

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, 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 "+421 FOUNDATION INC.", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF OCTOBER, A.D. 2007, AT 12:44 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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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6113212

DATE: 10-29-07

**CERTIFICATE OF INCORPORATION**

**OF**

**+421 FOUNDATION INC.**

The undersigned, a natural person, for the purpose of organizing a not for profit corporation under the provisions, and subject to the requirements, of the laws of the State of Delaware, hereby certifies that:

FIRST: The name of this Corporation shall be:

**+421 FOUNDATION INC.**

SECOND: The address, including street, number, city, and county, of the registered office of the corporation in the State of Delaware is 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808, County of New Castle; and the name of the registered agent of the corporation in the State of Delaware at such address Corporation Service Company.

THIRD: The nature of the objects and purposes to be promoted and carried on are to do any and all of the things herein mentioned as fully and to the same activity as natural persons might or could do, and in any part of the world, viz:

- A. To enhance relations between the American and Slovak people by showcasing the cultural richness of Slovakia to American audiences via theatrical productions, artistic performances, lectures, media presentations and other forms of communications.
- B. To create opportunities for mutually beneficial interaction among Slovak and American interests in the cultural sphere by encouraging and facilitating collaboration amongst artists, designers, performers, writers and other cultural players from Slovakia and the United States.
- C. To provide humanitarian aid to the poor, deprived and sick in Slovakia.
- D. 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.

FOURTH: This corporation is not organized for a profit and is not to have authority to issue capital stock. The duration of the Corporation shall be perpetual.

FIFTH: The corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the

corresponding section of any future federal tax code.

SIXTH: No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation) and no member, trustee, director, officer of the corporation or any private individual shall be entitled to share in distribution of any of the corporate assets on dissolution of the corporation.

SEVENTH: 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(c)(3), or corresponding provisions of any subsequent Federal tax laws, or to the Federal government, or state or local government for a public purpose.

EIGHTH: Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

NINTH: In the event of dissolution, all of the remaining assets and property of the corporation, after necessary expenses thereof, shall be distributed to another organization exempt under Internal Revenue Code Section 501(c)(3), or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located exclusively for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

TENTH: In any taxable year in which the corporation is a private foundation as described in Internal Revenue Code Section 509(a), the corporation shall distribute its income for said period at a time and in a manner as not to become subject to the tax on undistributed income imposed by Internal Revenue Code Section 4942, or the corresponding section of any future federal tax code and the corporation shall not: (a) engage in any act of self-dealing as defined in Internal Revenue Code Section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code; (b) retain any excess business holdings as defined in Internal Revenue Code Section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code; (c) make any investments in a manner as to subject it to tax under 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code; or, (d) make any taxable expenditures as defined in Internal Revenue Code Section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ELEVENTH: The name and mailing address of each of the incorporators are as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Clifford Perlman	Perlman & Perlman, LLP 41 Madison Avenue New York, NY 10010

TWELFTH: The powers of the incorporators shall terminate upon the filing of this Certificate of Incorporation with the Secretary of State of the State of Delaware, and the names and mailing addresses of the persons who are to serve as directors until the first annual meeting and until their successors are elected and qualify are:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Eva Menendez, MBA	56 Pine Street, #12A New York, New York 10005
Martin Samaj, PhD.	Prepostska 8 811 01 Bratislava, Slovakia
Lubica Surkosova, PhD.	845 UN Plaza, #22E New York, New York 10017
Roman Lazar	Udernicka 3 85101 Bratislava, Slovakia

THIRTEENTH: In furtherance and not in limitation of the powers conferred by laws of the State of Delaware, the board of directors is expressly authorized:

To make, also, amend and repeal the bylaws;

To designate, by resolution passed by a majority of the whole board, one or more committees, each to consist of two or more directors, which committees, to the extent provided in such resolution or in the bylaws of the corporation, shall have and may exercise any or all of the powers of the board of directors in the management of the business and affairs of this corporation and have power and authorize the seal of this corporation to be affixed to all papers which may require it;

This corporation may in its bylaws confer powers additional to the foregoing upon the directors, in addition to the powers and authorities expressly conferred upon them by law.

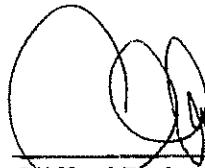
FOURTEENTH: The personal liability of the directors of the corporation is hereby eliminated to the fullest extent permitted by paragraph (7) of subsection (b) of § 102 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented.

FIFTEENTH: If the bylaws so provide, the members and directors shall have power to hold their meetings, to have an office or offices and to keep the books of this corporation (subject to the provisions of the statute) outside of the State of Delaware at such places as may from time to time be designated by the bylaws or by resolution of the directors.

SIXTEENTH: This corporation reserves the right to amend, alter, change, or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed by law and all rights conferred on officers, directors and members herein are granted subject to this resolution.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, has executed, signed and acknowledged this certificate of incorporation this 26th day of October, A..D. 2007.

Signed on: October 26, 2007

A handwritten signature in black ink, appearing to read 'Clifford Perlman', is written over a horizontal line. The signature is stylized and somewhat cursive.

Clifford Perlman, Incorporator  
41 Madison Avenue, 40<sup>th</sup> Floor  
New York, New York 10010