

Application for Recognition of Exemption Under Section 501(c)(3) of the Internal Revenue Code

(00)

OMB No. 1545-0056

Note: If exempt status is approved, this application will be open for public inspection.

► (Use with the June 2006 revision of the Instructions for Form 1023 and the current Notice 1382)

Use the instructions to complete this application and for a definition of all **bold** items. For additional help, call IRS Exempt Organizations Customer Account Services toll-free at 1-877-829-5500. Visit our website at www.irs.gov for forms and publications. If the required information and documents are not submitted with payment of the appropriate user fee, the application may be returned to you.

Attach additional sheets to this application if you need more space to answer fully. Put your name and EIN on each sheet and identify each answer by Part and line number. Complete Parts I - XI of Form 1023 and submit only those Schedules (A through H) that apply to you.

Part I Identification of Applicant

1 Full name of organization (exactly as it appears in your organizing document)		2 c/o Name (if applicable)	
The Joseph Biden Foundation			
3 Mailing address (Number and street) (see instructions)	Room/Suite	4 Employer Identification Number (EIN)	
2711 Centerville Road	400	81-1329470	
City or town, state or country, and ZIP + 4		5 Month the annual accounting period ends (01 - 12)	
Wilmington, DE 19808		12	
6 Primary contact (officer, director, trustee, or authorized representative)		b Phone: 212-506-2228	
a Name: James Byron Kelly, Esq.		c Fax: (optional)	
7 Are you represented by an authorized representative, such as an attorney or accountant? If "Yes," provide the authorized representative's name, and the name and address of the authorized representative's firm. Include a completed Form 2848, <i>Power of Attorney and Declaration of Representative</i> , with your application if you would like us to communicate with your representative.		<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
8 Was a person who is not one of your officers, directors, trustees, employees, or an authorized representative listed in line 7, paid, or promised payment, to help plan, manage, or advise you about the structure or activities of your organization, or about your financial or tax matters? If "Yes," provide the person's name, the name and address of the person's firm, the amounts paid or promised to be paid, and describe that person's role.		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
9a Organization's website: To Be Determined			
b Organization's email: (optional)			
10 Certain organizations are not required to file an information return (Form 990 or Form 990-EZ). If you are granted tax-exemption, are you claiming to be excused from filing Form 990 or Form 990-EZ? If "Yes," explain. See the instructions for a description of organizations not required to file Form 990 or Form 990-EZ.		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
11 Date incorporated if a corporation, or formed, if other than a corporation. (MM/DD/YYYY)		01 / 29 / 2016	
12 Were you formed under the laws of a foreign country ? If "Yes," state the country.		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

Part II Organizational Structure

You must be a corporation (including a limited liability company), an unincorporated association, or a trust to be tax exempt. (See instructions.) **DO NOT file this form unless you can check "Yes" on lines 1, 2, 3, or 4.**

- 1** Are you a **corporation**? If "Yes," attach a copy of your articles of incorporation showing **certification of filing** with the appropriate state agency. Include copies of any amendments to your articles and be sure they also show state filing certification. ☒ **Yes** ☐ **No**
- 2** Are you a **limited liability company (LLC)**? If "Yes," attach a copy of your articles of organization showing certification of filing with the appropriate state agency. Also, if you adopted an operating agreement, attach a copy. Include copies of any amendments to your articles and be sure they show state filing certification. Refer to the instructions for circumstances when an LLC should not file its own exemption application. ☐ **Yes** ☒ **No**
- 3** Are you an **unincorporated association**? If "Yes," attach a copy of your articles of association, constitution, or other similar organizing document that is dated and includes at least two signatures. Include signed and dated copies of any amendments. ☐ **Yes** ☒ **No**
- 4a** Are you a **trust**? If "Yes," attach a signed and dated copy of your trust agreement. Include signed and dated copies of any amendments. ☐ **Yes** ☒ **No**
- b** Have you been funded? If "No," explain how you are formed without anything of value placed in trust. ☐ **Yes** ☐ **No**
- 5** Have you adopted **bylaws**? If "Yes," attach a current copy showing date of adoption. If "No," explain how your officers, directors, or trustees are selected. ☒ **Yes** ☐ **No**

Part III Required Provisions in Your Organizing Document

The following questions are designed to ensure that when you file this application, your organizing document contains the required provisions to meet the organizational test under section 501(c)(3). Unless you can check the boxes in both lines 1 and 2, your organizing document does not meet the organizational test. **DO NOT file this application until you have amended your organizing document.** Submit your original and amended organizing documents (showing state filing certification if you are a corporation or an LLC) with your application.

- 1** Section 501(c)(3) requires that your organizing document state your exempt purpose(s), such as charitable, religious, educational, and/or scientific purposes. Check the box to confirm that your organizing document meets this requirement. Describe specifically where your organizing document meets this requirement, such as a reference to a particular article or section in your organizing document. Refer to the instructions for exempt purpose language. Location of Purpose Clause (Page, Article, and Paragraph): Page 1, Paragraph 3 ☒
- 2a** Section 501(c)(3) requires that upon dissolution of your organization, your remaining assets must be used exclusively for exempt purposes, such as charitable, religious, educational, and/or scientific purposes. Check the box on line 2a to confirm that your organizing document meets this requirement by express provision for the distribution of assets upon dissolution. If you rely on state law for your dissolution provision, do not check the box on line 2a and go to line 2c. ☒
- 2b** If you checked the box on line 2a, specify the location of your dissolution clause (Page, Article, and Paragraph). Do not complete line 2c if you checked box 2a. Page 2, Paragraph 12
- 2c** See the instructions for information about the operation of state law in your particular state. Check this box if you rely on operation of state law for your dissolution provision and indicate the state: ☐

Part IV Narrative Description of Your Activities

Using an attachment, describe your *past*, *present*, and *planned* activities in a narrative. If you believe that you have already provided some of this information in response to other parts of this application, you may summarize that information here and refer to the specific parts of the application for supporting details. You may also attach representative copies of newsletters, brochures, or similar documents for supporting details to this narrative. Remember that if this application is approved, it will be open for public inspection. Therefore, your narrative description of activities should be thorough and accurate. Refer to the instructions for information that must be included in your description.

Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors

- 1a** List the names, titles, and mailing addresses of all of your officers, directors, and trustees. For each person listed, state their total annual **compensation**, or proposed compensation, for all services to the organization, whether as an officer, employee, or other position. Use actual figures, if available. Enter "none" if no compensation is or will be paid. If additional space is needed, attach a separate sheet. Refer to the instructions for information on what to include as compensation.

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
Ted Kaufman	Chairman	117 Bellant Circle Wilmington, DE 19807	\$0
Mark Gitenstein	President	656 East Capitol Street NE Washington, DC 20003	\$0
Valerie Biden Owens	Secretary	156 Locust Lane Kennett Square, PA 19348	\$0
Mark Angelson	Treasurer	876 Park Avenue New York, NY 10075	\$0

Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)

- b** List the names, titles, and mailing addresses of each of your five highest compensated employees who receive or will receive compensation of more than \$50,000 per year. Use the actual figure, if available. Refer to the instructions for information on what to include as compensation. Do not include officers, directors, or trustees listed in line 1a.

Name	Title	Mailing address	Compensation amount (annual actual or estimated)

- c** List the names, names of businesses, and mailing addresses of your five highest compensated **independent contractors** that receive or will receive compensation of more than \$50,000 per year. Use the actual figure, if available. Refer to the instructions for information on what to include as compensation.

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
Vox Global	Communications Firm (Website)	1615 L Street NW, Ste 1110 Washington, DC 20036	\$75,000
Perkins Coie LLP	Law Firm	700 13th Street NW, Ste 600 Washington, DC 20005-3960	\$90,000

The following "Yes" or "No" questions relate to *past, present, or planned* relationships, transactions, or agreements with your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in lines 1a, 1b, and 1c.

- 2a** Are any of your officers, directors, or trustees **related** to each other through **family or business relationships**? If "Yes," identify the individuals and explain the relationship. ☐ Yes ☒ No

- b** Do you have a business relationship with any of your officers, directors, or trustees other than through their position as an officer, director, or trustee? If "Yes," identify the individuals and describe the business relationship with each of your officers, directors, or trustees. ☐ Yes ☒ No

- c** Are any of your officers, directors, or trustees related to your highest compensated employees or highest compensated independent contractors listed on lines 1b or 1c through family or business relationships? If "Yes," identify the individuals and explain the relationship. ☐ Yes ☒ No

- 3a** For each of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, or 1c, attach a list showing their name, qualifications, average hours worked, and duties.

- b** Do any of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, or 1c receive compensation from any other organizations, whether tax exempt or taxable, that are related to you through **common control**? If "Yes," identify the individuals, explain the relationship between you and the other organization, and describe the compensation arrangement. ☐ Yes ☒ No

- 4** In establishing the compensation for your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, and 1c, the following practices are recommended, although they are not required to obtain exemption. Answer "Yes" to all the practices you use.

- a** Do you or will the individuals that approve compensation arrangements follow a conflict of interest policy? ☒ Yes ☐ No
- b** Do you or will you approve compensation arrangements in advance of paying compensation? ☒ Yes ☐ No
- c** Do you or will you document in writing the date and terms of approved compensation arrangements? ☒ Yes ☐ No

Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)

- d** Do you or will you record in writing the decision made by each individual who decided or voted on compensation arrangements? ☒ Yes ☐ No
- e** Do you or will you approve compensation arrangements based on information about compensation paid by **similarly situated** taxable or tax-exempt organizations for similar services, current compensation surveys compiled by independent firms, or actual written offers from similarly situated organizations? Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation. ☒ Yes ☐ No
- f** Do you or will you record in writing both the information on which you relied to base your decision and its source? ☒ Yes ☐ No
- g** If you answered "No" to any item on lines 4a through 4f, describe how you set compensation that is **reasonable** for your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in Part V, lines 1a, 1b, and 1c.
-
- 5a** Have you adopted a **conflict of interest policy** consistent with the sample conflict of interest policy in Appendix A to the instructions? If "Yes," provide a copy of the policy and explain how the policy has been adopted, such as by resolution of your governing board. If "No," answer lines 5b and 5c. ☒ Yes ☐ No
- b** What procedures will you follow to assure that persons who have a conflict of interest will not have influence over you for setting their own compensation?
- c** What procedures will you follow to assure that persons who have a conflict of interest will not have influence over you regarding business deals with themselves?
- Note:** A conflict of interest policy is recommended though it is not required to obtain exemption. Hospitals, see Schedule C, Section I, line 14.
-
- 6a** Do you or will you compensate any of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in lines 1a, 1b, or 1c through **non-fixed payments**, such as discretionary bonuses or revenue-based payments? If "Yes," describe all non-fixed compensation arrangements, including how the amounts are determined, who is eligible for such arrangements, whether you place a limitation on total compensation, and how you determine or will determine that you pay no more than reasonable compensation for services. Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation. ☐ Yes ☒ No
- b** Do you or will you compensate any of your employees, other than your officers, directors, trustees, or your five highest compensated employees who receive or will receive compensation of more than \$50,000 per year, through non-fixed payments, such as discretionary bonuses or revenue-based payments? If "Yes," describe all non-fixed compensation arrangements, including how the amounts are or will be determined, who is or will be eligible for such arrangements, whether you place or will place a limitation on total compensation, and how you determine or will determine that you pay no more than reasonable compensation for services. Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation. ☐ Yes ☒ No
-
- 7a** Do you or will you purchase any goods, services, or assets from any of your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," describe any such purchase that you made or intend to make, from whom you make or will make such purchases, how the terms are or will be negotiated at **arm's length**, and explain how you determine or will determine that you pay no more than **fair market value**. Attach copies of any written contracts or other agreements relating to such purchases. ☐ Yes ☒ No
- b** Do you or will you sell any goods, services, or assets to any of your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," describe any such sales that you made or intend to make, to whom you make or will make such sales, how the terms are or will be negotiated at arm's length, and explain how you determine or will determine you are or will be paid at least fair market value. Attach copies of any written contracts or other agreements relating to such sales. ☐ Yes ☒ No
-
- 8a** Do you or will you have any leases, contracts, loans, or other agreements with your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," provide the information requested in lines 8b through 8f. ☐ Yes ☒ No
- b** Describe any written or oral arrangements that you made or intend to make.
- c** Identify with whom you have or will have such arrangements.
- d** Explain how the terms are or will be negotiated at arm's length.
- e** Explain how you determine you pay no more than fair market value or you are paid at least fair market value.
- f** Attach copies of any signed leases, contracts, loans, or other agreements relating to such arrangements.
-
- 9a** Do you or will you have any leases, contracts, loans, or other agreements with any organization in which any of your officers, directors, or trustees are also officers, directors, or trustees, or in which any individual officer, director, or trustee owns more than a 35% interest? If "Yes," provide the information requested in lines 9b through 9f. ☐ Yes ☒ No

Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)

- b Describe any written or oral arrangements you made or intend to make.
- c Identify with whom you have or will have such arrangements.
- d Explain how the terms are or will be negotiated at arm's length.
- e Explain how you determine or will determine you pay no more than fair market value or that you are paid at least fair market value.
- f Attach a copy of any signed leases, contracts, loans, or other agreements relating to such arrangements.

Part VI Your Members and Other Individuals and Organizations That Receive Benefits From You

The following "Yes" or "No" questions relate to goods, services, and funds you provide to individuals and organizations as part of your activities. Your answers should pertain to *past*, *present*, and *planned* activities. (See instructions.)

- | | | |
|----|--|---|
| 1a | In carrying out your exempt purposes, do you provide goods, services, or funds to individuals? If "Yes," describe each program that provides goods, services, or funds to individuals. | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| b | In carrying out your exempt purposes, do you provide goods, services, or funds to organizations? If "Yes," describe each program that provides goods, services, or funds to organizations. | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| 2 | Do any of your programs limit the provision of goods, services, or funds to a specific individual or group of specific individuals? For example, answer "Yes," if goods, services, or funds are provided only for a particular individual, your members, individuals who work for a particular employer, or graduates of a particular school. If "Yes," explain the limitation and how recipients are selected for each program. | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| 3 | Do any individuals who receive goods, services, or funds through your programs have a family or business relationship with any officer, director, trustee, or with any of your highest compensated employees or highest compensated independent contractors listed in Part V, lines 1a, 1b, and 1c? If "Yes," explain how these related individuals are eligible for goods, services, or funds. | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |

Part VII Your History

The following "Yes" or "No" questions relate to your history. (See instructions.)

- | | | |
|---|---|---|
| 1 | Are you a successor to another organization? Answer "Yes," if you have taken or will take over the activities of another organization; you took over 25% or more of the fair market value of the net assets of another organization; or you were established upon the conversion of an organization from for-profit to non-profit status. If "Yes," complete Schedule G. | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| 2 | Are you submitting this application more than 27 months after the end of the month in which you were legally formed? If "Yes," complete Schedule E. | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |

Part VIII Your Specific Activities

The following "Yes" or "No" questions relate to specific activities that you may conduct. Check the appropriate box. Your answers should pertain to *past*, *present*, and *planned* activities. (See instructions.)

- | | | |
|----|--|---|
| 1 | Do you support or oppose candidates in political campaigns in any way? If "Yes," explain. | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| 2a | Do you attempt to influence legislation ? If "Yes," explain how you attempt to influence legislation and complete line 2b. If "No," go to line 3a. | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| b | Have you made or are you making an election to have your legislative activities measured by expenditures by filing Form 5768? If "Yes," attach a copy of the Form 5768 that was already filed or attach a completed Form 5768 that you are filing with this application. If "No," describe whether your attempts to influence legislation are a substantial part of your activities. Include the time and money spent on your attempts to influence legislation as compared to your total activities. | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| 3a | Do you or will you operate bingo or gaming activities? If "Yes," describe who conducts them, and list all revenue received or expected to be received and expenses paid or expected to be paid in operating these activities. Revenue and expenses should be provided for the time periods specified in Part IX, Financial Data. | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| b | Do you or will you enter into contracts or other agreements with individuals or organizations to conduct bingo or gaming for you? If "Yes," describe any written or oral arrangements that you made or intend to make, identify with whom you have or will have such arrangements, explain how the terms are or will be negotiated at arm's length, and explain how you determine or will determine you pay no more than fair market value or you will be paid at least fair market value. Attach copies or any written contracts or other agreements relating to such arrangements. | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| c | List the states and local jurisdictions, including Indian Reservations, in which you conduct or will conduct gaming or bingo. | |

Part VIII Your Specific Activities (Continued)

- 11** Do you or will you accept contributions of: real property; conservation easements; closely held securities; intellectual property such as patents, trademarks, and copyrights; works of music or art; licenses; royalties; automobiles, boats, planes, or other vehicles; or collectibles of any type? If "Yes," describe each type of contribution, any conditions imposed by the donor on the contribution, and any agreements with the donor regarding the contribution. ☒ **Yes** ☐ **No**
-
- 12a** Do you or will you operate in a **foreign country or countries**? If "Yes," answer lines 12b through 12d. If "No," go to line 13a. ☐ **Yes** ☒ **No**
- b** Name the foreign countries and regions within the countries in which you operate.
- c** Describe your operations in each country and region in which you operate.
- d** Describe how your operations in each country and region further your exempt purposes.
-
- 13a** Do you or will you make grants, loans, or other distributions to organization(s)? If "Yes," answer lines 13b through 13g. If "No," go to line 14a. ☒ **Yes** ☐ **No**
- b** Describe how your grants, loans, or other distributions to organizations further your exempt purposes.
- c** Do you have written contracts with each of these organizations? If "Yes," attach a copy of each contract. ☐ **Yes** ☐ **No**
- d** Identify each recipient organization and any **relationship** between you and the recipient organization.
- e** Describe the records you keep with respect to the grants, loans, or other distributions you make.
- f** Describe your selection process, including whether you do any of the following:
- (i) Do you require an application form? If "Yes," attach a copy of the form. ☐ **Yes** ☐ **No**
- (ii) Do you require a grant proposal? If "Yes," describe whether the grant proposal specifies your responsibilities and those of the grantee, obligates the grantee to use the grant funds only for the purposes for which the grant was made, provides for periodic written reports concerning the use of grant funds, requires a final written report and an accounting of how grant funds were used, and acknowledges your authority to withhold and/or recover grant funds in case such funds are, or appear to be, misused. ☐ **Yes** ☐ **No**
- g** Describe your procedures for oversight of distributions that assure you the resources are used to further your exempt purposes, including whether you require periodic and final reports on the use of resources.
-
- 14a** Do you or will you make grants, loans, or other distributions to foreign organizations? If "Yes," answer lines 14b through 14f. If "No," go to line 15. ☐ **Yes** ☒ **No**
- b** Provide the name of each foreign organization, the country and regions within a country in which each foreign organization operates, and describe any relationship you have with each foreign organization.
- c** Does any foreign organization listed in line 14b accept contributions earmarked for a specific country or specific organization? If "Yes," list all earmarked organizations or countries. ☐ **Yes** ☐ **No**
- d** Do your contributors know that you have ultimate authority to use contributions made to you at your discretion for purposes consistent with your exempt purposes? If "Yes," describe how you relay this information to contributors. ☐ **Yes** ☐ **No**
- e** Do you or will you make pre-grant inquiries about the recipient organization? If "Yes," describe these inquiries, including whether you inquire about the recipient's financial status, its tax-exempt status under the Internal Revenue Code, its ability to accomplish the purpose for which the resources are provided, and other relevant information. ☐ **Yes** ☐ **No**
- f** Do you or will you use any additional procedures to ensure that your distributions to foreign organizations are used in furtherance of your exempt purposes? If "Yes," describe these procedures, including site visits by your employees or compliance checks by impartial experts, to verify that grant funds are being used appropriately. ☐ **Yes** ☐ **No**

Part VIII Your Specific Activities (Continued)

- | | | | |
|-----------|--|------------------------------|--|
| 15 | Do you have a close connection with any organizations? If "Yes," explain. | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| 16 | Are you applying for exemption as a cooperative hospital service organization under section 501(e)? If "Yes," explain. | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| 17 | Are you applying for exemption as a cooperative service organization of operating educational organizations under section 501(f)? If "Yes," explain. | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| 18 | Are you applying for exemption as a charitable risk pool under section 501(n)? If "Yes," explain. | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| 19 | Do you or will you operate a school ? If "Yes," complete Schedule B. Answer "Yes," whether you operate a school as your main function or as a secondary activity . | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| 20 | Is your main function to provide hospital or medical care ? If "Yes," complete Schedule C. | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| 21 | Do you or will you provide low-income housing or housing for the elderly or handicapped ? If "Yes," complete Schedule F. | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| 22 | Do you or will you provide scholarships, fellowships, educational loans, or other educational grants to individuals, including grants for travel, study, or other similar purposes? If "Yes," complete Schedule H. | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |

Note: Private foundations may use Schedule H to request advance approval of individual grant procedures.

Part IX Financial Data

For purposes of this schedule, years in existence refer to completed tax years. If in existence 4 or more years, complete the schedule for the most recent 4 tax years. If in existence more than 1 year but less than 4 years, complete the statements for each year in existence and provide projections of your likely revenues and expenses based on a reasonable and good faith estimate of your future finances for a total of 3 years of financial information. If in existence less than 1 year, provide projections of your likely revenues and expenses for the current year and the 2 following years, based on a reasonable and good faith estimate of your future finances for a total of 3 years of financial information. (See instructions.)

A. Statement of Revenues and Expenses

	Type of revenue or expense	Current tax year	3 prior tax years or 2 succeeding tax years			(e) Provide Total for (a) through (d)
		(a) From <u>2016</u> To _____	(b) From <u>2017</u> To _____	(c) From <u>2018</u> To _____	(d) From _____ To _____	
Revenues	1 Gifts, grants, and contributions received (do not include unusual grants)	\$5,000,000	\$6,000,000	\$6,000,000		\$17,000,000
	2 Membership fees received					
	3 Gross investment income					
	4 Net unrelated business income					
	5 Taxes levied for your benefit					
	6 Value of services or facilities furnished by a governmental unit without charge (not including the value of services generally furnished to the public without charge)					
	7 Any revenue not otherwise listed above or in lines 9-12 below (attach an itemized list)					
	8 Total of lines 1 through 7	5,000,000	6,000,000	6,000,000		17,000,000
	9 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to your exempt purposes (attach itemized list)					
	10 Total of lines 8 and 9	5,000,000	6,000,000	6,000,000		17,000,000
Expenses	11 Net gain or loss on sale of capital assets (attach schedule and see instructions)					
	12 Unusual grants					
	13 Total Revenue Add lines 10 through 12	5,000,000	6,000,000	6,000,000		17,000,000
	14 Fundraising expenses	20,000	20,000	30,000		
	15 Contributions, gifts, grants, and similar amounts paid out (attach an itemized list)					
	16 Disbursements to or for the benefit of members (attach an itemized list)					
	17 Compensation of officers, directors, and trustees					
	18 Other salaries and wages	100,000	450,000	650,000		
	19 Interest expense					
	20 Occupancy (rent, utilities, etc.)		300,000	300,000		
	21 Depreciation and depletion					
	22 Professional fees	105,000	120,000	120,000		
	23 Any expense not otherwise classified, such as program services (attach itemized list)	325,000	650,000	825,000		
	24 Total Expenses Add lines 14 through 23	550,000	1,540,000	1,925,000		

Part IX Financial Data (Continued)**B. Balance Sheet (for your most recently completed tax year)**

Year End:

(Whole dollars)

Assets			
1	Cash	1	0
2	Accounts receivable, net	2	0
3	Inventories	3	0
4	Bonds and notes receivable (attach an itemized list)	4	0
5	Corporate stocks (attach an itemized list)	5	0
6	Loans receivable (attach an itemized list)	6	0
7	Other investments (attach an itemized list)	7	0
8	Depreciable and depletable assets (attach an itemized list)	8	0
9	Land	9	0
10	Other assets (attach an itemized list)	10	0
11	Total Assets (add lines 1 through 10)	11	0
Liabilities			
12	Accounts payable	12	0
13	Contributions, gifts, grants, etc. payable	13	0
14	Mortgages and notes payable (attach an itemized list)	14	0
15	Other liabilities (attach an itemized list)	15	0
16	Total Liabilities (add lines 12 through 15)	16	0
Fund Balances or Net Assets			
17	Total fund balances or net assets	17	0
18	Total Liabilities and Fund Balances or Net Assets (add lines 16 and 17)	18	0
19 Have there been any substantial changes in your assets or liabilities since the end of the period shown above? If "Yes," explain.		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No

Part X Public Charity Status

Part X is designed to classify you as an organization that is either a **private foundation** or a **public charity**. Public charity status is a more favorable tax status than private foundation status. If you are a private foundation, Part X is designed to further determine whether you are a **private operating foundation**. (See instructions.)

1a Are you a private foundation? If "Yes," go to line 1b. If "No," go to line 5 and proceed as instructed. If you are unsure, see the instructions. ☐ Yes ☒ No

b As a private foundation, section 508(e) requires special provisions in your organizing document in addition to those that apply to all organizations described in section 501(c)(3). Check the box to confirm that your organizing document meets this requirement, whether by express provision or by reliance on operation of state law. Attach a statement that describes specifically where your organizing document meets this requirement, such as a reference to a particular article or section in your organizing document or by operation of state law. See the instructions, including Appendix B, for information about the special provisions that need to be contained in your organizing document. Go to line 2. ☐

2 Are you a private operating foundation? To be a private operating foundation you must engage directly in the active conduct of charitable, religious, educational, and similar activities, as opposed to indirectly carrying out these activities by providing grants to individuals or other organizations. If "Yes," go to line 3. If "No," go to the signature section of Part XI. ☐ Yes ☐ No

3 Have you existed for one or more years? If "Yes," attach financial information showing that you are a private operating foundation; go to the signature section of Part XI. If "No," continue to line 4. ☐ Yes ☐ No

4 Have you attached either (1) an affidavit or opinion of counsel, (including a written affidavit or opinion from a certified public accountant or accounting firm with expertise regarding this tax law matter), that sets forth facts concerning your operations and support to demonstrate that you are likely to satisfy the requirements to be classified as a private operating foundation; or (2) a statement describing your proposed operations as a private operating foundation? ☐ Yes ☐ No

5 If you answered "No" to line 1a, indicate the type of public charity status you are requesting by checking one of the choices below. You may check only one box.

The organization is not a private foundation because it is:

a 509(a)(1) and 170(b)(1)(A)(i)—a church or a convention or association of churches. Complete and attach Schedule A. ☐

b 509(a)(1) and 170(b)(1)(A)(ii)—a school. Complete and attach Schedule B. ☐

c 509(a)(1) and 170(b)(1)(A)(iii)—a hospital, a cooperative hospital service organization, or a medical research organization operated in conjunction with a hospital. Complete and attach Schedule C. ☐

d 509(a)(3)—an organization supporting either one or more organizations described in line 5a through c, f, g, or h or a publicly supported section 501(c)(4), (5), or (6) organization. Complete and attach Schedule D. ☐

Part X Public Charity Status (Continued)

- e** 509(a)(4)—an organization organized and operated exclusively for testing for public safety. ☐
- f** 509(a)(1) and 170(b)(1)(A)(iv)—an organization operated for the benefit of a college or university that is owned or operated by a governmental unit. ☐
- g** 509(a)(1) and 170(b)(1)(A)(vi)—an organization that receives a substantial part of its financial support in the form of contributions from publicly supported organizations, from a governmental unit, or from the general public. ☒
- h** 509(a)(2)—an organization that normally receives not more than one-third of its financial support from gross investment income and receives more than one-third of its financial support from contributions, membership fees, and gross receipts from activities related to its exempt functions (subject to certain exceptions). ☐
- i** A publicly supported organization, but unsure if it is described in 5g or 5h. The organization would like the IRS to decide the correct status. ☐

6 If you checked box g, h, or i in question 5 above, you must request either an **advance** or a **definitive ruling** by selecting one of the boxes below. Refer to the instructions to determine which type of ruling you are eligible to receive.

- a Request for Advance Ruling:** By checking this box and signing the consent, pursuant to section 6501(c)(4) of the Code you request an advance ruling and agree to extend the statute of limitations on the assessment of excise tax under section 4940 of the Code. The tax will apply only if you do not establish public support status at the end of the 5-year advance ruling period. The assessment period will be extended for the 5 advance ruling years to 8 years, 4 months, and 15 days beyond the end of the first year. You have the right to refuse or limit the extension to a mutually agreed-upon period of time or issue(s). Publication 1035, *Extending the Tax Assessment Period*, provides a more detailed explanation of your rights and the consequences of the choices you make. You may obtain Publication 1035 free of charge from the IRS web site at www.irs.gov or by calling toll-free 1-800-829-3676. Signing this consent will not deprive you of any appeal rights to which you would otherwise be entitled. If you decide not to extend the statute of limitations, you are not eligible for an advance ruling.

Consent Fixing Period of Limitations Upon Assessment of Tax Under Section 4940 of the Internal Revenue Code

For Organization

(Signature of Officer, Director, Trustee, or other authorized official)

(Type or print name of signer)

(Date)

(Type or print title or authority of signer)

For IRS Use Only

IRS Director, Exempt Organizations

(Date)

- b Request for Definitive Ruling:** Check this box if you have completed one tax year of at least 8 full months and you are requesting a definitive ruling. To confirm your public support status, answer line 6b(i) if you checked box g in line 5 above. Answer line 6b(ii) if you checked box h in line 5 above. If you checked box i in line 5 above, answer both lines 6b(i) and (ii). ☐

- (i) (a)** Enter 2% of line 8, column (e) on Part IX-A. Statement of Revenues and Expenses. ☐
- (b)** Attach a list showing the name and amount contributed by each person, company, or organization whose gifts totaled more than the 2% amount. If the answer is "None," check this box. ☐
- (ii) (a)** For each year amounts are included on lines 1, 2, and 9 of Part IX-A. Statement of Revenues and Expenses, attach a list showing the name of and amount received from each **disqualified person**. If the answer is "None," check this box. ☐
- (b)** For each year amounts are included on line 9 of Part IX-A. Statement of Revenues and Expenses, attach a list showing the name of and amount received from each payer, other than a disqualified person, whose payments were more than the larger of (1) 1% of line 10, Part IX-A. Statement of Revenues and Expenses, or (2) \$5,000. If the answer is "None," check this box. ☐

- 7** Did you receive any unusual grants during any of the years shown on Part IX-A. Statement of Revenues and Expenses? If "Yes," attach a list including the name of the contributor, the date and amount of the grant, a brief description of the grant, and explain why it is unusual. ☐ Yes ☒ No


Part XI User Fee Information

You must include a user fee payment with this application. It will not be processed without your paid user fee. If your average annual gross receipts have exceeded or will exceed \$10,000 annually over a 4-year period, you must submit payment of \$850. If your gross receipts have not exceeded or will not exceed \$10,000 annually over a 4-year period, the required user fee payment is \$400. See instructions for Part XI, for a definition of **gross receipts** over a 4-year period. Your check or money order must be made payable to the United States Treasury. User fees are subject to change. Check our website at www.irs.gov and type "User Fee" in the keyword box, or call Customer Account Services at 1-877-829-5500 for current information.

- 1 Have your annual gross receipts averaged or are they expected to average not more than \$10,000? ☐ Yes ☒ No
If "Yes," check the box on line 2 and enclose a user fee payment of \$400 (Subject to change—see above).
If "No," check the box on line 3 and enclose a user fee payment of \$850 (Subject to change—see above).
- 2 Check the box if you have enclosed the reduced user fee payment of \$400 (Subject to change). ☐
- 3 Check the box if you have enclosed the user fee payment of \$850 (Subject to change). ☒

I declare under the penalties of perjury that I am authorized to sign this application on behalf of the above organization and that I have examined this application, including the accompanying schedules and attachments, and to the best of my knowledge it is true, correct, and complete.

Please
Sign
Here


(Signature of Officer, Director, Trustee, or other
authorized official)

Mark Gitenstein

(Type or print name of signer)

President

(Type or print title or authority of signer)

2/25/16
(Date)

Reminder: Send the completed Form 1023 Checklist with your filled-in-application.

Form **1023** (Rev. 12-2013)

The Joseph Biden Foundation Form 1023 Addenda

Part I, Line 7: Authorized Representative

James Kelly
Mayer Brown LLP
1221 Avenue of the Americas
New York, NY 10020

Please find executed Form 2848 Power of Attorney attached.

Part II, Lines 1 and 5: Organizing Documents

Attached, please find The Joseph Biden Foundation's Articles of Incorporation, Certificate of Filing its Articles of Incorporation, Bylaws, and Consent of Directors showing the adoption of its Bylaws.

Part IV: Narrative Description of Activities

The Foundation plans to develop educational programs in fields of study and policy analysis, including

- **Equal Treatment Before the Law;**
- **Foreign Policy;**
- **Income Inequality;**
- **Preventing Violence Against Women and Children;**
- **Cancer Research;**
- **Support for Community Colleges; and**
- **American Veterans & Their Families**

In each instance, the Foundation will be building on the deep engagement of the Vice President with these topic areas, drawing on his experience and established relationships within and outside the United States.

The Foundation will educate the public by commissioning studies, holding conferences, promoting interdisciplinary dialogue and encouraging the development of fresh lines of inquiry and research. The success of the Foundation's programming will be enhanced by its association with the Vice President's legacy of accomplishment within—and his commitment to—each of the areas selected for focus.

The Foundation will also educate the public regarding Vice President Biden's career in public service. Pursuant to the Presidential Records Act, the National Archives and Records Administration (NARA) assumes custody and control of Presidential and Vice-Presidential records at the end of completion of a term in office. The Presidential Libraries Act of 1955, as amended in 1986, allows the General Services Administration to accept the gift of a presidential archival depository along with an endowment to offset the costs of a presidential library. The Joseph Biden Foundation will serve as the vehicle by which a first-of-its-kind Vice Presidential

Library and museum for the study of the Vice Presidency are founded in the manner described by the Presidential Libraries Act. The Foundation will also be the vehicle through which the endowment necessary for NARA to operate the Vice Presidential Library is created and funded. The Foundation anticipates working closely with NARA to conform with the terms of the Presidential Records Act and the Presidential Libraries Act in the creation of the Vice-Presidential Library.

Part V, Line 3a: Names, qualifications, average hours worked, and duties, of officers, directors, and highest paid independent contractors.

A. Chairman – Ted Kaufman

1. Biography

Ted Kaufman is a former United States Senator from Delaware where he served on the Foreign Relations, Armed Services, Judiciary, and Homeland Security Committees. In addition to his work on these committees he was deeply involved advocating for science, technology, engineering, and math (STEM) education, and highlighting the value of federal employees. After leaving the Senate he was the Chair of the Congressional Oversight Panel on the TARP. He is presently a Visiting Professor of the Practice at the Duke University Law School.

Mr. Kaufman served from 1973 to 1995 on the staff of United Senator Joseph Biden, 19 of those years as Chief of Staff. Along with Mark Gitenstein, Mr. Kaufman was Co-Chair of Vice President Biden's transition team in 2008.

2. Duties

Mr. Kaufman spends approximately 10 hours per week on his duties. He attends meetings of the Board of Directors and performs all duties as prescribed by the Board from time to time. As Chairman, he supervises all the assets, business, and affairs of the organization.

B. President – Mark Gitenstein

1. Biography

Mark Gitenstein is special counsel in the Government & Global Trade practice in Mayer Brown LLP's Washington, DC office. He was appointed in 2009 by President Barack Obama to serve as the United States Ambassador to Romania, completing his term of service at the end of 2012. Along with Ted Kaufman, Mr. Gitenstein was Co-Chair of Vice President Biden's transition team in 2008.

Mr. Gitenstein was a Partner at Mayer Brown from 1989-2009. Prior to joining Mayer Brown, he was the executive director of the Foundation for Change, Inc. and earlier held several senior-level government positions, including chief counsel to the U.S. Senate's Judiciary Committee, minority chief counsel to the Senate Judiciary Committee and chief counsel to the Judiciary Committee's Subcommittee on Criminal Justice. He

also served as counsel to the U.S. Senate Intelligence Committee and counsel to the Senate Subcommittee on Constitutional Rights.

2. Duties

Mr. Gitenstein spends approximately 10 hours per week on his duties. He attends meetings of the Board of Directors, and performs all duties as prescribed by the Board from time to time. As President, he supervises all the assets, business, and affairs of the organization, and performs all duties incident to the office of President.

C. Secretary – Valerie Biden Owens

1. Biography

Valerie Biden Owens is one of the first women in the United States to have managed a modern U.S. Senatorial campaign, as well as a Presidential campaign. She has led every campaign in her brother Joseph Biden's political career, including his seven straight U.S. Senate victories and his run for two Democratic Presidential nominations. She also has been his principal surrogate on the campaign trail.

When Ms. Owens is not managing or advising the Vice President's campaigns, she serves as Executive Vice President of Joe Slade White and Company, a media consulting firm in the United States. She is a political strategist who works to help create and implement candidates' messages. In the past election cycle, Joe Slade White and Co. had an 87% winning record for the company's clients. The company has earned 37 Pollie Awards (the industry's equivalent of an Oscar) in the last five years.

2. Duties

Ms. Biden Owens spends approximately 5 hours per week on her duties. She attends meetings of the Board of Directors, and performs all duties as prescribed by the Board from time to time. She supervises the keeping of records and performs all duties incident to the office of Secretary.

D. Treasurer – Mark Angelson

1. Biography

Mark Angelson serves as a Trustee and Vice Chairman of the Institute of International Education (IIE), which administers the Fulbright Scholarships among many other programs, and as Chairman of IIE's Scholar Rescue Fund and selection committee.

In 2011 and 2012, Mr. Angelson served as the Deputy Mayor of the City of Chicago and Chairman of the Mayor's Economic, Budgetary and Business Development Council. He was credited by Mayor Emanuel with facilitating the creation of tens of thousands of jobs for Chicagoans and launching the largest municipal employees' Wellness Program in the country, among many other achievements. Since 2010, he has been Adjunct Professor of Mergers and Acquisitions at the Kellogg School of Management.

2. Duties

Mr. Angelson spends approximately 5 hours per week on his duties. He attends meetings of the Board of Directors, and performs all duties as prescribed by the Board from time to time. As Treasurer, he oversees the financial operations of the organization and performs all duties incident to the office of Treasurer.

E. Vox Global

Vox Global is a strategic communications firm with offices across the United States. It has expertise in website development and media relations.

The Joseph Biden Foundation will engage Vox Global to develop its website.

F. Perkins Coie LLP

Perkins Coie is an international law firm founded in 1912 and headquartered in Seattle, Washington. It has more than 1,000 lawyers in 19 offices across the United States and Asia. Its practices include Corporate Law, Government and Regulatory Law, Intellectual Property, Political Law, and Tax.

Perkins Coie is expected to provide legal services as the need for such arises. This would include, but not be limited to, ensuring compliance with state, local, and federal statutes, and ensuring continued eligibility for tax exempt status.

Part V, Line 5a: Conflict of Interest Policy

The Joseph Biden Foundation has adopted a conflict of interest policy. The conflict of interest policy and a board resolution adopting the policy are both attached hereto.

Part VIII, Line 4a: Fundraising Activities

Directors or officers of the Foundation will solicit donations to the Foundation either in person, or via phone, email, online, or direct mail solicitation.

Part VIII, Line 5: Affiliation with Governmental Unit

The Foundation will collaborate on projects with the National Archives and Records Administration. Pursuant to the Presidential Records Act of 1978, the Foundation will plan and develop activities for the future Biden Vice Presidential Library and Center containing the Vice President's papers from the Obama administration as well as a museum focusing on the study of the Vice Presidency.

Part VIII, Line 10: Intellectual Property

The copyright to any materials developed for or on behalf of the Foundation will be owned by The Joseph Biden Foundation. Any sale or license of intellectual property owned by

the Joseph Biden Foundation will be priced at arm's length and not inure to the benefit of any individual or private organization.

Part VIII, Line 11: Contributions of Property

The Joseph Biden Foundation anticipates that it will accept contributions of all kinds, including contributions of real property, works of music or art, licenses, and other collectibles.

Part VIII, Line 13: Grants to Other Organizations

The Joseph Biden Foundation will likely provide grants to other IRC § 501(c)(3) organizations engaged in work consistent with the Foundation's own exempt purposes. This would include, for example, organizations advocating on behalf of victims of child abuse.

At this time, the Foundation does not know what specific organizations it would provide grants to. The Foundation also has not determined how it plans to select recipients of grants or the details as to how it will keep records regarding grants or oversee recipients' use of funds. However, the Foundation will determine each of these details prior to providing any grants.

Part IX A. Statement of Revenue and Expenses, Line 23: Expenses not otherwise classified

Expense	2016	2017	2018
Insurance	\$100,000	\$150,000	\$150,000
Marketing and Identity	\$50,000	\$50,000	\$50,000
Miscellaneous Expenses	\$50,000	\$175,000	\$300,000
Technology	\$100,000	\$125,000	\$150,000
Events, Travel, Entertainment	\$20,000	\$75,000	\$100,000
Furniture and Fixtures	\$5,000	\$75,000	\$75,000

**Power of Attorney
and Declaration of Representative**

► Information about Form 2848 and its instructions is at www.irs.gov/form2848.

OMB No. 1545-0150

For IRS Use Only

Received by:

Name

Telephone

Function

Date

Part I Power of Attorney

Caution: A separate Form 2848 must be completed for each taxpayer. Form 2848 will not be honored for any purpose other than representation before the IRS.

1 Taxpayer information. Taxpayer must sign and date this form on page 2, line 7.

Taxpayer name and address
The Joseph Biden Foundation
2711 Centerville Road, Suite 400
Wilmington, DE 19808

Taxpayer identification number(s)

81-1329470

Daytime telephone number

202-263-3371

Plan number (if applicable)

hereby appoints the following representative(s) as attorney(s)-in-fact:

2 Representative(s) must sign and date this form on page 2, Part II.

Name and address
James Byron Kelly, Esq.
Mayor Brown
1221 Sixth Avenue, New York, NY 10020

CAF No. **0308-07816R**

PTIN

Telephone No. **212-506-2228**

Fax No. **212-849-5662**

Check if to be sent copies of notices and communications ☒

Check if new: Address ☐ Telephone No. ☐ Fax No. ☐

Name and address

CAF No.

PTIN

Telephone No.

Fax No.

Check if to be sent copies of notices and communications ☐

Check if new: Address ☐ Telephone No. ☐ Fax No. ☐

Name and address

CAF No.

PTIN

Telephone No.

Fax No.

(Note: IRS sends notices and communications to only two representatives.)

Check if new: Address ☐ Telephone No. ☐ Fax No. ☐

Name and address

CAF No.

PTIN

Telephone No.

Fax No.

(Note: IRS sends notices and communications to only two representatives.)

Check if new: Address ☐ Telephone No. ☐ Fax No. ☐

to represent the taxpayer before the Internal Revenue Service and perform the following acts:

- 3 Acts authorized (you are required to complete this line 3).** With the exception of the acts described in line 5b, I authorize my representative(s) to receive and inspect my confidential tax information and to perform acts that I can perform with respect to the tax matters described below. For example, my representative(s) shall have the authority to sign any agreements, consents, or similar documents (see instructions for line 5a for authorizing a representative to sign a return).

Description of Matter (Income, Employment, Payroll, Excise, Estate, Gift, Whistleblower, Practitioner Discipline, PLR, FOIA, Civil Penalty, Sec. 5000A Shared Responsibility Payment, Sec. 4980H Shared Responsibility Payment, etc.) (see instructions)	Tax Form Number (1040, 941, 720, etc.) (if applicable)	Year(s) or Period(s) (if applicable) (see instructions)
Application for Tax Exempt Status and Related Matters	1023	2016-2018

- 4 Specific use not recorded on Centralized Authorization File (CAF).** If the power of attorney is for a specific use not recorded on CAF, check this box. See the instructions for Line 4. **Specific Use Not Recorded on CAF** ☐

- 5a Additional acts authorized.** In addition to the acts listed on line 3 above, I authorize my representative(s) to perform the following acts (see instructions for line 5a for more information):

☒ Authorize disclosure to third parties; ☒ Substitute or add representative(s); ☒ Sign a return;

☐ Other acts authorized:

- b **Specific acts not authorized.** My representative(s) is (are) not authorized to endorse or otherwise negotiate any check (including directing or accepting payment by any means, electronic or otherwise, into an account owned or controlled by the representative(s) or any firm or other entity with whom the representative(s) is (are) associated) issued by the government in respect of a federal tax liability.
- List any other specific deletions to the acts otherwise authorized in this power of attorney (see instructions for line 5b):

- 6 **Retention/revocation of prior power(s) of attorney.** The filing of this power of attorney automatically revokes all earlier power(s) of attorney on file with the Internal Revenue Service for the same matters and years or periods covered by this document. If you do not want to revoke a prior power of attorney, check here ☐ **YOU MUST ATTACH A COPY OF ANY POWER OF ATTORNEY YOU WANT TO REMAIN IN EFFECT.**

- 7 **Signature of taxpayer.** If a tax matter concerns a year in which a joint return was filed, each spouse must file a separate power of attorney even if they are appointing the same representative(s). If signed by a corporate officer, partner, guardian, tax matters partner, executor, receiver, administrator, or trustee on behalf of the taxpayer, I certify that I have the legal authority to execute this form on behalf of the taxpayer.
- **IF NOT COMPLETED, SIGNED, AND DATED, THE IRS WILL RETURN THIS POWER OF ATTORNEY TO THE TAXPAYER.**



Signature

 2/5/16
 Date

President

Title (if applicable)

Mark Gitenstein

The Joseph Biden Foundation

Print Name

Print name of taxpayer from line 1 if other than individual


Part II Declaration of Representative

Under penalties of perjury, by my signature below I declare that:

- I am not currently suspended or disbarred from practice, or ineligible for practice, before the Internal Revenue Service;
- I am subject to regulations contained in Circular 230 (31 CFR, Subtitle A, Part 10), as amended, governing practice before the Internal Revenue Service;
- I am authorized to represent the taxpayer identified in Part I for the matter(s) specified there; and
- I am one of the following:
 - a **Attorney**—a member in good standing of the bar of the highest court of the jurisdiction shown below.
 - b **Certified Public Accountant**—licensed to practice as a certified public accountant is active in the jurisdiction shown below.
 - c **Enrolled Agent**—enrolled as an agent by the Internal Revenue Service per the requirements of Circular 230.
 - d **Officer**—a bona fide officer of the taxpayer organization.
 - e **Full-Time Employee**—a full-time employee of the taxpayer.
 - f **Family Member**—a member of the taxpayer's immediate family (spouse, parent, child, grandparent, grandchild, step-parent, step-child, brother, or sister).
 - g **Enrolled Actuary**—enrolled as an actuary by the Joint Board for the Enrollment of Actuaries under 29 U.S.C. 1242 (the authority to practice before the Internal Revenue Service is limited by section 10.3(d) of Circular 230).
 - h **Unenrolled Return Preparer**—Authority to practice before the IRS is limited. An unenrolled return preparer may represent, provided the preparer (1) prepared and signed the return or claim for refund (or prepared if there is no signature space on the form); (2) was eligible to sign the return or claim for refund; (3) has a valid PTIN; and (4) possesses the required Annual Filing Season Program Record of Completion(s). See **Special Rules and Requirements for Unenrolled Return Preparers in the instructions for additional information.**
 - k **Student Attorney or CPA**—receives permission to represent taxpayers before the IRS by virtue of his/her status as a law, business, or accounting student working in an LITC or STCP. See instructions for Part II for additional information and requirements.
 - r **Enrolled Retirement Plan Agent**—enrolled as a retirement plan agent under the requirements of Circular 230 (the authority to practice before the Internal Revenue Service is limited by section 10.3(e)).

► **IF THIS DECLARATION OF REPRESENTATIVE IS NOT COMPLETED, SIGNED, AND DATED, THE IRS WILL RETURN THE POWER OF ATTORNEY. REPRESENTATIVES MUST SIGN IN THE ORDER LISTED IN PART I, LINE 2.**

Note: For designations d-f, enter your title, position, or relationship to the taxpayer in the "Licensing jurisdiction" column.

Designation— Insert above letter (a-r).	Licensing jurisdiction (State) or other licensing authority (if applicable).	Bar, license, certification, registration, or enrollment number (if applicable).	Signature	Date
a	DC	1018394		2/4/2016

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 "THE JOSEPH BIDEN FOUNDATION", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF JANUARY, A.D. 2016, AT 12:30 O'CLOCK P.M.

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



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

5950337 8100
SR# 20160476822

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

Authentication: 201751705
Date: 01-29-16

**CERTIFICATE OF INCORPORATION
OF
THE JOSEPH BIDEN FOUNDATION**

I, the undersigned, for the purposes of incorporating and organizing a corporation under the General Corporation Law of the State of Delaware, do execute this Certificate of Incorporation and do hereby certify as follows:

FIRST. The name of the Corporation is The Joseph Biden Foundation, hereinafter referred to as the "Corporation."

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

THIRD. This Corporation is organized exclusively for charitable, religious, educational, and scientific 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, or the corresponding section of any future federal tax code. In addition, the Corporation may engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware; provided, however, that notwithstanding any provision of this Certificate of Incorporation or any provision of applicable General Corporation Law of the State of Delaware to the contrary, the Corporation shall not have the power to carry on any activity which would cause it to fail to qualify, or continue to qualify, as an organization exempt from federal income tax under Section 501(c)(3) of the Code.

FOURTH. No part of the net earnings of the Corporation shall ever inure to the benefit of or be distributable to its members, directors, trustees, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation and reimburse out-of-pocket expenditures for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Certificate of Incorporation. No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this Corporation shall not participate in, or otherwise intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of this Certificate of Incorporation, this 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 Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

FIFTH. The Corporation shall not have any capital stock.

SIXTH. The Corporation shall have no Members.

SEVENTH. The name and mailing address of the incorporator are as follows:

Mark H. Gitenstein
Mayer Brown LLP
1999 K Street, N.W.
Washington, D.C. 20006-1101

EIGHTH. The affairs and business of the Corporation shall be managed and conducted by the Board of Directors. The qualifications, election, number, tenure, powers and duties of the members of the Board of Directors shall be as provided in the Bylaws.

NINTH. The Corporation, through its Board of Directors, reserves the right at any time, and from time to time, to amend, alter, change, add to or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed in law; and all rights, preferences and privileges of whatsoever nature conferred upon directors or any other persons whomever by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to the rights reserved in this article; provided however, that no amendment shall authorize the Corporation to carry on any activity which would cause it to fail or qualify, or to fail to continue to qualify, as an organization exempt from federal income tax under Section 501(c)(3) of the Code.

TENTH. In furtherance of and not in limitation of the powers conferred upon the Board of Directors by law, the Board of Directors shall have the power to make, adopt, alter or repeal, from time to time, the Bylaws of the Corporation.

ELEVENTH.

(a) A director of the Corporation shall have no personal liability to the Corporation or its members for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the director's duty of loyalty to the Corporation or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, as it may from time to time be amended, or any successor provision thereto, or (iv) for any transaction from which the director derived an improper personal benefit.

(b) The Corporation shall indemnify its directors and officers to the full extent provided by Section 145 of the Delaware General Corporation Law, as amended from time to time. The right to indemnification conferred by this Article Eleventh (b) shall be deemed to be a contract between the Corporation and each person referred to herein.

(c) No amendment to or repeal of these provisions shall apply to or have any effect on the liability or alleged liability of any person for or with respect to any acts or omissions of such person occurring prior to such amendments.

TWELFTH. Upon the dissolution of this Corporation, assets shall be distributed to one or more tax exempt entities within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

I, THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate of Incorporation, and do certify that the facts stated herein stated are true, and I have accordingly hereunto set my hand this 28th day of January, 2016.

A handwritten signature in cursive script, appearing to read "Mark H. Gitenstein", written over a horizontal line.

Mark H. Gitenstein, Incorporator

**BYLAWS
OF
THE JOSEPH BIDEN FOUNDATION**

**BYLAWS
OF
THE JOSEPH BIDEN FOUNDATION**

ARTICLE 1. OFFICES

The principal office of The Joseph Biden Foundation (the "organization") shall be located at its principal place of business or such other place as the Board of Directors (the "Board") may designate. The organization may have such other offices as the Board may designate or as the business of the organization may require from time to time.

ARTICLE 2. MEMBERSHIP

The organization shall have no members.

ARTICLE 3. BOARD OF DIRECTORS

3.1 General Powers

The affairs of the organization shall be managed by a Board of Directors.

3.2 Number, Election and Tenure

The Board shall consist of not less than three (3) Directors. The initial number of Directors on the Board shall be four (4) Directors; the number of Directors on the Board may be altered by action of the Board but may in no case be less than three (3). The initial Directors shall be elected by the incorporator. Successor Directors shall be elected by the affirmative vote of a majority of Directors serving at the time. A Director shall hold office for a term of one (1) year. Despite the expiration of a Director's term, a Director shall continue to serve until the Director's successor is elected, appointed or designated and until the Director's successor takes office, unless the Director otherwise dies, resigns or is removed from office.

3.3 Regular Meetings

By resolution, the Board may specify the date, time and place for holding regular meetings without other notice than such resolution.

3.4 Special Meetings

Special meetings of the Board or any committee designated and appointed by the Board may be called by or at the written request of the Chairman, President or any two Directors, or, in the case of a committee meeting, by the chairman of the committee. The person or persons authorized to call special meetings may fix any place as the place for holding any special Board or committee meeting called by them. Notice of a special meeting shall be delivered to the Directors not less than two (2) days before the meeting according to the provisions of Section 3.7 of these Bylaws.

3.5 Meetings by Telephone or Internet

Members of the Board or any committee designated by the Board may participate in a meeting of the Board or such committee by means of a conference telephone, Internet videoconferencing, or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

3.6 Place of Meetings

All meetings shall be held at the principal office of the organization or at such other place designated by the Board, by any persons entitled to call a meeting or by a waiver of notice signed by all Directors.

3.7 Notice of Special Meetings

3.7.1 In Writing

Notices in writing may be delivered to the Director in person or mailed to the Director at his or her address shown in the records of the organization. If notice is delivered via regular mail, the notice shall be deemed effective five (5) days after being deposited in official government mail properly addressed with postage thereon prepaid. Neither the business to be transacted at nor the purpose of any special meeting need be specified in the notice of a special meeting.

3.7.2 Electronic Transmission

Notices may be provided in an electronic transmission and be electronically transmitted. Notice in an electronic transmission is effective only with respect to those Directors who have consented to receive electronically transmitted notices and designated in such consent the address, location or system to which these notices may be electronically transmitted. A Director who has consented to receipt of electronically transmitted notices may revoke the consent by delivering a revocation to the organization in the form of a record. Furthermore, the consent is automatically revoked if the organization is unable to electronically transmit two (2) consecutive notices given by the organization, and this inability becomes known to the person responsible for giving notice. Notice provided in an electronic transmission is effective when it is electronically transmitted to an address, location or system designated by the recipient for that purpose.

3.7.3 Posting Electronic Notice

Notice may be provided to Directors who have consented to receipt of electronically transmitted notices by posting the notice on an electronic network and delivering to such Directors a separate record of the posting, together with comprehensible instructions regarding how to obtain access to the posting on the electronic network. Notice is effective when it has been posted to an electronic network and a separate record of the posting has been delivered to the recipient as provided by this Section 3.7.3.

3.8 Waiver of Notice

3.8.1 Record

Whenever any notice is required to be given to any Director under the provisions of these Bylaws, the Certificate of Incorporation or applicable law, a waiver thereof in the form of a record, including, without limitation, an electronic transmission from the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at nor the purpose of any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

3.8.2 By Attendance

The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, unless a Director attends the meeting in question for the express purpose of objecting to the transaction of any business at that meeting because the meeting is not lawfully called or convened.

3.9 Quorum

A majority of the number of Directors then serving shall constitute a quorum for the transaction of business at any Board meeting. If a quorum is not present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

3.10 Manner of Acting

The act of the majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Certificate of Incorporation or applicable law.

3.11 Presumption of Assent

A Director of the organization present at a Board meeting at which action is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting, or unless such Director files a written dissent or abstention to such action with the person acting as chair of the meeting before the adjournment thereof, or forwards such dissent or abstention to the Secretary of the organization immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

3.12 Action by Board Without a Meeting

Any action which could be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action so taken is signed by each of the Directors. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minutes book as if it were the minutes of a Board meeting.

3.13 Resignation

Any Director may resign at any time by delivering written notice to the Chairman, President, Treasurer, Secretary or Board, or by giving oral or written notice at any meeting of the Directors. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.14 Removal

One or more Directors may be removed from office, with or without cause, by the affirmative vote of a majority of the Directors then serving.

3.15 Vacancies

Any vacancy in the position of Director may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board. A Director who fills a vacancy shall serve for the unexpired term of his or her predecessor in office. Despite the expiration of a Director's term, a Director shall continue to serve until the Director's successor is elected, appointed, or designated and until the Director's successor takes office.

3.16 Compensation

The Directors shall receive no compensation for their service as Directors, but may receive reimbursement for reasonable expenditures incurred on behalf of the organization.

ARTICLE 4. OFFICERS

4.1 Number and Qualifications

The officers of the organization shall be a Chairman, a President, a Treasurer and a Secretary, each of whom shall be elected by a majority of the Directors then serving. The Chairman, President, Treasurer and Secretary shall be elected from the Directors then serving. Other officers and assistant officers may be elected or appointed by the Board, such officers and assistant officers to hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as may be provided by resolution of the Board. Any officer may be assigned by the Board any additional title that the Board deems appropriate. Any two or more offices may be held by the same person, except the offices of President and Treasurer. Except for the offices of President and Treasurer, the Board may elect to leave offices vacant.

4.2 Election and Term of Office

The officers of the organization shall be elected each year by a majority of the Directors then serving. Unless an officer dies, resigns, or is removed from office, he or she shall hold office until his or her successor is elected.

4.3 Resignation

Any officer may resign at any time by delivering written notice to the Chairman, President, Treasurer, Secretary or Board, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein or, if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

4.4 Removal

Any officer elected or appointed by the Board may be removed by the affirmative vote of at least a majority of the Directors then serving whenever in their judgment the best interests of the organization would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Any other position elected or appointed by the Board may be removed by the affirmative vote of at least a majority of the number of Directors constituting a quorum at a meeting whenever in their judgment the best interests of the organization would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

4.5 Vacancies

A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office or any other cause may be filled by a majority of the Directors then serving for the unexpired portion of the term or for a new term established by the Board.

4.6 Chairman

The Chairman shall preside over meetings of the Board, shall set the strategy and vision of the organization and, in general, perform all of the duties incident to the office of chief executive officer of the organization and such other duties as from time to time may be assigned to him or her by the Board.

4.7 President

The President shall, subject to the Board's control, supervise the staff's control of all of the assets, business and affairs of the organization. The President may sign deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other officer or agent of the organization or are required by law to be otherwise signed or executed by some other officer or in some other manner. In general, the President shall perform all duties incident to the office of President and such other duties as are assigned to him or her by the Chairman or Board from time to time. If no Secretary is elected, the President shall be responsible for supervising the preparation of the minutes of meetings of the Board and the maintenance and authentication of the records of the corporation.

4.8 Treasurer

The Treasurer shall: (a) have charge and custody of the funds and securities of the

organization, subject to the right of the Board of Directors to delegate authority to other officers of the Corporation to approve and sign checks, drafts, orders or other instruments; (b) receive and give receipts for moneys due and payable to the organization from any source whatsoever; (c) deposit all such moneys in the name of the organization in banks, trust companies or other depositories selected in accordance with the provisions of these Bylaws; and (d) in general, perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Chairman, President or Board.

4.9 Secretary

The Secretary shall: (a) keep the minutes of meetings of the Board and any minutes which may be maintained by committees of the Board; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records of the organization; (d) keep records of the address of each Director and officer; (e) sign with the President or other officer authorized by the Chairman, President or Board, deeds, mortgages, bonds, contracts, or other instruments; and (f) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Chairman, President or Board.

4.10 Compensation

The salaries of the officers and any other positions established by the Board shall be fixed from time to time by the Board or by any person or persons to whom the Board has delegated such authority. No officer shall be prevented from receiving a salary by reason of the fact that he or she is also a Director of the organization.

ARTICLE 5. INTERESTS OF DIRECTORS AND OFFICERS

5.1 Compensation

Directors who receive any compensation for services in any capacity, directly or indirectly, from the organization may not vote on matters pertaining to that Director's compensation.

5.2 Conflict of Interest

Directors and officers shall disclose to the Board any financial interest which the Director or officer directly or indirectly has in any person or entity that is a party to a transaction under consideration by the Board. The interested Director or officer shall abstain from voting on the transaction.

5.3 Review of Certain Transactions

Prior to entering into any compensation agreement, contract for goods or services, or any other transaction with any person who is in a position to exercise influence over the affairs of the organization, the Board shall establish that the proposed transaction is reasonable when

compared with a similarly-situated organization for functionally comparable positions, goods or services rendered.

ARTICLE 6. INDEMNIFICATION

To the fullest extent permitted by law, the organization shall indemnify any person who was or is a party to any civil, criminal, administrative or investigative action, suit or proceeding by reason of the fact that he or she is or was a Director or officer of the organization, or is or was serving at the request of the organization as a Director or officer of another organization against expenses (including attorney's fees) and amounts paid in settlement actually and necessarily incurred by him or her in connection with such action, suit or proceeding; and the Board may, at any time, approve indemnification of any other person whom the organization has the power to indemnify under the law. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law or by contract and shall inure to the benefit of the recipient's heirs and successors. The organization may purchase and maintain indemnification insurance for any person to the extent permitted by applicable law. Without limiting the foregoing, the Board shall have the power to indemnify any person to the fullest extent permitted by law.

ARTICLE 7. STANDING BOARD COMMITTEES

7.1 Creation of Committee

The Board, by majority vote, may designate and appoint one or more standing committees, each of which shall consist of one or more Directors, to assist in preparing and implementing organization policies and programs. Committee members shall serve at the pleasure of the Board for one (1) year or until their successors are elected. Members of a standing committee must be Directors. Committee members may be removed at any time, with or without cause, by the Board. Chairs of committees shall be appointed by the Board.

7.2 Meetings

Committees shall meet, from time to time, when any such meeting is called by the chair of the committee, or by a majority of the members of the committee. Notice for such a meeting shall be made according to the provisions of Section 3.7 of these Bylaws. Such notice shall be delivered at least twenty four (24) hours in advance of the meeting.

7.3 Quorum; Manner of Acting

A majority of the members of a committee shall constitute a quorum for that committee, and the act of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee.

7.4 Action by a Committee without Meeting

Any action that could be taken at a meeting of a committee may be taken without a meeting if a written consent setting forth the action so taken is signed by each of the members of

the committee according to the provisions of Section 3.12 of these Bylaws. Any such written consent shall be inserted in the minutes book as if it were the minutes of a committee meeting.

ARTICLE 8. ADVISORY COMMITTEES

The Board may create advisory committees to serve to advise the Board, officers and employees of the organization in any and all matters. Members of an advisory committee shall be appointed by the Board. The Board shall prescribe rules and regulations for the call and conduct of meetings and all other matters relating to committee procedures and responsibilities. Chairs of advisory committees shall be appointed by the Board. Advisory committees shall keep regular minutes of their meetings and deliver such minutes to the Board.

ARTICLE 9. ADMINISTRATIVE AND FINANCIAL PROVISIONS

9.1 Loans

No loans shall be contracted on behalf of the organization and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

9.2 Loans or Extensions of Credit to Officers and Directors

No loans shall be made and no credit shall be extended by the organization to its officers or Directors.

9.3 Checks, Drafts, Etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the organization shall be signed by such officer or officers, or agent or agents, of the organization and in such manner as is from time to time determined by resolution of the Board.

9.4 Deposits

All funds of the organization not otherwise employed shall be deposited from time to time to the credit of the organization in such banks, trust companies or other depositories as the Board may select.

9.5 Books and Records

The organization shall keep at its principal or registered office copies of its current Certificate of Incorporation and Bylaws; correct and adequate records of accounts and finances, minutes of the proceedings of its Board and any minutes that may be maintained by committees of the Board; records of the names and addresses of its officers and Directors; and such other records as may be necessary or advisable.

9.6 Fiscal Year

Unless a different fiscal year is at any time selected by the Board, the fiscal year of the organization shall be the 12 months ending December 31.

9.7 Accounting Year

Unless a different accounting year is at any time selected by the Board, the accounting year of the organization shall be the fiscal year.

9.8 Rules of Procedure

The rules of procedure at meetings of the Board and committees of the Board shall be the rules contained in Roberts' Rules of Order on Parliamentary Procedure, Newly Revised, so far as applicable and when not inconsistent with these Bylaws, the Certificate of Incorporation or any resolution of the Board.

ARTICLE 10. AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the vote of a majority of the number of Directors then serving or by the written consent of each of the Directors.

**UNANIMOUS WRITTEN CONSENT OF THE DIRECTORS
OF
THE JOSEPH BIDEN FOUNDATION**

The undersigned, being all of the directors of The Joseph Biden Foundation, a Delaware nonstock corporation (the "Corporation"), in accordance with the authority contained in Section 141(f) of the Delaware General Corporation Law, do hereby consent to the following actions and waive any notice required to be given in connection therewith:

RESOLVED, that the Certificate of Incorporation of the Corporation as filed in the Office of the Secretary of State of Delaware is hereby approved and adopted in all respects, and the Secretary of the Corporation is hereby directed to cause such Certificate to be inserted in the minute book of the Corporation.

FURTHER RESOLVED, that the Bylaws attached hereto as Exhibit A for the regulation of the affairs of the Corporation are hereby adopted as the Bylaws of the Corporation and that a copy of them be inserted in the minute book immediately following the copy of the Certificate of Incorporation.

FURTHER RESOLVED, that the following individuals are hereby elected to the office or offices of the Corporation set forth opposite their respective names below, each to hold office until his or her successor is elected and qualified or until his or her earlier death, resignation or removal:

Chairman – Ted Kaufman

President – Mark Gitenstein

Secretary – Valerie Biden Owens

Treasurer – Mark Angelson

FURTHER RESOLVED, that each and every officer of the Corporation, acting together or alone, be and is hereby authorized to designate any bank or banks as depositories in which funds of the Corporation may be deposited from time to time. In connection with the designation of such bank or banks as depositories of the Corporation, any such officer is hereby authorized to take such action from time to time on behalf of the Corporation as any such officer may deem proper in order to effect such designation and any standard form of corporate banking resolution required by such bank or banks which in connection with such designation may be certified by any such officer as having been adopted by the Board of Directors pursuant to this consent shall be deemed adopted pursuant to this consent with the same force and effect as if presented to the Board of Directors and adopted thereby on the date of this consent, and shall be included in the minute book of the Corporation.

FURTHER RESOLVED, that disbursements of the funds of the Corporation may be made by checks, drafts, orders or other instruments (i) in the case of checks in the amount of less than ten thousand dollars (\$10,000), signed on behalf of the Corporation by any officer of the Corporation or (ii) in the case of checks in the amount of ten thousand dollars (\$10,000) or more,

approved by any two (2) officers of the Corporation and signed on behalf of the Corporation by any officer of the Corporation.

FURTHER RESOLVED, that the Chairman is authorized to prescribe rules or limitations with respect to the authority of the officers and employees of the Corporation to make or authorize the making of expenditures of funds of the Corporation and the making of commitments of a contractual nature on behalf of the Corporation.

FURTHER RESOLVED, that Corporation Service Company is designated the Registered Agent of the Corporation and that the Registered Office of the Corporation shall be located in the State of Delaware at 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle, 19808.

FURTHER RESOLVED, that the Conflict of Interest Policy attached hereto as Exhibit B is hereby adopted by the Corporation and that a copy of such policy be inserted in the minute book.

FURTHER RESOLVED, that the Corporation apply for authority to transact business as a foreign corporation in such jurisdictions as any officer of this Corporation may deem proper and that each and every officer of the Corporation, acting together or alone, is hereby authorized to take such action from time to time on behalf of the Corporation as any officer may deem proper in order to obtain such authority, including, without limitation, the appointment of a registered agent, and any resolutions which in connection with application for any such qualification may be certified by any such officer as having been adopted by the Board of Directors pursuant to this consent shall be deemed adopted pursuant to this consent with the same force and effect as if presented to the Board of Directors and adopted thereby on the date of this consent, and shall be included in the minute book of the Corporation.

FURTHER RESOLVED, that the Corporation elects to apply for status as a 501(c)(3) corporation in accordance with the Internal Revenue Code, as amended, and the Corporation and its officers be and are hereby authorized and directed to execute, deliver and/or file any and all necessary or appropriate documents and instruments in order effectively to adopt and operate as a 501(c)(3) corporation under the Internal Revenue Code.

FURTHER RESOLVED, that each and every officer of this Corporation is hereby authorized in the name and on behalf of this Corporation to purchase and maintain insurance on behalf of any person who 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 any liability asserted against him in any such capacity, or arising out of his status as such; that in connection therewith each officer is further authorized to sign and execute such documents, and to do such further acts on behalf of this Corporation as in such officer's judgment the best interests of this Corporation shall require, and the execution of such documents or the taking of such action by such officer shall be conclusive evidence that such officer deems all of the terms and conditions thereof to be proper; and that any resolutions that in connection therewith shall be certified by

the Secretary or any Assistant Secretary of the Corporation as having been adopted by the Board of Directors, shall be deemed adopted as of the date provided for in any such certification, and shall be inserted in the minute book of this Corporation.

FURTHER RESOLVED, that any and all actions in connection with the organization of the Corporation taken prior to the date hereof in good faith by or on behalf of the incorporator of the Corporation are hereby approved, authorized, ratified, confirmed and adopted in all respects and the Corporation shall indemnify the incorporator with respect to any damages, losses, claims or liabilities incurred by such person at any time in connection with such actions.

FURTHER RESOLVED, that any officer of the Corporation is hereby authorized and directed to cause the Corporation to pay all charges and expenses incident to or arising out of the organization of the Corporation and to reimburse any person who has made any disbursements therefor.

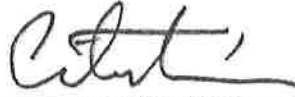
FURTHER RESOLVED, that the fiscal year of the Corporation shall end on the last day of December of each year.

FURTHER RESOLVED, that each and every officer of the Corporation, together or acting alone, is hereby authorized to do or cause to be done any and all such acts and things and execute and deliver any and all documents and papers as he or she may deem necessary or appropriate to carry out the purposes of the foregoing resolutions.

FURTHER RESOLVED, that the Secretary is instructed to file this unanimous consent with the minutes of the proceedings of the Board of Directors.

[remainder of page left blank]

IN WITNESS WHEREOF, the undersigned have executed this Consent as of the 29th day of February, 2016.



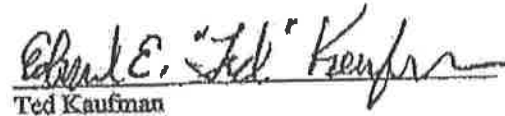
Mark Gitenstein



Mark Angelson



Valerie Biden Owens



Ted Kaufman

Being all of the directors of The Joseph Biden Foundation, a Delaware nonstock corporation

EXHIBIT A

Bylaws

EXHIBIT B

Conflict of Interest Policy

THE JOSEPH BIDEN FOUNDATION
CONFLICTS OF INTEREST POLICY

A. Purpose

The purpose of the Conflicts of Interest Policy (the "policy") is to protect the interests of the organization when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or Director of the organization or might result in a possible excess benefit transaction. This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

B. Definitions

1. Interested Person

Any Director, principal officer, or member of a committee with governing board-delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the organization has a transaction or arrangement;
- b. A compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement;
or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration, as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under procedures outlined below, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

C. Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and members of committees with governing board-delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he or she shall leave the meeting during the discussion of and the vote on the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

D. Violations of the Policy

1. If the governing board or committee has reasonable cause to believe a Director, principal officer or member of a committee has failed to disclose actual or possible conflicts of interest, it shall inform such person of the basis for such belief and afford the person an opportunity to explain the alleged failure to disclose.
2. If, after hearing the Director's, principal officer's or member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines such person has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

E. Records of Proceedings

The minutes of the governing board and all committees with board-delegated powers shall contain:

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board or committee's decision as to whether a conflict of interest in fact existed.
2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

F. Compensation

1. A voting member of the governing board who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.
3. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

G. Annual Statements

Each Director, principal officer and member of a committee with governing board-delegated powers shall annually sign a statement which affirms such person:

1. Has received a copy of the policy;
2. Has read and understands the policy;
3. Has agreed to comply with the policy; and
4. Understands that the organization is charitable, and that in order to maintain its federal tax exemption, it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

H. Periodic Reviews

To ensure that the organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

1. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
2. Whether partnerships, joint ventures, and arrangements with management organizations conform to the organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or an excess benefit transaction.

I. Use of Outside Experts

When conducting the periodic reviews as provided for in this policy, the organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring that periodic reviews are conducted.