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Return of Private Foundation
or Section 4947(a)(1) Trust Treated as Private Foundation
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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf

For calendar year 2015 or tax year beginning 12/04, 2015, and ending 12/31, 2015

Name of foundation MARTI & STEVE DIAMOND CHARITABLE FOUNDATION		A Employer identification number 47-5106683
Number and street (or P.O. box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) 800-352-3705
1525 W.W.T. HARRIS BLVD. D1114-044		
City or town, state or province, country, and ZIP or foreign postal code CHARLOTTE, NC 28262		
G Check all that apply. <input checked="" type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		C If exemption application is pending, check here <input type="checkbox"/> D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 5,009,122.		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)	5,000,000.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B.				
3 Interest on savings and temporary cash investments.				
4 Dividends and interest from securities	4,519.	4,519.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a				
7 Capital gain net income (from Part IV, line 2)				
8 Net short-term capital gain.				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	5,004,519.	4,519.		
13 Compensation of officers, directors, trustees, etc.				
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions) 2	202.	202.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses. Add lines 13 through 23.	202.	202.	NONE	
25 Contributions, gifts, grants paid				
26 Total expenses and disbursements Add lines 24 and 25	202.	202.	NONE	
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	5,004,317.			
b Net investment income (if negative, enter -0-)		4,317.		
c Adjusted net income (if negative, enter -0-)				

SCANNED JUN 01 2016 Revenue Operating and Administrative Expenses

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments		3,816,971.	3,816,971.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶ NONE			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) . STMT 3		476,711.	480,465.
	c	Investments - corporate bonds (attach schedule)			
	Liabilities	11	Investments - land, buildings, and equipment basis ▶		
		Less accumulated depreciation (attach schedule) ▶			
12		Investments - mortgage loans			
13		Investments - other (attach schedule) STMT 4		550,000.	549,053.
14		Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
15		Other assets (describe ▶ STMT 5)		160,634.	162,633.
16		Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		5,004,316.	5,009,122.
17		Accounts payable and accrued expenses			
18		Grants payable			
Net Assets or Fund Balances	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)		NONE		
24	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
25	Unrestricted				
26	Temporarily restricted				
27	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
28	Capital stock, trust principal, or current funds		5,004,316.		
29	Paid-in or capital surplus, or land, bldg, and equipment fund				
30	Retained earnings, accumulated income, endowment, or other funds				
31	Total net assets or fund balances (see instructions)		5,004,316.		
32	Total liabilities and net assets/fund balances (see instructions)		5,004,316.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	
2	Enter amount from Part I, line 27a	2	5,004,317.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	5,004,317.
5	Decreases not included in line 2 (itemize) ▶ ROUNDING	5	1.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,004,316.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr)	(d) Date sold (mo., day, yr)
1a					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2		
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3		

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

N/A

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☐ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2014			
2013			
2012			
2011			
2010			
2 Total of line 1, column (d)			2
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5			4
5 Multiply line 4 by line 3			5
6 Enter 1% of net investment income (1% of Part I, line 27b)			6
7 Add lines 5 and 6			7
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	86.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	86.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	86.
6 Credits/Payments			
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a		
b Exempt foreign organizations - tax withheld at source	6b		NONE
c Tax paid with application for extension of time to file (Form 8868)	6c		NONE
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7		NONE
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		86.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2016 estimated tax <input type="checkbox"/> NONE Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> DE <input type="checkbox"/> CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X
14 The books are in care of <u>SEE STATEMENT 7</u> Telephone no. <u></u> Located at <u></u> ZIP+4 <u></u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	
16 At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country <u></u>	16	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)) a At the end of tax year 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <u></u> b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u></u>	2b	X
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No b If "Yes," did it have excess business holdings in 2015 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2015)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?	4a	X
	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ **5b**

Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ **6b** X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
STEPHEN P DIAMOND	PRES., TREAS.			
2711 CENTERVILLE ROAD, STE 400, WILMINGTON, DE 19808	5	-0-	-0-	-0-
MARTI DIAMOND	VICE PRES., SECR			
2711 CENTERVILLE ROAD, STE 400, WILMINGTON, DE 19808	5	-0-	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		NONE	NONE	NONE

Total number of other employees paid over \$50,000 ☐ **NONE**

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1 NONE	
2	
All other program-related investments See instructions.	
3 NONE	
Total. Add lines 1 through 3	

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,192,150.
b	Average of monthly cash balances	1b	3,816,971.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	5,009,121.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	5,009,121.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	75,137.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,933,984.
6	Minimum investment return. Enter 5% of line 5	6	18,925.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	18,925.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	86.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	86.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	18,839.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	18,839.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	18,839.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	NONE
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	NONE

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				18,839.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.			NONE	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2015				
a From 2010	NONE			
b From 2011	NONE			
c From 2012	NONE			
d From 2013	NONE			
e From 2014	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ \$ _____				
a Applied to 2014, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2015 distributable amount.				NONE
e Remaining amount distributed out of corpus.	NONE			
5 Excess distributions carryover applied to 2015 . (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b.		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2014. Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016.				18,839.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	NONE			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2011	NONE			
b Excess from 2012	NONE			
c Excess from 2013	NONE			
d Excess from 2014	NONE			
e Excess from 2015	NONE			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

MARTI AND STEVE DIAMOND

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

b The form in which applications should be submitted and information and materials they should include.

c Any submission deadlines:

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Part XV **Supplementary Information** *(continued)***3 Grants and Contributions Paid During the Year or Approved for Future Payment**

<div>Recipient</div> <div>Name and address (home or business)</div>	<div>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</div>	<div>Foundation status of recipient</div>	<div>Purpose of grant or contribution</div>	<div>Amount</div>
a <i>Paid during the year</i>				
Total ►			3a	
b <i>Approved for future payment</i>				
Total ►			3b	

Part XVI-A	Analysis of Income-Producing Activities
-------------------	--

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount		
1 Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments .						
4 Dividends and interest from securities			14	4,519.		
5 Net rental income or (loss) from real estate						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property .						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory						
9 Net income or (loss) from special events . . .						
10 Gross profit or (loss) from sales of inventory . .						
11 Other revenue a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)				4,519.		
13 Total. Add line 12, columns (b), (d), and (e)				13	4,519.	

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B	Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

[illegible]


2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Signature of officer or trustee 05/04/2016 **DIRECTOR**
Date Title
DIAMOND FDN

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Print/Type preparer's name DERRICK PUCKETT, AVP		Preparer's signature 		Date 05/04/2016	Check <input type="checkbox"/> If self-employed	PTIN P01031673
Firm's name ▶ WELLS FARGO BANK, N.A.					Firm's EIN ▶ 94-3080771	
Firm's address ▶ 1525 W W.T. HARRIS BLVD. D1114-044 CHARLOTTE, NC 28262					Phone no. 800-691-8916	

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

OMB No 1545-0047

2015▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990**Name of the organization****Employer identification number**

MARTI & STEVE DIAMOND CHARITABLE FOUNDATION

47-5106683

Organization type (check one)**Filers of:****Section:**

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒
- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization MARTI & STEVE DIAMOND CHARITABLE FOUNDATION	Employer identification number 47-5106683
--	---

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	MARTI AND STEVE DIAMOND 2711 CENTERVILLE ROAD WILMINGTON, DE 19808	\$ 5,000,000.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
EATON VANCE GLOBAL MACRO - I #0088	3,398.	3,398.
ISHARES RUSSELL MID-CAP ETF	747.	747.
ISHARES CORE S&P SMALL-CAP E	374.	374.
TOTAL	4,519.	4,519.

FORM 990PF, PART I - TAXES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES ON NONQUALIFIED	202.	202.
TOTALS	202.	202.
	=====	=====

47-5106683

MARTI & STEVE DIAMOND CHARITABLE FOUNDATION

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
464287804 ISHARES CORE S&P SMA	82,121.	82,583.
464287499 ISHARES RUSSELL MID-	134,590.	136,153.
256206103 DODGE & COX INTERNAT	130,000.	130,286.
093001774 WILLIAM BLAIR INTERN	130,000.	131,443.
	-----	-----
TOTALS	476,711.	480,465.
	=====	=====

MARTI & STEVE DIAMOND CHARITABLE FOUNDATION

47-5106683

FORM 990PF, PART II - OTHER INVESTMENTS

=====

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	----
63872T885 ASG GLOBAL ALTERNATI	C	150,000.	150,566.
74925K581 BOSTON PARTNERS LONG	C	200,000.	200,673.
277923728 EATON VANCE GLOBAL M	C	200,000.	197,814.
		-----	-----
TOTALS		550,000.	549,053.
		=====	=====

47-5106683

MARTI & STEVE DIAMOND CHARITABLE FOUNDATION

FORM 990PF, PART II - OTHER ASSETS
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
19247U106 COHEN & STEERS INSTI	110,000.	111,777.
78463X863 SPDR DJ WILSHIRE INT	50,634.	50,856.
	-----	-----
TOTALS	160,634.	162,633.
	=====	=====

MARTI & STEVE DIAMOND CHARITABLE FOUNDATION

47-5106683

FORM 990PF, PART VII-A - NEW SUBSTANTIAL CONTRIBUTORS

=====

NAME AND ADDRESS

MARTI AND STEVE DIAMOND
2711 CENTERVILLE ROAD
WILMINGTON, DE 19808

STATEMENT 6

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF
=====

NAME: WELLS FARGO BANK NA

ADDRESS: ONE WEST 4TH STREET D4000-062
WINSTON SALEM, NC 27101-4000

TELEPHONE NUMBER: (800)352-3705

BYLAWS
OF
MARTI AND STEVE DIAMOND CHARITABLE FOUNDATION

ARTICLE I

Name, Offices and Registered Agent; Books and Records

SECTION 1. Corporate Name. The name of the corporation, as incorporated and existing under and by virtue of the Delaware General Corporation Law, as from time to time amended (hereinafter referred to as the "Act"), is and shall be "MARTI AND STEVE DIAMOND CHARITABLE FOUNDATION" (hereinafter referred to as the "Corporation").

SECTION 2. Principal Office. The Corporation shall have and continuously maintain a principal office at such location, in the state of Delaware or elsewhere, as the Board of Directors of the Corporation (hereinafter called the "Board of Directors" or "Board") shall determine from time to time. The Corporation may have such other offices, in the State of Delaware or elsewhere, as the Board of Directors shall determine from time to time.

SECTION 3. Registered Office and Agent. The Corporation shall have and continuously maintain a registered office and agent in the State of Delaware in accordance with the requirements of the Act.

SECTION 4. Books and Records. The books and records of the Corporation shall be kept at its principal office or at such other place or places as the Board of Directors shall determine from time to time.

ARTICLE II

Membership

SECTION 1. Qualifications, Election and Dues. The Corporation shall have no members, as such. For all purposes of Delaware law, the directors of the Corporation shall exercise all powers of members.

ARTICLE III

Board of Directors

SECTION 1. General Powers and Duties. The property, business and affairs of the Corporation shall be managed by the Board of Directors, which shall have exclusive responsibility for the determination and implementation of policy for the Corporation. The

Board may exercise all powers, rights and privileges of the Corporation (whether expressed or implied in the Certificate of Incorporation of the Corporation or conferred by law or otherwise) and do all acts and things which may be done by the Corporation. Each director shall be entitled to one full vote on each matter.

SECTION 2. Number, Election and Term of Office. The number of directors of the Corporation shall be six. Directors shall be elected by the directors at the annual meeting of the Board of Directors to hold office for one year and until their successors shall have been elected and qualified, or until their earlier death, resignation or removal. Directors need not be residents of the State of Delaware. The Board of Directors may at any time, by resolution, increase or decrease the number of directors; provided, however, that (i) there shall always be at least one director, and (ii) no decrease in the number of directors shall have the effect of shortening the term of an incumbent director.

SECTION 3. Resignation and Removal. Any director may resign at any time by giving written notice to the Board of Directors or the President or the Secretary of the Corporation. Such resignation shall take effect when the notice is delivered unless the notice specifies a future date; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The pending vacancy may be filled pursuant to Section 4 of this Article before the effective date, but the successor shall not take office until the effective date. Any director may be removed, with or without cause, by the affirmative vote of the majority of the directors (other than the director whose removal is under consideration) then in office.

SECTION 4. Vacancies. Any vacancy occurring in the Board of Directors, or, any directorship to be filled by reason of an increase in the number of directors, may be filled by appointment by the Board of Directors. Each director elected to fill a vacancy shall hold office for the unexpired term of his or her predecessor in office.

SECTION 5. Annual Meeting. An annual meeting of the Board of Directors for the purpose of electing officers and for the transaction of such other business as may come before the meeting shall be held at such date, time and place as the Board shall determine. Notice of any annual meeting of the Board must be given at least five days and not more than sixty days previously thereto. Failure to hold an annual meeting at the designated time and place or otherwise shall not work a forfeiture or dissolution of the Corporation.

SECTION 6. Regular Meetings. The Board of Directors may hold regular meetings at such place, either within or without the State of Delaware, and at such times as may be designated by resolution of the Board of Directors, except that the President of the Corporation may alter the date, time, and place of any regular meeting. No notice other than such resolution need be given, except that if the President alters the date, time, and place of a regular meeting, notice shall be provided to all directors at least three days before the date fixed by the President for such meeting and at least two days before the date that such meeting would otherwise have been held.

SECTION 7. Special Meetings. Special meetings of the Board of Directors may be held at any time on the call of the President or at the request in writing of any one or more

directors upon giving at least two days' notice to each director. Special meetings of the Board of Directors may be held at such place, either within or without the State of Delaware, as shall be specified or fixed in the call for such meeting or notice thereof.

SECTION 8. Notice of Meetings; Waiver of Notice. Notice of each special meeting shall be delivered by or at the direction of the Secretary to each director at least two days before the day on which the meeting is to be held. Notice may be waived in writing by a director, either before or after the meeting. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting except where the director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

SECTION 9. Quorum. A majority of the whole Board of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by law, the Certificate of Incorporation of the Corporation or these Bylaws.

SECTION 10. Participation at Meetings by Conference Telephone. Directors may participate in and act at any meeting of the Board of Directors through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

SECTION 11. Officers of the Meetings. At meetings of the Board, the President, if present, otherwise a person chosen by a majority vote of the directors present at the meeting, shall act as chair of the meeting. The Secretary, if present, otherwise a person appointed by the chair of the meeting, shall act as secretary of the meeting. The chair of the meeting shall, without relinquishing the chair, have full power of discussion and right to vote in respect of any matter before the meeting. The chair of the meeting shall have the right to decide, without appeal, the order of business for such meeting and all procedural matters, including the right to limit discussion as being unreasonably cumulative or prolonged.

SECTION 12. Presumption of Assent. A director who is present at a meeting of the Board at which action on any matter is taken shall be conclusively presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she files his or her written dissent to such action with the person acting as the secretary of the meeting, if any, before adjournment thereof or forwards such dissent by registered or certified mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

SECTION 13. Informal Action. Any action required to be taken, or which may be taken, at a meeting of the Board of Directors may be taken without a meeting if a consent in

writing, setting forth the action so taken, is signed by all the directors. Any consent may be signed in counterparts with the same force and effect as if all directors had signed the same copy. All signed copies of any such written consent shall be delivered to the Secretary of the Corporation to be filed in the corporate records. Any such consent signed by all of the directors shall have the same effect as a unanimous vote. Any consent in writing may be made by electronic transmission.

SECTION 14. Compensation. The Board of Directors, by the affirmative vote of a majority of the directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation of all directors for services to the corporation as directors, officers, or otherwise. By resolution of the Board of Directors, the directors may be paid their expenses, if any, of attendance at each meeting of the Board. No such payment previously mentioned in this Section shall preclude any director from serving the corporation in any other capacity and receiving reasonable compensation therefore.

ARTICLE IV

Officers

SECTION 1. Designation, Election and Term of Office. The officers of the Corporation shall consist of a President, a Secretary, a Treasurer, and such other officers and assistant officers as the Board of Directors may authorize. The officers shall be elected by the Board of Directors at its annual meeting to hold office for one year and until their successors have been duly elected and qualified, or until their earlier death, resignation or removal. Any two or more offices may be held by the same person.

SECTION 2. Control by Board of Directors. The powers and duties of officers of the Corporation as prescribed by this Article IV or elsewhere in these Bylaws are subject to alteration or suspension by the Board, in specific instances or for specific purposes, as set forth in a resolution of the Board effecting such alteration or suspension.

SECTION 3. Bonds. The Board of Directors may require persons serving as officers, agents or employees of the Corporation to give bond to the Corporation, in such form and amount and with such surety as the Board may determine, conditioned upon the faithful performance of their duties and upon the restoration to the Corporation when their service terminates of all books, records, money and other things in their possession or control belonging to the Corporation. The cost of procuring such bonds shall be borne by the Corporation.

SECTION 4. Employment Contracts. Every employment for personal services to be rendered to the Corporation shall be at the pleasure of the Corporation unless the employment is for a specified term pursuant to a written contract authorized or ratified by the Board of Directors. Election or appointment of an officer or agent shall not of itself create contract rights.

SECTION 5. Compensation. The compensation of all officers of the corporation shall be fixed by the Board of Directors. No officer shall be prevented from receiving compensation by reason that he is also a director of the corporation.

SECTION 6. Authority and Duties. All officers and agents of the corporation, as between themselves and the corporation, shall have such express authority and perform such duties in the management of the property and affairs of the corporation as is provided in these Bylaws, or, to the extent not provided, as may be determined by resolution of the Board of Directors not inconsistent with these Bylaws. All officers and agents of the corporation shall also have such implied authority as recognized by the common law from time to time.

SECTION 7. The President. The President shall be the chief executive officer of the Corporation and, subject to the direction and control of the Board, shall have general charge of the affairs of the Corporation. In general, the powers and duties of the President shall be those ordinarily exercised or performed by the chief executive officer of a corporation and such other powers and duties as may be assigned to the President by the Board. Without limiting the preceding sentence by this specification, the President shall attend all meetings of the Board of Directors and shall act as the President of such meetings; unless otherwise directed by the Board, shall have full power to vote in the name of the Corporation, in person or by general or limited proxy, all shares of stock and other voting securities owned by the Corporation; shall see that the resolutions and directions of the Board of Directors are carried into effect; and may hire such agents and employees as the President deems to be necessary or convenient in the conduct of the affairs of the Corporation and may fix their compensation, prescribe their powers and duties and terminate their service at any time. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Corporation or a different mode of execution is expressly prescribed by the Board or these Bylaws, the President may execute for the Corporation such documents as needed for the conduct of the Corporation's affairs in the ordinary course, as well as any deeds, mortgages, leases, bonds, contracts, checks, notes or other documents which the Board has authorized to be executed, and he or she may accomplish such execution either under or without the seal of the Corporation and either individually or with the Secretary, any Assistant Secretary, or any other officer thereunto authorized by the Board, according to the requirements of the form of the document. The President, in conjunction with the Treasurer, shall annually (or at such more frequent intervals as the Board may direct) prepare a budget for the Corporation and shall present such budget to the Board for its approval.

SECTION 8. The Secretary. In general, the powers and duties of the Secretary shall be those ordinarily incident to the office of secretary of a corporation and such other powers and duties as may be assigned to the Secretary by the Board or by the President. Without limiting the preceding sentence by this specification, the Secretary shall give or cause to be given all notices provided for or required by law or the Certificate of Incorporation of the Corporation or these Bylaws; shall be custodian of the seal, if any, of the Corporation and shall cause the seal to be affixed to and attested on all documents executed on behalf of the Corporation if a corporate seal is necessary or appropriate, unless another person has been authorized to do so by resolution of the Board; shall have charge of all books, records and papers of the Corporation relating to its organization and existence as a corporation; and shall have the duty to keep and file all reports, statements and other documents required by law except where the duty is expressly imposed on some other officer, agent or employee.

SECTION 9. The Treasurer. The Treasurer shall be the principal accounting and financial officer of the Corporation, and, in general, the powers and duties of the Treasurer shall be those ordinarily incident to the office of treasurer of a corporation and such other powers and

duties as may be assigned to the Treasurer by the Board or by the President. Without limiting the preceding sentence by this specification, the Treasurer shall be responsible for the collection, receipt, custody and disbursement of all corporate funds and securities; shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such banks or other depositories as may be designated by the Board or by an officer of the Corporation pursuant to any delegation of such authority by the Board; shall be responsible for carrying out the policies of the Corporation relating to the approval, grant or extension of credit by the Corporation and for the procurement and maintenance of adequate insurance for the Corporation; shall have custody of the accounting and financial records of the Corporation; and shall render such reports with respect to accounting and financial matters to the President and to the Board on a quarterly basis or at such other intervals as they may require.

SECTION 10. Resignation. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the Corporation. Any such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 11. Removal. Any of the officers designated in Section 1 of this Article may be removed by the Board of Directors for cause or without cause whenever in its judgment the best interests of the corporation will be served thereby; provided, that any such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

SECTION 12. Vacancies. Any vacancy in any office because of death, resignation, removal, disqualification or any other cause, shall be filled by the Board of Directors at an annual or regular meeting or at a special meeting called for such purpose.

ARTICLE V

Committees

SECTION 1. Special Committees. The Board of Directors from time to time may establish by resolution special committees of the Corporation. Except as otherwise provided in these Bylaws, special committees shall have such designations and functions as shall be set forth by resolution of the Board. All committees appointed pursuant to this Section shall have advisory and administrative functions only. No committee appointed pursuant to this Section shall have or exercise any of the powers of the Board. Committees appointed pursuant to this Section shall consist of not less than two nor more than five members, as determined by the Board. All committees appointed pursuant to this Section shall report to and be subject to the direction and control of the Board and shall provide regularly to the Board written summaries of all committee meetings, deliberations and proposed actions.

SECTION 2. Tenure. Members of committees appointed pursuant to this Article shall serve for one year and until their successors have been appointed and qualified, unless prior thereto the committee is dissolved by the Board of Directors or a member's service is sooner terminated by death, resignation, inability or unwillingness to serve or removal by the Board. Vacancies on any committee shall be filled by the Board for the unexpired portion of the term.

SECTION 3. Meetings. The Board of Directors shall designate one of the members of each committee as its chair. For all committees, the chair shall preside at meetings of the committee. In the absence of the chair, the committee members present shall appoint one of their number as a temporary chair. Notice of the time and place of all meetings of committees shall be given to its members at least two days in advance of the meeting, but such notice may be waived in writing or by attendance at the meeting.

SECTION 4. Quorum. A majority of the voting members of a committee appointed pursuant to this Article shall constitute a quorum. If a quorum is not present at a meeting, a majority of the members present may adjourn the meeting from time to time without further notice.

SECTION 5. Manner of Acting. The act of a majority of the members of a committee appointed pursuant to this Article present at a meeting at which a quorum exists shall be the act of the committee. Any action which may be taken at a meeting of a committee may be taken without a meeting if a consent in writing setting forth such action shall be signed by all the members of the committee.

ARTICLE VI

Federal Tax Provisions

SECTION 1. Purpose of Corporation. The Corporation is organized and shall be operated exclusively for religious, scientific, charitable, literary, and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986 as from time to time amended (the "Code"), or the corresponding section of any future federal tax code.

SECTION 2. Inurement of Benefits. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and reasonable reimbursement for expenses and to make payments and distributions in furtherance of the purposes set forth above.

SECTION 3. Lobbying and Prohibited Activities Generally. No substantial part of the activities of the Corporation shall be the 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 provisions of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

SECTION 4. Distribution of Assets Upon Dissolution. Upon the dissolution of the Corporation, assets of the corporation remaining after the satisfaction of liabilities shall be distributed exclusively for one or more exempt purposes within the meaning of Code Section 501(c)(3), or shall be distributed to the federal government or to a state or local government for a public purpose, as the Board of Directors shall determine. Any such assets not so disposed of

shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, which are organized and operated exclusively for such purposes, as said court shall determine.

SECTION 5. Private Foundation Requirements. During any period in which the Corporation may be a private foundation, the following provisions shall apply:

(a) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding provisions of any subsequent Federal tax law;

(b) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding provisions of any subsequent Federal tax law;

(c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding provisions of any subsequent Federal tax law;

(d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code, or corresponding provisions of any subsequent Federal tax law; and

(e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding provisions of any subsequent Federal tax law.

ARTICLE VII

Indemnification

SECTION 1. Indemnification of Directors, Officers, Employees and Agents:

Insurance.

(a) The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that the person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the person's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon

a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that the person's conduct was unlawful.

(b) The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that the person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

(c) To the extent that a present or former director or officer of a corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraph (a) or paragraph (b) of this Section, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

(d) Any indemnification under paragraph (a) or paragraph (b) of this Section (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the present or former director, officer, employee or agent is proper in the circumstances because the person has met the applicable standard of conduct set forth in paragraph (a) or paragraph (b) of this Section. Such determination shall be made, with respect to a person who is a director or officer at the time of such determination, (i) by a majority vote of the directors who are not parties to such action, suit or proceeding, even though less than a quorum, or (ii) by a committee of such directors designated by majority vote of such directors, even though less than a quorum, or (iii) if there are no such directors, or if such directors so direct, by independent legal counsel in a written opinion.

SECTION 2. Contract with the Corporation. The provisions of this Article VIII shall be deemed to be a contract between the Corporation and each director or officer who serves in any capacity at any time while this Article VIII is in effect, and any repeal or modification of this Article VIII shall not affect any rights or obligations hereunder with respect to any state of facts then or theretofore existing or any action, suit, or proceeding theretofore or thereafter brought or threatened based in whole or in part upon any such state of facts.

SECTION 3. Payment of Expenses in Advance. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified as authorized in this Article VIII.

SECTION 4. Indemnification Not Exclusive. The indemnification provided by this Article VIII shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement, vote of disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

SECTION 5. Insurance Against Liability. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article VIII.

ARTICLE VIII

Miscellaneous Provisions

SECTION 1. Depositories. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may designate.

SECTION 2. Checks, Drafts, Notes, Etc. All checks, drafts or other orders for the payment of money and all notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, or agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

SECTION 3. Gifts. The Board of Directors, the President, the Treasurer, or any standing or special committee designated by the Board to have such authority may accept on behalf of the Corporation any grant, contribution, gift, bequest, or devise for the general purposes or for any special purposes of the Corporation.

SECTION 4. Fiscal Year. For accounting and related purposes, the fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year. The Board of Directors may, by resolution, change the beginning and ending dates of the fiscal year, and any such change shall be effective upon the date set in the resolution, but only upon approval by the Internal Revenue Service, if such approval is required by law.

SECTION 5. Delivery of Notice. Any notices required to be delivered pursuant to these Bylaws if sent by mail shall be deemed to be delivered on the second business day after the date on which it is deposited in the United States mail so addressed, with postage thereon prepaid addressed to the person at his or her address as it appears on the records of the Corporation, with sufficient first-class postage prepaid thereon. Any notice required by these Bylaws may be delivered electronically to the recipient's email address or its equivalent as it appears in the records of the Corporation.

SECTION 6. Investment. Unless otherwise specified by the terms of a particular gift, bequest or devise, grant or other instrument, and subject to Section 5 of Article VI of these Bylaws, the funds of the Corporation may be invested, from time to time, in such manner as the Board of Directors may deem advantageous without regard to restrictions applicable to trustees or trust funds.

SECTION 7. Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by the Board of Directors. Such authority may be general or confined to specific instances.

SECTION 8. Leases. No leases of land, buildings or equipment, whether written or oral, shall be made on behalf of the Corporation, either as lessor or lessee, unless authorized by the Board of Directors. Such authority may be general or confined to specific instances.

SECTION 9. Contracts. The Board of Directors may authorize any one or more officers of the Corporation, or any one or more agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

SECTION 10. Compensation for Services. Subject to any policy or policies in force relating to conflicts of interest that may be adopted by the Board of Directors, a director or officer of the Corporation, or any firm or corporation in which such director or officer is a member, director, officer or otherwise interested, may be engaged by the Corporation to render services on behalf of the Corporation, even though such director or officer shall make or participate in the decision to so engage himself or herself or such firm or corporation. A member, director or officer or any firm or corporation so engaged shall be entitled to receive his, her or its customary and reasonable compensation for such services.

ARTICLE IX

Amendments

SECTION 1. Method of Amendment. These Bylaws may be altered, amended or repealed, and new and other Bylaws may be made and adopted, by resolution of the Board of Directors at any time or from time to time, by the affirmative vote of a majority of the total number of directors then in office.

SECTION 2. Amendment of Certificate of Incorporation. The Certificate of Incorporation of the Corporation may be amended or restated by resolution of the Board of

Directors at any time or from time to time, by the affirmative vote of a majority of the total number of directors then in office.

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**UNANIMOUS WRITTEN CONSENT OF DIRECTORS
IN LIEU OF THE
ORGANIZATIONAL MEETING OF
THE MARTI AND STEVE DIAMOND CHARITABLE FOUNDATION**

The undersigned, being all of the Directors of The Marti and Steve Diamond Charitable Foundation, a Delaware corporation (the "Corporation"), acting pursuant to Section 141(f) of the General Corporation Law of the State of Delaware, as amended, do hereby consent to and take the following actions:

RATIFICATION OF ACTIONS

RESOLVED, that all actions taken by the Sole Incorporator of the Corporation hereby are in all respects approved, ratified, and confirmed and that the Sole Incorporator is hereby relieved of all further responsibilities and absolved of all liabilities;

RESOLVED FURTHER, that the filing of the Certificate of Incorporation of the Corporation in the office of the Secretary of the State of Delaware on September 18, 2015, is hereby ratified, confirmed, adopted, and approved;

RESOLVED FURTHER, that the appointment of Corporation Service Company, as the resident agent of the Corporation in the State of Delaware, in charge of the registered office located at 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808, in the county of New Castle, and of the books required by law to be kept in that office, and as agent upon whom process against the Corporation may be served, including the forwarding of process served, official notices, and communications, is hereby ratified, confirmed, adopted, and approved; and

RESOLVED FURTHER, that all actions heretofore taken for, in the name of, or on behalf of the Corporation by any promoter, director, or officer of the Corporation, including, but not limited to, engaging counsel and independent accountants for the Corporation, executing any other agreements or documents and taking all action and paying all expenses necessary or desirable to effectuate the incorporation or start of business, are hereby ratified, approved and adopted by the Corporation in all respects.

PAYMENT OF ORGANIZATIONAL EXPENSES

RESOLVED, that the officers of the Corporation are authorized and directed to pay all organization expenses out of the funds of the Corporation.

RATIFICATION OF BYLAWS

WHEREAS, the Corporation's Incorporator adopted Bylaws in substantially the form attached hereto as Exhibit "A" for the regulation of the affairs of the Corporation.

NOW, THEREFORE, BE IT RESOLVED, that the Bylaws so adopted by the Corporation's Incorporator are ratified, confirmed, and approved as the Bylaws of the Corporation until amended or repealed in accordance with applicable law; and

RESOLVED FURTHER, that the Secretary of the Corporation be, and hereby is, authorized and directed to execute a certification of the Bylaws and to place the Bylaws in the Minute Book of the Corporation.

ELECTION OF OFFICERS

RESOLVED, that the following persons be, and each of them hereby is, elected to the office of the Corporation set forth opposite his or her name, to serve for the term provided for in the Bylaws of the Corporation:

President	Stephen P. Diamond
Vice President	Marti Diamond
Secretary	Marti Diamond
Treasurer	Stephen P. Diamond

ADOPTION OF ACCOUNTING YEAR

RESOLVED, that the accounting year of the Corporation shall end on December 31 of each year.

OPENING OF BANK ACCOUNTS

RESOLVED, that the President or any Vice President is authorized for and on behalf of the Corporation to designate banks in which the funds of the Corporation may be deposited to the credit of the Corporation, with such officers as he deems appropriate to withdraw funds from said accounts, and to otherwise carry on business with said banks, all of which shall be evidenced and set forth in the printed forms of resolutions provided by said banks, and any such resolutions executed and delivered by the officers of the Corporation shall be deemed and hereby are adopted as resolutions of the Directors of the Corporation as if set forth in full in minutes of a meeting of the board of directors of the Corporation.

GENERAL

FURTHER RESOLVED, that the officers of the Corporation, or any one of them acting alone, be, and each of them hereby is, authorized, empowered and directed to take all such further actions and to do all such things including, without limitation, negotiating, executing and delivering further modifications, amendments or changes to any of the Subject Documents, together with such further agreements, instruments and documents in the name and on behalf of the Corporation, as they may deem necessary or advisable to complete the transactions described in these resolutions and to carry into effect their intent and purpose, and that all actions of said officers so taken or heretofore taken in connection with the transactions herein described are ratified, confirmed and approved in all respects; and

FURTHER RESOLVED, that this consent may be executed in any number of counterparts.

Dated as of December 1, 2015



Stephen P. Diamond



Marti Diamond

Being all of the Directors of the Corporation

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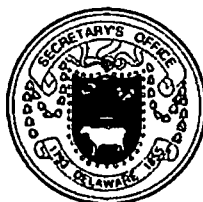
Delaware

The First State

Page 1

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 "MARTI AND STEVE DIAMOND CHARITABLE FOUNDATION", FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF SEPTEMBER, A.D. 2015, AT 9:05 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



5820382 8100
SR# 20150174225

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

A handwritten signature in black ink, appearing to read "JB", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Authentication: 10094496
Date: 09-19-15

**CERTIFICATE OF INCORPORATION
OF
MARTI AND STEVE DIAMOND CHARITABLE FOUNDATION**

FIRST: The name of the corporation is Marti and Steve Diamond Charitable Foundation (the "Corporation").

SECOND: The address of the registered office of the Corporation in the State of Delaware is 2711 Centerville Road, Suite 400, Wilmington, County of New Castle, 19808. The name of the Corporation's registered agent at such address is Corporation Service Company.

THIRD: The Corporation is a nonprofit organization organized exclusively for charitable, religious, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provision of any future United States Internal Revenue law. In furtherance of the foregoing, the purposes of the Corporation to be conducted or promoted are as follows:

To do such acts and carry on such business and affairs as may be permitted by nonprofit corporations under the General Corporation Law of the State of Delaware (the "General Corporation Law") and other laws of the State of Delaware and the laws of the United States of America in order to accomplish the purposes set forth in this Article Third.

Notwithstanding any provision of this certificate of incorporation or any provisions of applicable state law, the Corporation shall not have the power to carry on any activities the existence of which would cause it to fail to qualify as an organization exempt from tax under Section 501(c)(3) of the Code or the corresponding provision of any future United States Internal Revenue law.

FOURTH: No part of the net earnings of this Corporation shall ever inure to the benefit of or be distributable to any of its members, directors or officers or any other person having a personal or private interest in the activities of this Corporation, and no substantial part of the activities of this Corporation shall ever be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of, or in opposition to, any candidate for public office. The Corporation shall not be authorized to accept gifts or contributions or other funds for purposes other than the purposes of the Corporation hereinbefore stated.

FIFTH: The Corporation shall have no authority to issue capital stock.

SIXTH: No officer, member of the Board of Directors, or employee of the Corporation or other person shall receive or be lawfully entitled to receive any pecuniary profit or benefit from the operations of the Corporation, except reasonable compensation for services actually rendered to or on behalf of the Corporation. A director of the Corporation shall not be personally liable to the Corporation or its members 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 General Corporation Law, as the same exists or may hereafter be amended. Any repeal or modification of the foregoing sentence shall not adversely affect any right or protection of a director of the Corporation existing hereunder with respect to any act or omission occurring prior to such repeal or modification.

SEVENTH: The election of the directors of the Corporation need not be by written ballot.

EIGHTH: In the event of the liquidation, dissolution, or winding up of this Corporation, whether voluntary, involuntary, or by operation of law, except as may be otherwise provided by law, the Board of Directors shall have the power to dispose of the assets of the Corporation in such manner as it, in its sole discretion, may determine; provided, however, that any such disposition shall be either (i) for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or the corresponding provision of any future United States Internal Revenue law, or (ii) to the Federal government, or to a State or local government, for a public purpose. Notwithstanding the foregoing, in the event that any of the assets of the Corporation are not disposed of by the Board of Directors under this Article Eighth, any such assets of the Corporation shall be disposed of by a court of competent jurisdiction exclusively for the purposes set forth in (i) and (ii) above, or to such organization or organizations, which, in such court's sole determination, are organized and operated exclusively for such purposes.

NINTH: This Corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision contained in the certificate of incorporation, and to add other provisions to the certificate of incorporation authorized by the laws of the State of Delaware, at the time such laws are in force, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of whatsoever nature conferred upon members, directors or any other persons whomsoever by and pursuant to the certificate of incorporation in its present form or as hereafter amended are granted subject to the rights reserved in this Article Ninth; provided, however, that no amendment, alteration, change or repeal of any provisions of the certificate of incorporation shall authorize the Board of Directors to conduct the affairs of the Corporation in any manner or for any purpose which would cause the Corporation to lose its tax-exempt status under the provisions of the Code or any future United States Internal Revenue laws. In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized and empowered to adopt, amend and repeal the by-laws of the Corporation, subject to the power of the members of the Corporation to amend or repeal any by-law made by the Board of Directors.

TENTH: The name and mailing address of the incorporator are as follows: Steven J. Stewart, One Market Spear Street Tower, 32nd Floor, San Francisco, California, 94105.

IN WITNESS WHEREOF, the undersigned, being the incorporator herein before named, has executed signed and acknowledged this certificate of incorporation this 11th day of September, 2015.

/s/ Steven J. Stewart

Name: Steven J. Stewart, Incorporator