**A/3/L.1**



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***United Nations Decade of Sustainable Energy For All (2014-2024)***

**SIDS DOCK Foundation**

Steps for Standing Up the Non-Profit Corporation

1. Designate an Incorporator. The Incorporator is simply the person who will be responsible for registering the corporation with the State of Delaware, i.e. filing the corporation’s Articles of Organization with the State of Delaware, and as noted below, subsequently has no further authority or responsibility for the corporation. [Mr. John Sharp of Squire Patton Boggs is prepared to serve this function. Therefore, the Executive Council approves this appointment]
2. Register the Corporation. We propose to engage CT Corporation to file the Articles of Incorporation (with Mr. John Sharp signing the required documents). CT Corporation is a well-established and highly reputable registered agent and corporate compliance firm, who will ensure that the documents are filed in accordance with Delaware law. The fee for this service is approximately US$750. CT Corporation can also serve as the Delaware registered agent for the Foundation (e.g., receiving service of process) on behalf of the Foundation for an annual fee of US$165. [Executive Council approves the above arrangement – US$915 initial fee and US$165 annually]
3. Resignation of the Incorporator. The role of an Incorporator officially ends when the corporation is registered with the state, and the Incorporator issues a letter of resignation [“Action by Written Consent and Tender of Sole Incorporator”]. The letter is issued by the Incorporator lists the names of initial directors of the corporation, as well as statement by the Incorporator that all formalities of registering the corporation with the state of registration are completed and that the Incorporator has resigned from his position.
4. Adoption of Initial Resolutions. Attached is a draft of the initial resolutions (L.2) that should be passed by the unanimous consent of the initial directors. While there is a great deal of flexibility as to what these might include, the following is a list of minimum items of business that should be dealt with:
   1. Appointment of directors.
   2. Ratification and affirmation of the Certificate of Incorporation.
   3. Adoption of Bylaws.
   4. Authorizing/Directing the Secretary to file for and Employer Identification Number and for recognition of tax-exempt status.
   5. Designation of Depositary and related matters (e.g., authorization to deposit and disburse funds).
   6. Designation of fiscal year.
   7. Designation of principal office.
   8. Delegation of general management powers.
   9. Ratification of acts of Incorporator.
5. Timing: The first three items can be accomplished within approximately 5 business days upon verbal approval of SIDS DOCK. Contemporaneously, discussion of the initial unanimous consent decree should be undertaken. While there is not specific deadline for its passage, filing for tax-exempt status my not begin until this is accomplished.