1: Use of Donations

- The Foundation shall ensure that **100% of public donations** are used exclusively for **mission-specific impact**.
- No portion of public donations shall be used for administrative costs, salaries, or software development.

Section 2: Subsidiary Relationship

- The Foundation may license its software and blockchain IP to a for-profit **Subsidiary**, which may charge for development, operations, and sales.
- The Subsidiary shall cover all Foundation overhead and costs related to technology, staffing, or operations.

- A **licensing royalty** shall be paid to the Foundation for each license sold.
- Profits may be granted or donated from the Subsidiary to the Foundation for further mission use.

ARTICLE VI — FISCAL SPONSORSHIP & COMPLIANCE

- The Foundation shall operate under a **Fiscal Sponsorship Agreement** with a recognized **501(c)(3)** organization.
- All activities shall comply with applicable **IRS regulations**, nonprofit laws, and state statutes.

ARTICLE VII — CONFLICT OF INTEREST

All directors and officers must disclose actual or potential conflicts of interest. Any individual with a conflict must recuse themselves from voting on related matters. The Board shall adopt and maintain a written **Conflict of Interest Policy**.

ARTICLE VIII — INDEMNIFICATION

To the fullest extent permitted by applicable law, the Foundation shall indemnify, defend, and hold harmless its directors, officers, employees, agents, advisors, and authorized contractors, including those participating in node operations, validation, or governance processes (collectively, the "Indemnitees"), from and against any and all liabilities, damages, losses, claims, costs, and expenses (including reasonable attorneys' fees) arising out of or related to actions taken in good faith and within the scope of authority granted under this Charter.

Indemnification shall apply only to actions that are explicitly authorized in writing by the Foundation and directly related to Foundation or Blockchain operations. This protection shall not apply in cases involving gross negligence, fraud, or willful misconduct.

ARTICLE IX — DISSOLUTION

Upon dissolution, all assets of the Foundation shall be distributed to one or more organizations qualified under **Section 501(c)(3)** of the Internal Revenue Code whose mission aligns with the Know Freedom Foundation.

ARTICLE X — RECORDKEEPING & TRANSPARENCY

- The Foundation shall maintain **accurate records** of board meetings, financial transactions, grants, and programmatic outcomes.
- Financial summaries and annual reports shall be made available to the public upon request.

ARTICLE XI — AMENDMENTS

This Charter may be amended by a **two-thirds (2/3) majority vote** of the full Board of Directors, provided the amendment remains compliant with nonprofit regulations and furthers the Foundation's mission.

Alternatively, an amendment may be proposed by software node license holders and adopted if approved by a **two-thirds (2/3) majority vote** of all active software license holders, as defined in the Community Voting Policy. Any such amendment must also be reviewed for legal and regulatory compliance before taking effect.

IN WITNESS WHEREOF, this Charter is adopted as of the date of its approval by the initial Board of Directors and shall be carried out in accordance with the Operating Agreement maintained by the Chairman of the Board. This Charter may be executed in counterparts.

This Charter shall be published publicly on the Foundation's website and made available for review by any interested party.

Effective: June 1, 2025