

14 April 2021

English only

**Committee on the Peaceful
Uses of Outer Space**
Scientific and Technical Subcommittee
Fifty-eighth session
Vienna, 19-30 April 2021

Request for observer status with the Committee on the Peaceful Uses of Outer Space: application of the Open Lunar Foundation

Note by the Secretariat

1. At its thirty-third session, in 1990, the Committee considered guidelines for granting observer status with the Committee to international intergovernmental and non-governmental organizations. The possible criteria suggested by the Outer Space Affairs Division to the Committee at the time were the following:

(a) As part of its programme, the organization should be concerned with matters falling within the competence of the Committee on the Peaceful Uses of Outer Space;

(b) The aims and purposes of the organization should be in conformity with the spirit, purposes and principles of the Charter of the United Nations;

(c) The organization should be a recognized international organization and should have an established headquarters, an executive officer, and a constitution, a copy of which is deposited with the Secretary-General of the United Nations. In the case of a non-governmental organization, it should be a non-profit organization.

2. Having considered the matter, the Committee at its thirty-third session, agreed, that in the future non-governmental organizations which request observer status with the Committee should have consultative status with the Economic and Social Council (ECOSOC) and should, as part of their programmes, be concerned with matters falling within the competence of the Committee.

3. At its fifty-third session, in 2010, the Committee agreed that observer status would be granted to non-governmental organizations on a provisional basis, for a period of three years, pending information on the status of their application for consultative status with the Economic and Social Council. The Committee also agreed that the provisional observer status could be extended for an additional year, if necessary. The Committee further agreed that it would grant permanent observer status to such non-governmental organizations upon confirmation of their consultative status with the Council.



4. While the Committee's decision did not specifically include the elements referred to in 2 (c) above, it has been the practice of the Committee, since its decision in 1990, to have before it the constitution or statutes of the organization or entity requesting observer status.

5. On 2 May 2020 the Office for Outer Space Affairs received an application for observer status with the Committee on the Peaceful Uses of Outer Space from the Open Lunar Foundation. The following related correspondence received from the Open Lunar Foundation is attached to this document:

(a) Letter from the Open Lunar Foundation containing a background information and justifying the intention to become a permanent observer of the Committee;

(b) Articles of Incorporation (Mission Statement / Constitution);

(c) Charitable Status Application to the IRS (2 pages in the end of the document show information about activities);

(d) Acceptance charitable status by state of CA;

(e) IRS Tax Exemption confirmation (Federal);

(f) Bylaws (Constitution).



OPEN LUNAR
FOUNDATION

Ms. Simonetta Di Pippo
Director
Office for Outer Space Affairs
United Nations Office at Vienna
Vienna International Centre
Wagramerstrasse
5 A-1220 Vienna
Austria

Request for observer status with the Committee on the Peaceful Uses of Outer Space: Application Open Lunar Foundation

Dear Ms. Di Pippo,

On behalf of the Open Lunar Foundation, I am writing to formally apply for the status of permanent observer organisation to the United Nations Committee on the Peaceful Uses of Outer Space.

Open Lunar Foundation aims to catalyse a cooperative and peaceful presence on the Moon for the benefit of all.

Founded in 2018, Open Lunar is a non profit organisation with headquarters in San Francisco, California, USA. As a non profit organization, Open Lunar works to improve industry collaboration, set precedents, and role model new approaches to spacecraft development for lunar applications. We are a civil society actor working with governments, international organizations, academia, nonprofits and the private sector to accelerate work and enhance the agility and intentionality of lunar exploration, science, and development toward eventual settlement. As we are intimately involved in research and knowledge dissemination regarding international lunar cooperation, and the nature of related legal problems, our work is closely aligned with the work of COPUOS and supporters.

Open Lunar Foundation is recognized internationally, having been at the International Astronautical Congress (IAC) 2019, the Lunar Exploration Analysis Group (LEAG) 2019,¹ the Hague Space Resources Working Group Meetings. Our community is comprised of over 120 people across more than 10 countries. We work alongside partners across the world, some examples include hosting events such as the Norms of Behaviour in Space workshop in partnership with Secure World Foundation in DC,² working with ESA's space resources team toward lunar requirements roadmapping, and work with the

¹ Lunar Exploration Analysis Group <https://www.lpi.usra.edu/leag/>

² A Summary Report is available at <https://swfound.org/events/2019/norms-of-behavior-in-space-workshop>.



Government of Luxembourg's embassy in San Francisco to explore lunar policy issues with their networks.

Open Lunar activities are intimately tied to the work of the United Nations Committee on the Peaceful Uses of Outer Space, and the strategic vision and overarching objectives of the Space2030 agenda.³

The resilience and sustainability of life on Earth and off Earth is a core tenet of our organisation and motivates much of our work. We aim to support the thriving of all life on the Moon and on Earth as an interconnected endeavour. We see these as fundamentally connected regarding the governance and economic frameworks utilised to achieve both, and always conduct our space focused work and lead diplomacy with a focus on interoperable, coordinated approaches. Our ambition is to ensure that advances made in space are conducted in a way which exemplifies the kind of approaches we wish for Earth systems to be managed; responsibly, openly, internationally, sustainably, inclusively.

We support the development of a robust and sustainable space economy. We are engaged by acting as customers and mentors for lunar SMEs/lander teams - flying payloads, and open sourcing our engineering designs for others to use. We also continue to help address issues arising from commercial activities on the lunar surface and promote new coordination mechanisms for space resource utilization activities which supports each pillar of the Space 2030 Agenda.

We support continued global partnerships in space exploration and innovation; We cultivate new partnerships with non space industries and create new opportunities for addressing global challenges through this cross sectoral approach. We foster dialogue with the space industry and the private sector collectively through events and strategic summits as well as hardware, software and data sharing. We promote cooperation between spacefaring nations and emerging space nations, including discussing space policy futures with the Asia Pacific countries. We hope to improve accessibility of lunar exploration activities and to enable lunar development technologies and science efforts to become open and inclusive on a global scale.

The Open Lunar Foundation affirms the role of the Outer Space Treaty as the cornerstone of the international legal regime governing lunar surface activities, and supports the progressive multilateral development of pragmatic steps to continue to develop the legal regime for outer space and. While already working collaboratively with other stakeholders in identifying governance and cooperation mechanisms for use on the lunar surface, and seek to bring these findings to the attention of the UN Committee on the Peaceful Uses of Outer Space

³ Legal Subcommittee of the Committee on the Peaceful Uses of Outer Space, *Revised draft "Space2030" agenda and implementation plan – Working paper submitted by the Bureau of the Working Group on the "Space2030" Agenda, A/AC.105/C.2/L.316*, 21 Feb. 2020, Available at: https://www.unoosa.org/documents/pdf/copuos/lsc/2020/Advanced_English_edited_version.pdf



We support enhanced information exchange for space objects and events. We work with organisations such as For All Moonkind to pursue the possibility of an enhanced registry system for information exchange about planned missions and objectives. We also work with universities, companies and scientific institutions to gather and share the latest information on critical technologies which require fast track development to support the ecosystem's success as a whole.

We also build capacities for the 21st century. We aim to promote diversity by encouraging, in particular, young people and women in leadership positions within our organisation as it is evident by the number of women involved in key positions within Open Lunar. We support intergenerational knowledge sharing with community members from ages below 25 to above 70. We operate from the assumption that the way we work will influence how others' work and so continuously aim to role model effective collaboration practices suitable for today's world. We host a dialog program called Moon Dialogs in partnership with a number of other organisations to enhance the capacity of the industry to clarify and nuance plans for lunar activity regulation, we host an international Fellowship program supporting lunar policy issues to be provided treatments from different cultural perspectives, and finally our engineering work is critically focussed on building the future capability of the entire ecosystem of lunar actors.

We look forward to working with COPUOS in the pursuit of a peaceful cooperative future on the Moon for the benefit of all life. We are excited to learn and contribute as observers to these agenda-setting meetings which focus so closely on the vision we hope to support: peaceful uses of outer space.

We have begun the work to secure consultative status with the UN Economic and Social Council (ECOSOC), and aim to accomplish this as soon as practicable.

Please see our supportive documents (attached in the email alongside this letter):

- a) [Articles of Incorporation \(Mission Statement / Constitution\)](#)
- b) [Charitable Status Application to the IRS Page 54-56 shows our activities](#)
- c) [Acceptance charitable status by state of CA](#)
- d) [IRS Tax Exemption confirmation](#) (Federal)
- e) [Bylaws](#) (Constitution)

Thank you for your consideration of our application. Please let us know if you would like more information.

Sincerely,

Chelsea Robinson
Chief Operating Officer
OPEN LUNAR FOUNDATION

4106536

FILED
Secretary of State
State of California

20 JAN 31 2018

ARTICLES OF INCORPORATION
OF
OPEN LUNAR FOUNDATION

I.

The name of this corporation is: Open Lunar Foundation.

II.

A. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.

B. The specific purposes of this corporation shall be to engage in programs and activities to create a peaceful, self-sustaining presence on the Moon, with the goals of preserving Earth's species and knowledge, and the positive evolution of human civilization; including, but not limited to, undertaking projects, collaborating with other entities, organizations and persons engaged in related activities, supporting and facilitating communities, facilitating and conducting scientific research in the public interest, advancing public awareness and understanding of scientific activities, fundraising, making grants in furtherance of the foregoing, and engaging in ancillary or related activity in furtherance of the foregoing. Subject to Article V.B of these articles, this corporation shall be permitted to conduct other lawful activities permitted under the California Nonprofit Public Benefit Corporation Law.

III.

The name and address in the State of California of this corporation's initial agent for service of process is:

Jesse Kate Schingler
399 Webster Street
San Francisco, California 94117

IV.

The initial street and mailing address of this corporation is:

399 Webster Street
San Francisco, California 94117

V.

A. This corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Code.

B. Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

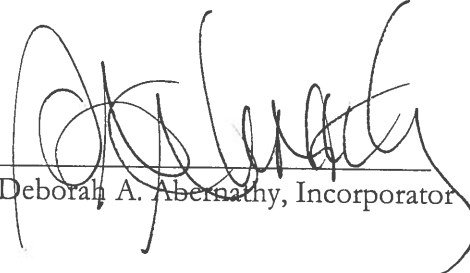
C. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of or in opposition to any candidate for public office.

VI.

A. The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net earnings or assets of this corporation shall inure to the benefit of (or be distributable to) any director or officer of this corporation or other private person, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its charitable purposes.

B. Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed as determined by the board of directors of the corporation to one or more nonprofit funds, foundations or corporations which are organized and operated exclusively for charitable purposes and which are then recognized by the Internal Revenue Service as organizations described in Section 501(c)(3) of the Code.

Dated: January 31, 2018



Deborah A. Abernathy, Incorporator



I hereby certify that the foregoing transcript of 2 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office

FEB 01 2018

Date: _____

Alex Padilla

ALEX PADILLA, Secretary of State

September 7, 2018

VIA FEDERAL EXPRESS

Internal Revenue Service
Attention: EO Determination Letters
Stop 31
201 West Rivercenter Boulevard
Covington, Kentucky 41011

Re: Open Lunar Foundation, Employer Identification Number 82-4265251

Dear Sir/Madam:

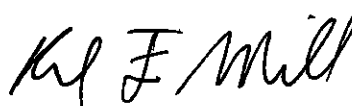
We enclose the tax-exemption application for the Open Lunar Foundation (the "Foundation"), a California nonprofit public benefit corporation, for your review. The Organization seeks a determination that it is a charitable organization described in Section 501(c)(3) of the Internal Revenue Code, and a publicly supported organization described in Sections 509(a)(1) and 170(b)(1)(A)(vi). The application consists of the following documents:

1. Our check for \$600.00;
2. Form 1023 Checklist;
3. Form 2848, Power of Attorney;
4. Form 1023, Application for Recognition of Exemption;
5. Articles of Incorporation, certified by the California Secretary of State;
6. Amended and Restated Articles of Incorporation certified by the California Secretary of State;
7. Bylaws;
8. Proposed Budget;
9. Conflict of Interest Policy; and
10. Supplemental Responses to Form 1023.

We look forward to receiving your prompt decision that the Organization is an organization described in Sections 501(c)(3), 509(a)(1) and 170(b)(1)(A)(vi). If you have any questions, however, please contact this office.

Very truly yours,

ADLER & COLVIN

By: 
Karl F. Mill
Associate

KFM:snc:vv

Enclosures

cc: Open Lunar Foundation

SECURITY FEATURES INCLUDE TRUE WATERMARK PAPER, HEAT SENSITIVE ICON AND FOIL HOLOGRAM

CITY NATIONAL BANK AN RBC COMPANY
PRIVATE BANKING
(800) 773-7100

4431

16-1606/1220

CHECK NUMBER

ADLER & COLVIN
235 MONTGOMERY ST. SUITE 1220
SAN FRANCISCO, CA 94104
(415) 421-7555

8/28/2018

PAY TO THE ORDER OF **U.S. Department of the Treasury** \$ **600.00**

Six Hundred and No/100 Dollars ----- DOLLARS

U.S. Department of the Treasury
201 Est Rivercenter Blvd., Attn: Extracting Stop
Covington, KY 41011



Gayle Wald
AUTHORIZED SIGNATURE

MEMO SIGNAL-1 Form 1023

⑈00443⑈ ⑆22016066⑆ 44⑈038070⑈

ADLER & COLVIN

4431

U.S. Department of the Treasury 4431 8/28/2018
Inv. Date 08-28-2018 Inv. No. 08.27.18
Invoice Description SIGNAL-1 Form 1023

Amount
600.00

\$600.00

Security Features Included

Form 1023 Checklist

(Revised December 2017)

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

Note: Retain a copy of the completed Form 1023 in your permanent records. Refer to the General Instructions regarding Public Inspection of approved applications.

Check each box to finish your application (Form 1023). Send this completed Checklist with your filled-in application. If you have not answered all the items below, your application may be returned to you as incomplete.

- Assemble the application and materials in this order.
- Form 1023 Checklist
 - Form 2848, *Power of Attorney and Declaration of Representative* (if filing)
 - Form 8821, *Tax Information Authorization* (if filing)
 - Expedite request (if requesting)
 - Application (Form 1023 and Schedules A through H, as required)
 - Articles of organization
 - Amendments to articles of organization in chronological order
 - Bylaws or other rules of operation and amendments
 - Documentation of nondiscriminatory policy for schools, as required by Schedule B
 - Form 5768, *Election/Revocation of Election by an Eligible Section 501(c)(3) Organization To Make Expenditures To Influence Legislation* (if filing)
 - All other attachments, including explanations, financial data, and printed materials or publications. Label each page with name and EIN.
- User fee payment placed in envelope on top of checklist. DO NOT STAPLE or otherwise attach your check or money order to your application. Instead, just place it in the envelope.
- Employer Identification Number (EIN)
- Completed Parts I through XI of the application, including any requested information and any required Schedules A through H.
- You must provide specific details about your past, present, and planned activities.
 - Generalizations or failure to answer questions in the Form 1023 application will prevent us from recognizing you as tax exempt.
 - Describe your purposes and proposed activities in specific easily understood terms.
 - Financial information should correspond with proposed activities.
- Schedules. Submit only those schedules that apply to you and check either "Yes" or "No" below.
- | | | | | | |
|------------|---------|-------------|------------|---------|-------------|
| Schedule A | Yes ___ | No <u>X</u> | Schedule E | Yes ___ | No <u>X</u> |
| Schedule B | Yes ___ | No <u>X</u> | Schedule F | Yes ___ | No <u>X</u> |
| Schedule C | Yes ___ | No <u>X</u> | Schedule G | Yes ___ | No <u>X</u> |
| Schedule D | Yes ___ | No <u>X</u> | Schedule H | Yes ___ | No <u>X</u> |

- An exact copy of your complete articles of organization (creating document). Absence of the proper purpose and dissolution clauses is the number one reason for delays in the issuance of determination letters.
 - Location of Purpose Clause from Part III, line 1 (Page, Article and Paragraph Number) Page 1, Para II(B)
 - Location of Dissolution Clause from Part III, line 2b or 2c (Page, Article and Paragraph Number) or by operation of state law Page 2, Para VI(A)
- Signature of an officer, director, trustee, or other official who is authorized to sign the application.
 - Signature at Part XI of Form 1023.
- Your name on the application must be the same as your legal name as it appears in your articles of organization.

Send completed Form 1023, user fee payment, and all other required information, to:

Internal Revenue Service
Attention: EO Determination Letters
Stop 31
P.O. Box 12192
Covington, KY 41012-0192

If you are using express mail or a delivery service, send Form 1023, user fee payment, and attachments to:

Internal Revenue Service
Attention: EO Determination Letters
Stop 31
201 West Rivercenter Boulevard
Covington, KY 41011

Power of Attorney and Declaration of Representative

▶ Go to www.irs.gov/Form2848 for instructions and the latest information.

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 Open Lunar Foundation 399 Webster Street San Francisco, CA 94117	Taxpayer identification number(s) Daytime telephone number (510) 934 5615
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 Nancy E. McGlamery, Adler & Colvin 235 Montgomery Street, Suite 1220 San Francisco, CA 94104 Check if to be sent copies of notices and communications <input checked="" type="checkbox"/>	CAF No. 0303-87371R PTIN P01610939 Telephone No. (415) 421-7555 Fax No. (415) 421-0712 Check if new: Address <input type="checkbox"/> Telephone No. <input type="checkbox"/> Fax No. <input type="checkbox"/>
Name and address Karl F. Mill, Adler & Colvin 235 Montgomery Street, Suite 1220 San Francisco, CA 94104 Check if to be sent copies of notices and communications <input checked="" type="checkbox"/>	CAF No. 0311-39814R PTIN P01781068 Telephone No. (415) 421-7555 Fax No. (415) 421-0712 Check if new: Address <input type="checkbox"/> Telephone No. <input type="checkbox"/> Fax No. <input type="checkbox"/>
Name and address (Note: IRS sends notices and communications to only two representatives.)	CAF No. _____ PTIN _____ Telephone No. _____ Fax No. _____ Check if new: Address <input type="checkbox"/> Telephone No. <input type="checkbox"/> Fax No. <input type="checkbox"/>
Name and address (Note: IRS sends notices and communications to only two representatives.)	CAF No. _____ PTIN _____ Telephone No. _____ Fax No. _____ Check if new: Address <input type="checkbox"/> Telephone No. <input type="checkbox"/> Fax No. <input type="checkbox"/>

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 Recognition of Exemption	1023	2018-2021

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):

Access my IRS records via an Intermediate Service Provider;

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, partnership representative, 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.

Chelsea Robinson
 Signature

28 August 2018
 Date

President
 Title (if applicable)

Chelsea Robinson
 Print Name

Open Lunar Foundation
 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—a holder of an active license to practice as a certified public accountant 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 Qualifying Student—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	CA	250995	<i>[Signature]</i>	9/17/18
a	CA	292459	<i>[Signature]</i>	9/17/18

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

▶ Do not enter social security numbers on this form as it may be made public.
 ▶ Go to www.irs.gov/Form1023 for instructions and the latest information.

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)	
Open Lunar Foundation			
3 Mailing address (Number and street) (see instructions)	Room/Suite	4 Employer Identification Number (EIN)	
399 Webster Street		82-4265251	
City or town, state or country, and ZIP + 4		5 Month the annual accounting period ends (01 – 12)	
San Francisco, CA 94117		12	
6 Primary contact (officer, director, trustee, or authorized representative) a Name: Nancy E. McGlamery, Adler & Colvin		b Phone: (510) 934 5615	
		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: N/A			
b Organization's email: (optional) N/A			
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) 01/31/2018			
12 Were you formed under the laws of a foreign country? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," state the country.			

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, Para II(B)**
- 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.
b 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, Para VI(A)**
- c 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)
See Supplemental Response			

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)
See Supplemental Response			

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)
None			

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. Yes 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. Yes 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. Yes 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. Yes 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 nonprofit status. If "Yes," complete Schedule G. Yes 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. Yes 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. Yes 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. Yes No
See Supplemental Response
- 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. Yes 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. Yes 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 of any written contracts or other agreements relating to such arrangements. Yes 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)

- 4a** Do you or will you undertake fundraising? If "Yes," check all the fundraising programs you do or will conduct. See instructions. Yes No
- mail solicitations
 - email solicitations
 - personal solicitations
 - vehicle, boat, plane, or similar donations
 - foundation grant solicitations
 - phone solicitations
 - accept donations on your website
 - receive donations from another organization's website
 - government grant solicitations
 - Other

Attach a description of each fundraising program.

- b** Do you or will you have written or oral contracts with any individuals or organizations to raise funds for you? If "Yes," describe these activities. Include all revenue and expenses from these activities and state who conducts them. Revenue and expenses should be provided for the time periods specified in Part IX, Financial Data. Also, attach a copy of any contracts or agreements. Yes No
- c** Do you or will you engage in fundraising activities for other organizations? If "Yes," describe these arrangements. Include a description of the organizations for which you raise funds and attach copies of all contracts or agreements. Yes No
- d** List all states and local jurisdictions in which you conduct fundraising. For each state or local jurisdiction listed, specify whether you fundraise for your own organization, you fundraise for another organization, or another organization fundraises for you.
- e** Do you or will you maintain separate accounts for any contributor under which the contributor has the right to advise on the use or distribution of funds? Answer "Yes" if the donor may provide advice on the types of investments, distributions from the types of investments, or the distribution from the donor's contribution account. If "Yes," describe this program, including the type of advice that may be provided and submit copies of any written materials provided to donors. Yes No

5 Are you affiliated with a governmental unit? If "Yes," explain. Yes No

6a Do you or will you engage in economic development? If "Yes," describe your program. Yes No

b Describe in full who benefits from your economic development activities and how the activities promote exempt purposes.

7a Do or will persons other than your employees or volunteers develop your facilities? If "Yes," describe each facility, the role of the developer, and any business or family relationship(s) between the developer and your officers, directors, or trustees. Yes No

b Do or will persons other than your employees or volunteers manage your activities or facilities? If "Yes," describe each activity and facility, the role of the manager, and any business or family relationship(s) between the manager and your officers, directors, or trustees. Yes No

c If there is a business or family relationship between any manager or developer and your officers, directors, or trustees, identify the individuals, explain the relationship, describe how contracts are negotiated at arm's length so that you pay no more than fair market value, and submit a copy of any contracts or other agreements.

8 Do you or will you enter into joint ventures, including partnerships or limited liability companies treated as partnerships, in which you share profits and losses with partners other than section 501(c)(3) organizations? If "Yes," describe the activities of these joint ventures in which you participate. Yes No

9a Are you applying for exemption as a childcare organization under section 501(k)? If "Yes," answer lines 9b through 9d. If "No," go to line 10. Yes No

b Do you provide childcare so that parents or caretakers of children you care for can be gainfully employed (see instructions)? If "No," explain how you qualify as a childcare organization described in section 501(k). Yes No

c Of the children for whom you provide childcare, are 85% or more of them cared for by you to enable their parents or caretakers to be gainfully employed (see instructions)? If "No," explain how you qualify as a childcare organization described in section 501(k). Yes No

d Are your services available to the general public? If "No," describe the specific group of people for whom your activities are available. Also, see the instructions and explain how you qualify as a childcare organization described in section 501(k). Yes No

10 Do you or will you publish, own, or have rights in music, literature, tapes, artworks, choreography, scientific discoveries, or other intellectual property? If "Yes," explain. Describe who owns or will own any copyrights, patents, or trademarks, whether fees are or will be charged, how the fees are determined, and how any items are or will be produced, distributed, and marketed. Yes No

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. Yes No
- 16** Are you applying for exemption as a **cooperative hospital service organization** under section 501(e)? If "Yes," explain. Yes No
- 17** Are you applying for exemption as a **cooperative service organization of operating educational organizations** under section 501(f)? If "Yes," explain. Yes No
- 18** Are you applying for exemption as a **charitable risk pool** under section 501(n)? If "Yes," explain. Yes 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. Yes No
- 20** Is your main function to provide **hospital or medical care**? If "Yes," complete Schedule C. Yes No
- 21** Do you or will you provide **low-income housing** or housing for the **elderly or handicapped**? If "Yes," complete Schedule F. Yes 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. Yes 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.

1. If in existence less than 5 years, complete the statement 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:
 - a. Three years of financial information if you have not completed one tax year; or
 - b. Four years of financial information if you have completed one tax year. See instructions.
2. If in existence 5 or more years, complete the schedule for the most recent 5 tax years. You will need to provide a separate statement that includes information about the most recent 5 tax years because the data table in Part IX has not been updated to provide for a 5th year. 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 _____ To _____	(b) From _____ To _____	(c) From _____ To _____	(d) From _____ To _____	
Revenues	1 Gifts, grants, and contributions received (do not include unusual grants)		See Proposed Budget			
	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					
	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					
	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					
Expenses	14 Fundraising expenses					
	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					
	19 Interest expense					
	20 Occupancy (rent, utilities, etc.)					
	21 Depreciation and depletion					
	22 Professional fees					
	23 Any expense not otherwise classified, such as program services (attach itemized list)					
	24 Total Expenses Add lines 14 through 23					

Part IX Financial Data (Continued)

B. Balance Sheet (for your most recently completed tax year)

Year End: **7/2018**

Assets		(Whole dollars)
1	Cash	1,615,054
2	Accounts receivable, net	0
3	Inventories	0
4	Bonds and notes receivable (attach an itemized list)	0
5	Corporate stocks (attach an itemized list)	0
6	Loans receivable (attach an itemized list)	0
7	Other investments (attach an itemized list)	0
8	Depreciable and depletable assets (attach an itemized list)	0
9	Land	0
10	Other assets (attach an itemized list)	0
11	Total Assets (add lines 1 through 10)	1,615,054
Liabilities		
12	Accounts payable	0
13	Contributions, gifts, grants, etc. payable	0
14	Mortgages and notes payable (attach an itemized list)	0
15	Other liabilities (attach an itemized list)	0
16	Total Liabilities (add lines 12 through 15)	0
Fund Balances or Net Assets		
17	Total fund balances or net assets	1,615,054
18	Total Liabilities and Fund Balances or Net Assets (add lines 16 and 17)	1,615,054
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.

1 a 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, h, or i 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)(ix) – an agricultural research organization directly engaged in the continuous active conduct of agricultural research in conjunction with a college or university.
- h 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.
- i 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).
- j A publicly supported organization, but unsure if it is described in 5h or 5i. You would like the IRS to decide the correct status.

6 If you checked box h, i, or j in question 5 above, and you have been in existence more than 5 years, you must confirm your public support status. Answer line 6a if you checked box h in line 5 above. Answer line 6b if you checked box i in line 5 above. If you checked box j in line 5 above, answer both lines 6a and 6b.

- a (i) Enter 2% of line 8, column (e) on Part IX-A Statement of Revenues and Expenses _____
- (ii) 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," state this.
- b (i) 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 and amount received from each disqualified person. If the answer is "None," state this.
- (ii) For each year amounts were 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," state this.

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 and Signature

You must include the correct user fee payment with this application. If you do not submit the correct user fee, we will not process the application and we will return it to you. 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 "Exempt Organizations User Fee" in the search box, or call Customer Account Services at 1-877-829-5500 for current information.

Enter the amount of the user fee paid: \$600

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

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

 Chelsea Matilda Robinson
(Type or print name of signer)
President
(Type or print title or authority of signer)

 9/6/2018
(Date)

OPEN LUNAR FOUNDATION

EIN: 82-4265251

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OLF has not yet finalized the agreement with Planet Labs and, as such, there is no agreement to attach. Before OLF enters into any purchase agreement with Planet Labs, such purchase (and any other transactions between the entities) will be approved in accordance with OLF's attached Conflict of Interest Policy in order to ensure that the transaction is actually in the best interests of OLF and is compliant with federal tax and state corporate law. Pursuant to such Conflict of Interest Policy, any transaction between OLF and Planet Labs will be negotiated at arms-length. If at any time OLF is considering a transaction with Planet Labs and does not have a sufficient number of disinterested directors for the Board to approve the transaction, the Board will establish a Board committee composed of two or more disinterested directors, and only disinterested directors, who will review such transaction in a manner consistent with the Conflict of Interest Policy. Such directors, in observation of their fiduciary duties and federal tax law, will ensure that any transaction with Planet Labs will further OLF's exempt purposes, will not represent an impermissible private benefit to Planet Labs, and will not result in OLF paying more than fair market value for any property received from Planet Labs.

Part VI: Benefits to Individuals and Organizations.

Question 1b. Goods, Services, or Funds Provided to Organizations. OLF does not have any immediate plans to provide other organizations with goods, services, or funds, but, as described in **Part IV**, OLF may collaborate with other organizations in conducting its scientific research and educational activities. In the course of those collaborations, OLF may assist other organizations with a related mission by making its resources or personnel available, but only to the extent that such assistance would be exclusively focused on and significantly further the educational and scientific mission described in **Part IV**.

Part VIII: Specific Activities.

Question 2a: Influencing Legislation. OLF has no immediate plans to engage in legislative lobbying. Nevertheless, if in the future OLF engages in legislative lobbying in furtherance of its exempt purposes, OLF will spend no more than the ceiling amounts permitted under Code Section 501(h) and regulations thereunder on direct lobbying and grassroots lobbying.

Question 2b: Section 501(h) Election. We attach a completed **Form 5768** for filing with this application.

Question 4a: Fundraising Programs. OLF is currently in the initial stages of developing a fundraising plan. Initially, OLF anticipates donations from private donors and institutional funds. Money is raised through relationship building, small events, and formulating proposals. The pool of donors are people who are interested in the space sector, and already have significant leadership roles in space companies, space investment firms and others with a

OPEN LUNAR FOUNDATION

EIN: 82-4265251

Supplemental Responses to Form 1023

Page 10

general passion for the industry. These individuals are motivated by the opportunity to do something for the common good; to fuel spaceflight initiatives which includes public engagement to help all of humanity feel engaged and included in the pursuit of outer space exploration – a terrain which has only been accessible to the super rich and nation state actors. OLF will also submit proposals for funding from philanthropic funds concerned with reducing existential risk to the human race, and space agencies including NASA and the European Space Agency. Where OLF applies for support from national space agencies, it will offer a unique perspective as a nonprofit.

Initially, the directors of OLF intend to make use of their extensive personal networks to solicit contributions face-to-face. As OLF grows and the solicitations expand to institutional funds and space agencies, the fundraising tasks will likely be taken over by staff.

Question 10: Intellectual Property. OLF aims to share the knowledge and insight that it develops in the course of the scientific activities described in **Part IV** for the benefit of the public. In publicizing the results of its scientific research, OLF may from time to time publish brochures, reports, white papers, or other educational materials concerning OLF and its activities. The distribution of these materials will help OLF accomplish its scientific purposes by educating the public regarding the results of its research. OLF will publish its scientific research and any other materials relating to its educational and scientific activity in a noncommercial manner in compliance with Revenue Ruling 67-4, 1967-1 C.B. 121. Unless otherwise required by grant terms, OLF intends to retain the copyright on all of its published materials, which will not contain commercial advertising. OLF expects that any publication it may produce will be distributed without charge, or that, in rare instances, certain publications may be offered for purchase at up to fair market value.

OLF may, in the course of performing the activities described in **Part IV**, develop intellectual property related to its research projects, such as software intended to facilitate OLF's own Lunar exploration and research. OLF intends to maintain the ownership of any and all intellectual property developed using its resources or by its employees or volunteers. OLF intends to only use such intellectual property in furtherance of its educational and scientific purposes. To the extent reasonably calculated to further such purposes, OLF anticipates that it will make the underlying code for software that it develops and other intellectual property freely available to the general public in the interests of advancing the pursuit of Lunar exploration, research, and education more broadly.

In addition, OLF may consider licensing its intellectual property to other organizations that may be able to use such property in pursuit of educational and scientific purposes, provided that any such license to an entity that is not described in Section 501(c)(3) shall be restricted to require the use of the licensed property exclusively for charitable, educational, or scientific purposes and such other restrictions as OLF deems necessary to ensure that there is no excessive private benefit. In the event that intellectual property developed by OLF has significant commercial application and presents a potential source of revenue for OLF,



State of California
Franchise Tax Board

PO Box 1286
Rancho Cordova CA 95741-1286

Date:

In reply refer to: 760:CLB:F120

KARL F. MILL, ADLER & COLVIN
135 MAIN STREET, 20TH FLOOR
SAN FRANCISCO CA 94105

Regarding: Account Number: 4106536
Taxpayer's Name: OPEN LUNAR FOUNDATION

See the enclosed document(s).

RECEIVED

JUL 25 2018

ADLER & COLVIN

RECEIVED

JUL 22 2019

ADLER & COLVIN



STATE OF CALIFORNIA
FRANCHISE TAX BOARD
PO Box 1286
Rancho Cordova CA 95741-1286

OPEN LUNAR FOUNDATION
399 WEBSTER STREET
SAN FRANCISCO CA 94117

Date: 07.16.19
Case: 31600709980607710
Case Unit: 31600709980607773
In reply refer to: 760:CLB:F120

Regarding:	Tax-Exempt Status
Organization's Name:	OPEN LUNAR FOUNDATION
CCN:	4106536
Purpose:	Educational
R&TC Section:	23701d
Form of Organization:	Incorporated
Accounting Period Ending:	12/31
Tax-Exempt Status Effective:	01/31/2018

Exempt Acknowledgement Letter

We have received your federal determination letter and Form 3500A, *Submission of Exemption Request*, and have approved your request for California Tax-exempt status.

Under California law, Revenue and Taxation Code (R&TC) Section 23701 provides that an organization is exempt from taxes imposed under Part 11 upon submission of the federal determination letter approving the organization's tax-exempt status.

Generally, the effective date of an organization's California tax-exempt status is the same date as the federal tax-exempt status.

To retain tax-exempt status, the organization must be organized and operating for nonprofit purposes within the provisions of the above R&TC section. An inactive organization is not entitled to tax-exempt status.

In order for us to determine any effect on the tax-exempt status, the organization must immediately report to us any change in:

- Operation
- Character
- Purpose
- Name
- Address

For filing requirements, refer to FTB Pub.1068, *Exempt Organizations - Filing Requirements and Filing Fees*. Go to ftb.ca.gov and search for **1068**.

All California public benefit corporations must register with the California Attorney General's Office Registry of Charitable Trusts within 30 days of first receiving any assets.

The Attorney General regulates charities and the professional fundraisers who solicit on their behalf. The purpose of this oversight is to protect charitable assets for their intended use and ensure that the charitable donations contributed by Californians are not misapplied and squandered through fraud or other means.

Please refer to oag.ca.gov/Charities for further information on registration requirements and contact information. Also see the publication Attorney General's Guide for Charities.

This exemption is for state franchise or income tax purposes only. For information regarding sales tax exemption, contact the California Department of Tax and Fee Administration at 800.400.7115 or go to their website at cdtfa.ca.gov.

Exempt Organizations Unit
Telephone: 916.845.4171
Fax: 916.855.8090

cc: KARL F. MILL, ADLER & COLVIN

INTERNAL REVENUE SERVICE
P. O. BOX 2508
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date: **MAR 29 2019**

OPEN LUNAR FOUNDATION
399 WEBSTER ST
SAN FRANCISCO, CA 94117

Employer Identification Number:
82-4265651
DLN:
17053254319008
Contact Person:
JACOB A MCDONALD ID# 31649
Contact Telephone Number:
(877) 829-5500
Accounting Period Ending:
December 31
Public Charity Status:
170(b)(1)(A)(vi)
Form 990/990-EZ/990-N Required:
Yes
Effective Date of Exemption:
January 31, 2018
Contribution Deductibility:
Yes
Addendum Applies:
No

Dear Applicant:

We're pleased to tell you we determined you're exempt from federal income tax under Internal Revenue Code (IRC) Section 501(c)(3). Donors can deduct contributions they make to you under IRC Section 170. You're also qualified to receive tax deductible bequests, devises, transfers or gifts under Section 2055, 2106, or 2522. This letter could help resolve questions on your exempt status. Please keep it for your records.

Organizations exempt under IRC Section 501(c)(3) are further classified as either public charities or private foundations. We determined you're a public charity under the IRC Section listed at the top of this letter.

If we indicated at the top of this letter that you're required to file Form 990/990-EZ/990-N, our records show you're required to file an annual information return (Form 990 or Form 990-EZ) or electronic notice (Form 990-N, the e-Postcard). If you don't file a required return or notice for three consecutive years, your exempt status will be automatically revoked.

If we indicated at the top of this letter that an addendum applies, the enclosed addendum is an integral part of this letter.

For important information about your responsibilities as a tax-exempt organization, go to www.irs.gov/charities. Enter "4221-PC" in the search bar to view Publication 4221-PC, Compliance Guide for 501(c)(3) Public Charities, which describes your recordkeeping, reporting, and disclosure requirements.

Letter 947

OPEN LUNAR FOUNDATION

Sincerely,

Stephen W. Martin

Director, Exempt Organizations
Rulings and Agreements

BYLAWS OF
OPEN LUNAR FOUNDATION

a California Nonprofit Public Benefit Corporation

ARTICLE I
NAME

The name of this corporation shall be Open Lunar Foundation (the “corporation”).

ARTICLE II
PURPOSE

The specific purposes of this corporation shall be to engage in programs and activities to create a peaceful, self-sustaining presence on the Moon, with the goals of preserving Earth’s species and knowledge, and the positive evolution of civilization for the benefit of life; including, but not limited to, facilitating and conducting scientific research in the public interest, undertaking projects, collaborating with other entities, organizations and persons engaged in related activities, supporting and facilitating communities, advancing public awareness and understanding of scientific activities, fundraising, making grants in furtherance of the foregoing, and engaging in ancillary or related activity in furtherance of the foregoing. The greater context for the Moon activities is as a first step towards a thriving spacekind.

The corporation shall be values-driven in pursuing its specific purposes and internal governance.

ARTICLE III
OFFICE

Section 1. Principal Office. The principal office for the transaction of the business of the corporation (“principal executive office”) shall be fixed and located at 399 Webster Street, San Francisco, California 94117, or at such other place as the board of directors (“board”) shall determine. The board may change the principal office from one location to another. Any change of this location shall be noted by the Secretary on these Bylaws opposite this section, or this section may be amended to state the new location.

Section 2. Other Offices. The board may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to do business.

ARTICLE IV
MEMBERSHIP

Section 1. Members. The corporation shall have no members. Any action which would otherwise require approval by a majority of all members or approval by the members shall require only approval of the board. All rights which would otherwise vest in the members shall vest in the board.

Section 2. Associates. Nothing in this Article IV shall be construed as limiting the right of the corporation to refer to persons associated with it as members, even though such persons are not members, and no such reference shall constitute anyone a member, within the meaning of Section 5056 of the California Nonprofit Corporation Law. The corporation may confer by amendment of its Articles of Incorporation or of these Bylaws some or all of the rights of a member, as set forth in the California Nonprofit Corporation Law, upon any person or persons who do not have the right to vote for the election of directors or on a disposition of substantially all of the assets of the corporation or on a merger or on a dissolution or on changes to the corporation's Articles of Incorporation or Bylaws, but no such person shall be a member within the meaning of said Section 5056.

ARTICLE V DIRECTORS

Section 1. Powers. Subject to limitations of the Articles of Incorporation and these Bylaws, the activities and affairs of the corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the board. The board may delegate the management of the activities of the corporation to any person or persons, one or more managers, or committees, however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the board. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the board shall have the following powers in addition to the other powers enumerated in these Bylaws or statute:

(a) To select and remove all the other officers, agents, and employees of the corporation, prescribe powers and duties for them as may not be inconsistent with law, the Articles of Incorporation, or these Bylaws, fix their compensation, and require from them security for faithful service.

(b) To conduct, manage, and control the affairs and activities of the corporation and to make such rules and regulations therefor not inconsistent with law, the Articles of Incorporation, or these Bylaws, as they may deem best.

(c) To adopt, make, and use a corporate seal and to alter the form of such seal from time to time as they may deem best.

(d) To borrow money and incur indebtedness for the purposes of the corporation, and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities therefor.

(e) To carry on a business at a profit and apply any profit that results from the business activity to any activity in which it may lawfully engage as a tax exempt corporation. No part of such profits shall inure to the benefit of any of its directors, trustees, officers, members, or to individuals.

Section 2. Number of Directors. The board shall consist of between three and eleven directors, as determined from time to time by the board. The initial board shall consist of three directors, and shall be those individuals appointed by the Incorporator of the corporation whose names are listed on Exhibit A hereto.

Section 3. Selection and Term of Office.

(a) Initial Directors. The members of the board as of the initial meeting of the board shall be those persons whose names are attached to these Bylaws as Exhibit A, who were appointed by the incorporator.

(b) Election of Directors. Subsequent directors shall be elected by a majority vote of the board at a meeting of the corporation, including the vote(s) of any director whose term of office expires with such meeting. All potential directors must uphold the values of the corporation and whose primary selection occurs through the lens of the corporate values. As such, the composition of the board shall strive for a diversity in (a) gender identity, (b) expertise, (c) cultural and geographic affiliation.

(c) Term of Office. Initial members of the board shall each serve until the annual meeting designated beside his or her name in Exhibit A, or until his or her successor is elected, arranged so that the terms of subsequent directors will be staggered. Subsequent directors shall serve 2 year terms, or until their applicable successors are elected. There are no limitations on the number of partial or full consecutive terms that an individual may serve as a director of the corporation.

Section 4. Vacancies.

(a) Events Causing Vacancy. A vacancy on the board shall be deemed to exist at the occurrence of any of the following:

(1) The death, resignation, or removal of any director.

(2) The declaration by resolution of the board of a vacancy in the office of a director who has been declared of unsound mind by court order or convicted of a felony, or who has been found by final order or judgment of any court to have breached a duty under Chapter 2, Article 3 of the California Nonprofit Public Benefit Corporation Law.

(3) The failure of the board, at any meeting of the board at which any director(s) is to be appointed or elected, to appoint or elect the director(s) to be elected at such meeting pursuant to the provisions of Article 5, Section 3(b).

(4) The increase of the authorized number of directors.

(b) Resignation. Except as provided below, any director may resign by giving written notice to the President, the Secretary, or the board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a director's resignation is effective at a later time, the board may elect a successor to take office as of the date when the resignation becomes effective. No director may resign if the corporation would then be left without a duly elected director or directors.

(c) Removal. Any director may be removed, with or without cause, by the vote of at least two-thirds of the board at a special meeting called for that purpose, or at a regular meeting, provided notice of that meeting and of the potential removal are given as provided in Article V, Section 8.

(d) Filling of Vacancies. Any vacancy caused by the death, resignation, or removal of a director shall be filled in accordance with the provisions of Article V, Section 3.

Section 5. Place of Meetings. Meetings of the board may be held at any place within or outside the State of California that has been designated from time to time by resolution of the board. In the absence of such designation, regular meetings shall be held at the principal executive office of the corporation.

Section 6. Annual Meeting. The board shall hold an annual meeting for the purpose of organization, selection of directors and officers, and the transaction of other business. Annual meetings of the board shall be held during the first quarter of each year, or at such time as established by resolution of the board.

Section 7. Other Regular Meetings. Other regular meetings of the board shall be held on such dates and at such times as may be fixed by the board.

Section 8. Special Meetings. Special meetings of the board for any purpose or purposes may be called at any time by the President or any two directors acting together. Special meetings of the board shall be held upon 48 hours' notice given personally, by telephone (including a voice messaging system or other system of technology designed to record and communicate messages), electronic mail or other electronic means of communication. Any such notice shall be addressed or delivered to each director at such director's electronic address or telephone number as it is shown upon the records of the corporation by the director for purposes of notice.

Notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or actually transmitted by the person giving the notice by electronic means, to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone or wireless, to the recipient or to a person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the receiver.

Section 9. Quorum. Subject to the requirements of Section 5211(a) (7) of the California Corporations Code, a majority of the directors then in office shall constitute a quorum for the transaction of business (except to adjourn as provided in Section 12 of this Article V). Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the board, unless a greater number is required by law, the Articles of Incorporation, or specific provision in these Bylaws, except as provided in the next sentence. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 10. Participation in Meetings by Conference Telephone. Members of the board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another.

Section 11. Waiver of Notice. Notice of a meeting need not be given to any director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting, without protesting, prior thereto or at its commencement, the lack of notice to such director. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 12. Adjournment. A majority of the directors present at a meeting, whether or not constituting a quorum, may adjourn any meeting to

another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place is fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than 24 hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment. Such notice may be waived in the same manner as set forth in Section 11 of this Article V.

Section 13. Action Without Meeting. Any action required or permitted to be taken by the board may be taken without a meeting, if all members of the board, individually or collectively, consent in writing to that action; provided, however, that the consent of any director who has a material financial interest in a transaction to which the corporation is a party and who is an "interested director" as defined in Section 5233 of the California Corporations Code shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as a unanimous vote of the board. Such written consent or consents shall be filed with the minutes of the proceedings of the board.

Section 14. Rights of Inspection. Every director shall have the absolute right at any reasonable time to inspect and copy all books records, and documents of every kind and to inspect the physical properties of the corporation.

Section 15. Restriction on Interested Directors. Not more than forty-nine percent (49%) of the persons serving on the board at any time may be interested persons. An interested person is (a) any person compensated by the corporation for services rendered to it other than those performed as a director within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise; (b) any shareholder, employee or officer of any corporation, or partner or employee of any partnership, which has rendered compensated services to the corporation within the previous twelve (12) months; and (c) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, mother-in-law, or father-in-law of any person described in (a) or (b) hereof. Any violation of the provisions of this paragraph shall not, however, affect the validity or enforceability of any transaction entered into by the corporation.

Section 16. Fees and Compensation. Directors and members of committees may not receive compensation for their services as directors or members of committees. Reimbursement for reasonable and necessary expenses incurred in performance of duties may be fixed or determined by the board.

ARTICLE VI COMMITTEES

Section 1. Committees of the Board. The board may appoint one or more committees, each consisting of two or more directors and no persons who are not directors. The board may delegate to such committees any of the authority of the board except with respect to:

- (a) the filling of vacancies on the board or on any committee;
- (b) the fixing of compensation of the directors for serving on the board or on any committee;
- (c) the amendment or repeal of bylaws or adoption of new bylaws;
- (d) the amendment or repeal of any resolution of the board which by its express terms is not so amendable or repealable;
- (e) the appointment of any other committees of the board or the members of these committees;
- (f) the approval of any self-dealing transaction, as such transactions are defined in Section 5233(a) of the California Nonprofit Public Benefit Corporation Law; or
- (g) the amendment or repeal of corporate values or adoption of new corporate values.

Any such committee must be created, and the members thereof appointed, by resolution adopted by a majority of the authorized number of directors then in office, provided a quorum is present, and any such committee may be designated by such name as the board shall specify. The board may appoint, in the same manner, alternate members of any committee who may replace any absent member at any meeting of the committee. The board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the board or such committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provisions of Article V applicable to meetings and actions of the board. Minutes shall be kept of each meeting of each committee.

Section 2. Advisory Committees. Advisory committees may be appointed from time to time by the board. Advisory committees'

membership may consist of both directors and nondirectors or nondirectors only. Advisory committees have no legal authority to act for the corporation but shall report their findings and recommendations to the board.

Section 3. Audit Committee. The board shall establish an audit committee as and when required by Section 12586(e) of the California Government Code.

Section 4. Fees and Compensation. Members of committees may receive nominal compensation of up to an amount to be determined by the board. Reimbursement for reasonable and necessary expenses incurred in performance of duties may be fixed or determined by the board.

ARTICLE VII OFFICERS

Section 1. Officers. The officers of the corporation shall be a President, Secretary, and Chief Financial Officer. The corporation may also have, at the discretion of the board, one or more vice presidents, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article VII. Any number of offices may be held by the same person, except as provided in the Articles of Incorporation or in these Bylaws and except that neither the Secretary nor the Chief Financial Officer may serve concurrently as the President.

Section 2. Election. The officers of the corporation, except those appointed in accordance with the provisions of Section 3 or Section 5 of this Article VII, shall be chosen annually by the board, and each shall serve at the pleasure of the board, subject to the rights, if any, of an officer under any contract of employment.

Section 3. Subordinate Officers. The board may appoint, and may authorize the President or another officer to appoint, any other officers that the business of the corporation may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified in the Bylaws or determined from time to time by the board.

Section 4. Removal and Resignation. Any officer may be removed, with or without cause, by the board at any time or, except in case of an officer, chosen by the board, by an officer on whom such power of removal may be conferred by the board. Any such removal shall be without prejudice to the rights, if any, of the officer under any contract of employment with the corporation of the officer.

Any officer may resign at any time by giving written notice to the board, the President, or the Secretary. Any resignation shall take effect at

the date of the receipt of that notice or at any later time specified in that notice; and unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

Section 5. Vacancies. If a vacancy occurs in any office because of death, resignation, removal, disqualification, or any other cause, the board shall appoint an officer to fill the vacancy. Each officer so appointed shall hold office until the expiration of the term of the replaced officer.

Section 6. President. The President shall, subject to the control of the board, be the general manager of the corporation and shall supervise, direct and control the business, activities, affairs and the officers of the corporation. If the individual serving as the President is a director, he or she shall preside at all board meetings. If that is not the case, the board shall select from among the directors an individual to serve as chair of the particular meeting at the commencement of such meeting. The President shall have such other powers and duties as the board or the Bylaws may prescribe.

Section 7. Secretary. The Secretary shall attend to the following:

(a) Book of minutes. The Secretary shall keep or cause to be kept, at the principal executive office or such other place as the board may direct, a book of minutes of all meetings and actions of directors, and committees of directors, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present at such meetings, and the proceedings of such meetings.

(b) Notices, seal and other duties. The Secretary shall give, or cause to be given, notice of all meetings of the board required by the Bylaws to be given. The Secretary shall keep the seal of the corporation, if any, in safe custody. The Secretary shall have such other powers and perform such other duties as may be prescribed by the board or the Bylaws.

Section 8. Chief Financial Officer. The Chief Financial Officer shall attend to the following:

(a) Books of account. The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any director at all reasonable times.

(b) Deposit and disbursement of money and valuables. The Chief Financial Officer shall deposit all money and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the board; shall disburse the funds of the corporation as may be ordered by the board, shall render to the directors, whenever they request it, an account of all transactions as Chief Financial Officer and of the financial condition of the corporation; and shall have such other powers and perform such other duties as may be prescribed by the board or the Bylaws.

Section 9. Compensation. Officers may receive such reasonable compensation, if any, for their services, and such reimbursement for expenses, as may be fixed or determined by the board.

ARTICLE VIII
RECORDS AND REPORTS

Section 1. Corporate Records. The corporation shall keep:

- (a) Adequate and correct books and records of accounts;
- (b) Written minutes of the proceedings of its board and committees of the board; and
- (c) The original or a copy of the Articles of Incorporation and Bylaws, as amended, to date.

Section 2. Annual Report.

- (a) Financial statements shall be prepared as soon as reasonably practicable after the close of the fiscal year. The financial statements shall contain in appropriate detail the following:
 - (1) The assets and liabilities, including trust funds, of this corporation as of the end of the fiscal year;
 - (2) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
 - (3) The revenue or receipts of this corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
 - (4) The expenses or disbursements of this corporation, for both general and restricted purposes during the fiscal year;
 - (5) Any transaction during the previous fiscal year involving Fifty Thousand Dollars (\$50,000.00) or more to which this corporation or a subsidiary was a party and in which any directors or officers of the corporation or subsidiary had or has a direct or indirect material financial interest. The report must disclose the names of the interested persons involved in such transaction, stating such person's relationship to the corporation, the nature of such person's interest in the transaction and, where practicable, the amount of such interest; and
 - (6) The amount and circumstances of any indemnification or advances aggregating more than Ten Thousand Dollars (\$10,000.00) paid during the fiscal year to any officer or director of the Corporation.

(b) When required by law or determined by the board to be advisable, such financial statements shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

(c) A report including the financial statements prescribed above shall be furnished annually to all directors of the corporation.

ARTICLE IX OTHER PROVISIONS

Section 1. Endorsement of Documents; Contracts. Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing and any assignment or endorsement thereof executed or entered into between the corporation and any other person, when signed by the President, and the Secretary or the Chief Financial Officer shall be valid and binding on the corporation in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same. Any such instruments may be signed by any of the President, Secretary or Chief Financial Officer acting alone if authorized from time to time by the board, or by any other person or persons and in such manner as from time to time shall be determined by the board, and, unless so authorized by the board, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

Section 2. Representation of Shares of Other Corporations. The President or any other officer or officers authorized by the President or the board are each authorized to vote, represent, and exercise on behalf of the corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of the corporation. The authority herein granted may be exercised either by any such officer in person or by any other person authorized so to do by proxy or power of attorney duly executed by said officer.

Section 3. Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the General Provisions of the California Nonprofit Corporation Law and in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws.

Section 4. Amendments. These Bylaws and the corporation's Articles of Incorporation may be amended or repealed by the vote of two thirds of the directors then in office.

Section 5. Fiscal Year. The fiscal year of this corporation shall be [January 1 through December 31].

Section 6. Corporate Seal. This corporation may have a seal which shall be specified by resolution of the board.

ARTICLE X INDEMNIFICATION

Section 1. Right of Indemnity. To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees, and other persons described in Section 5238(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that Section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this bylaw, shall have the same meaning as in Section 5238(a) of the California Corporations Code.

Section 2. Approval of Indemnity. On written request to the board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the board shall promptly determine under Section 5238(d) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the board shall authorize indemnification. If the board cannot authorize indemnification because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the court in which such proceeding is or was pending upon application made by the corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney, or other person is opposed by the corporation, shall determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the court shall authorize indemnification.

Section 3. Advancement of Expenses. To the fullest extent permitted by law and except as otherwise determined by the board in a specific instance, expenses incurred by a person seeking indemnification under Sections 1 and 2 of this Article in defending any proceeding covered by those sections shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

Section 4. Insurance. The corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, against any liability asserted or incurred by any officer, director, employee, or agent in such capacity or arising out of the officer's, director's, employee's, or agent's status as such.

ARTICLE XI
CONTRACTS AND LOANS WITH DIRECTORS AND OFFICERS

Section 1. Contracts with Directors and Officers. No director or officer of this corporation, nor any other corporation, firm, association, or other entity in which one or more of this corporation's directors or officers are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or other transaction with this corporation, unless (i) the material facts regarding such director's or officer's financial interest in such contract or transaction and/or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and are noted in the minutes, or are known to all members of the board prior to consideration by the board of such contract or transaction; (ii) such contract or transaction is authorized in good faith by a majority of the board by a vote sufficient for that purpose without counting the vote or votes of such interested director(s); (iii) prior to authorizing or approving the transaction, the board considers and in good faith determines after reasonable investigation under the circumstances that the corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (iv) the corporation enters into the transaction for its own benefit, and the transaction is fair and reasonable to the corporation at the time the transaction is entered into.

The provisions of this Section 1 do not apply to a transaction which is part of a charitable program of the corporation if it: (i) is approved or authorized by the corporation in good faith and without unjustified favoritism; and (ii) results in a benefit to one or more directors or officers or their families because they are in the class of persons intended to be benefited by the charitable program of the corporation.

Section 2. Loans to Directors and Officers. The corporation shall not make any loan of money or property to or guarantee the obligation of any director or officer, unless approved by the Attorney General of the State of California; provided, however, that the corporation may (i) advance money to a director or officer of the corporation for expenses reasonably anticipated to be incurred in the performance of the duties of such director or officer, provided that in the absence of such advance such director or officer would be entitled to be reimbursed for such expenses by the corporation, and (ii) the corporation may make loans of money to provide


financing for the purchase of a personal residence pursuant to Section 5236 of the California Nonprofit Public Benefit Corporation Law.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the presently elected and acting Secretary of Open Lunar Foundation, a California nonprofit corporation, and the above Bylaws, consisting of 12 pages (including this page), are the Bylaws of this corporation as adopted by an the Board effective February __ 2018.

3/21/2018

DATED: February __, 2018.

DocuSigned by:

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Initial Directors

1. Jessy Kate Schingler (1 year term)
2. William Marshall (3 year term)
3. Chris Hadfield (2 year term)