

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for THE CREATIVE ARTIST FOUNDATION INC., File Number 231116001938 has been compared with the original document in the custody of the Secretary of State and that the same is true copy of said original.



WITNESS my hand and official seal of the Department of State, at the City of Albany, on November 16, 2023.

Brendan C. Hughes

Brendan C. Hughes
Executive Deputy Secretary of State

Certificate of Incorporation
Of
THE CREATIVE ARTIST FOUNDATION INC.
(Under Section 402 of the Not-for-Profit Corporation Law)

It Is Hereby Certified That:

The undersigned, a natural person of the age of eighteen years or over acting as the incorporator of a corporation pursuant to the New York Not-for-Profit Corporation Law, hereby adopts the following certificate for this corporation:

1. The name corporation is: **THE CREATIVE ARTIST FOUNDATION INC.**
2. The corporation is a corporation as defined in subparagraph (5) of paragraph (a) of Section 102 of the Not-for-Profit Corporation Law.
3. The corporation is a charitable corporation under Section 201 of the Not-for-Profit Corporation Law.
4. The corporation is not formed to engage in any activity or for any purpose requiring consent or approval of any state official, department, board, agency or other body. No consent or approval is required.
5. The purposes for which the corporation is formed are:

Shaping a world where art can be dreamed, developed and realized without obstacle. Our mission is to secure and provide support to creative artists allowing them to focus on the artistic journey by providing access to professional support, subsidized investment and a supportive network infrastructure that can ignite the innovation of art.

To accept, hold, invest, reinvest and administer any gifts, bequests, devices, benefits of trusts (but not to act as trustee to any trust) and property of any sort, without limitation as to amount or value, and to use, disburse or donate the income or principle thereof for exclusively charitable purposes.

To give, convey or assign any of its property outright, or upon lawful terms regarding the use thereof, to other organizations, provided that: (i) such organizations shall be organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals; (ii) transfers of property to such organizations shall, to the extent then permitted under the statutes of the United States government, be exempt from gift, succession, inheritance, estate or death taxes (by whatever name called) imposed by the United States Government; and (iii) such organizations shall, to the extent then permitted under the statutes of the United States Government, be exempt from income taxes imposed by the United States Government.

To do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its members, directors or officers, except as permitted under Article 5 of the Not-for-Profit Corporation Law.

In furtherance of its corporate purposes, the Corporation shall have all general powers enumerated in Section 202 of the Not-for-Profit Corporation Law, together with the powers to solicit grants and contributions for corporate purposes.

Nothing contained in this Certificate shall authorize or empower the organization to perform or engage in any act or practice prohibited by General Business Law, Section 340 or any other anti-monopoly statute of the State of New York.

Nothing herein shall authorize the corporation to operate or maintain a charter school, a nursery school, an elementary school, a secondary school, a college, university or to advertise or offer credit-bearing courses or degrees in New York State.

Nothing herein shall authorize the corporation to operate or maintain a library, museum, archive or historical society or to own or hold collections.

Except as authorized by Title VIII or other applicable statute, nothing herein shall authorize the corporation to engage in the practice of any profession in New York, engage in the training of any profession in New York or to use a professional title or term of any profession in New York in violation of Title VIII of the Education Law.

6. Notwithstanding any other provision of this certificate of incorporation, the Corporation is organized exclusively for one or more of the purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or corresponding provisions of any subsequent federal tax laws (the "Internal Revenue Code") and shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code.

7. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to, any member, trustee, director, or officer of the Corporation or any other private person or entity, except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of its purposes as set forth in this certificate of incorporation.

8. No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Internal Revenue Code Section 501(h)), and the Corporation shall not participate or intervene in (including the publication or distributions of statements) any political campaign on behalf of or in opposition to any candidate for public office.

9. In the event of dissolution, all of the remaining assets and property of the Corporation shall after payment of necessary expenses and satisfaction of all liabilities thereof be distributed upon approval of a Justice of the Supreme Court of the State of New York to another organization exempt under Section 501(c)(3) of the Internal Revenue code or to the Federal government, or state or local government for a public purpose.

10. In any taxable year in which the Corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the Corporation shall distribute its income for said period

at such time and in such manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; and the Corporation shall not (a) engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, (b) retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, (c) make any investments in such a manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code, or (d) make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

11. The office of the corporation in the State of New York shall be located in the County of **New York**.

12. The Corporation shall be operated by a board of directors, the number of which it to be no less than three.

13. The names and post office addresses of the initial directors of the corporation are as follows:

Jeffrey Whiting **315 West 55th Street, #2b, New York, NY 10019**

Kevin Bradley **1510 Houndslow Court, Bel Air, MD 21014**

Tara Young **170 West End Avenue, #15T, New York, NY 10023**

14. The Secretary of State is designated as agent of the Corporation upon whom process against the Corporation may be served. The post office address to which the Secretary shall mail a copy of any such process against the Corporation served upon the Secretary is:

1601 Broadway 11th Floor, New York, NY 10019

15. The duration of the corporation is perpetual.

Dated: **November 15, 2023**

/s/Ashley Chan

Ashley Chan
USA Corporate Services Inc.
Incorporator
98 Cuttermill Road, Suite 466
Great Neck, NY 11021

USA-57 Drawdown

Certificate of Incorporation
Of

THE CREATIVE ARTIST FOUNDATION INC.

(Under Section 402 of the Not-for-Profit Corporation Law)

Filer:

**USA Corporate Services Inc.
98 Cuttermill Road, Suite 466
Great Neck, NY 11021**