

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "MATTRESS RECYCLING COUNCIL, INC.", FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF NOVEMBER, A.D. 2013, AT 12:01 O'CLOCK P.M.

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

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0895726

DATE: 11-14-13

CERTIFICATE OF INCORPORATION
OF
MATTRESS RECYCLING COUNCIL, INC.

FIRST: The name of the corporation is MATTRESS RECYCLING COUNCIL, INC. (the "Corporation").

SECOND: The address of the registered office of the Corporation in the State of Delaware is 1209 Orange Street, Wilmington, DE 19801 in the County of New Castle. The name of the Corporation's registered agent at such address is The Corporation Trust Company.

THIRD: This Corporation shall be a nonprofit corporation. The Corporation is hereby organized for the following purposes:

- a. The Corporation is organized and shall be operated exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and the Regulations thereunder, as they now exist or as they may hereafter be amended (hereinafter collectively referred to as the "Code"). Specifically, and without limitation, the Corporation shall work to establish an environmentally sound and cost-effective program for recycling of sleep products; promote the reuse or repurposing of sleep products which would otherwise become environmental waste; assist in implementation of federal, state, and local laws requiring recycling of used mattresses; and educate consumers, retailers, waste haulers and others about collection opportunities for used sleep products and promotion of waste prevention, reuse, and recycling.
- b. The Corporation shall have and may exercise, to the extent that they are not inconsistent with the purposes of the Corporation, any and all powers conferred upon nonprofit corporations organized pursuant to the provisions of the General Corporation Law and other applicable laws; provided, however that no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any director or officer of the Corporation, or any private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth in this Article Third.

FOURTH: This Corporation shall have no authority to issue capital stock.

FIFTH: The sole member of the Corporation shall be the International Sleep Products Association.

SIXTH: The name and mailing address of the incorporator are as follows: Kristalyn J. Loson, Venable LLP, 575 7th Street, NW, Washington, DC 20004.

SEVENTH: Upon the dissolution of the Corporation, and after paying or making provision for the payment of all of the liabilities of the Corporation, all assets of the Corporation

shall be distributed for one (1) or more of the Corporation's exempt purposes within the meaning of Code Section 501(c)(3), or shall be distributed to the federal government, or to a state or local government, for a public purpose, in such manner as the Board of Directors shall determine.

EIGHTH: The powers of the Incorporator are to terminate upon the filing of this Certificate of Incorporation and the establishment of the initial Board of Directors. The affairs and business of the Corporation shall be managed and conducted by the Board of Directors which shall have and exercise all the powers that may be exercised by the Corporation pursuant to this Certificate of Incorporation, the Bylaws and the applicable laws of the State of Delaware. The qualifications, election, number, tenure, powers, and duties of the directors shall be as provided in the Bylaws of the Corporation. The number of directors may be increased or decreased in the manner provided in the Bylaws but shall never be less than one.

NINTH: A director of the Corporation shall not be personally liable to the Corporation or its members for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the General Corporation Law, as the same exists or may hereafter be amended. Any repeal or modification of the foregoing sentence shall not adversely affect any right or protection of a director of the Corporation existing hereunder with respect to any act or omission occurring prior to such repeal or modification.

TENTH: This Corporation, subject to the approval by the member, reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision contained in the Certificate of Incorporation, and to add other provisions to the Certificate of Incorporation authorized by the laws of the State of Delaware, at the time such laws are in force, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of whatsoever nature conferred upon members, directors, or any other persons whomsoever by and pursuant to the Certificate of Incorporation in its present form or as hereafter amended are granted subject to the rights reserved in this Article Tenth. In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the member of the Corporation is expressly authorized and empowered to adopt, amend, and repeal the Bylaws of the Corporation.

IN WITNESS WHEREOF, the undersigned, being the incorporator herein before named, has executed signed and acknowledged this Certificate of Incorporation, this 14th day of November, A.D. 2013.



Kristalyn J. Loson
Incorporator

Delaware

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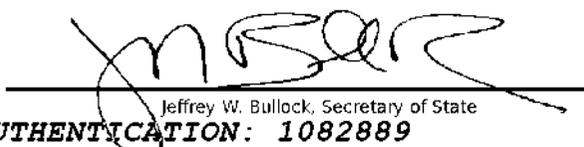
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "MATTRESS RECYCLING COUNCIL, INC.", FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF JANUARY, A.D. 2014, AT 6:20 O'CLOCK P.M.

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

5432321 8100

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1082889

DATE: 01-24-14

**STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
(A CORPORATION WITHOUT CAPITAL STOCK)**

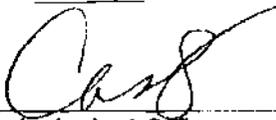
The corporation, Mattress Recycling Council, Inc.,
organized and existing under the laws of the State of Delaware, hereby certifies as
follows:

(1) That at a meeting a vote of the members of the governing body was taken
for and against the amendment to the Certificate of Incorporation, said Amendment being
as follows:

See attached.

(2) That said amendment was duly adopted in accordance with the provisions of
Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this certificate to be
signed this 16 day of January, A.D. 2014.

By: 
Authorized Officer

Name: Catherine Lyons
Print or Type

STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
MATTRESS RECYCLING COUNCIL, INC
(A CORPORATION WITHOUT CAPITAL STOCK)

Article NINTH is hereby deleted and replaced with the following:

NINTH: To the maximum extent permitted by the General Corporation Law and the Code, the personal liability of a director to the Corporation or its members is hereby eliminated. Any repeal or modification of the foregoing sentence shall not adversely affect any right or protection of a director of the Corporation existing hereunder with respect to any act or omission prior to such repeal or modification

Article ELEVENTH is hereby added:

ELEVENTH: To the maximum extent permitted by the General Corporation Law and the Code, the Corporation shall indemnify its currently acting and former directors and officers against any and all liabilities and expenses incurred in connection with their services in such capacities. The Corporation shall advance expenses to its directors and officer. No amendment or repeal of this Article, or the adoption of any other provisions of the Corporation's Certificate of Incorporation inconsistent with this Article, shall apply to or affect in any respect the indemnification of any director or officer of the Corporation with respect to any alleged act or omission which occurred prior to such amendment, repeal, or adoption.