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**FLORIDA PROFIT/NON PROFIT CORPORATION
ARTHA FOUNDATION, INC.**

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
ARTHA FOUNDATION, INC.**

The undersigned, for the purposes of forming a not for profit corporation under the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, does hereby make and adopt the following Articles of Incorporation:

ARTICLE I

(Name)

The name of the corporation shall be **ARTHA FOUNDATION, INC.** (hereinafter "Corporation").

ARTICLE II

(Principal Office)

The principal place of business and mailing address of the Corporation shall be 3265 South Ocean Blvd., Unit A-U, Delray Beach, FL 33483.

ARTICLE III

(Purpose)

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to its members, trustees, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of 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 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 corresponding section of any future federal tax code.

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Upon dissolution of this Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purpose.

ARTICLE IV
(Manner of Election)

The Corporation shall have three (3) Directors initially. The number of Directors may be increased or diminished from time to time as provided in the Bylaws, provided that the Corporation shall always have at least three (3) Directors. Directors shall be elected and removed as provided in the Bylaws.

ARTICLE V
(Initial Directors and Officers)

The names and street addresses of the initial Directors and Officers of the Corporation are:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICER / DIRECTOR</u>
Grant Gittlin	320 South Ocean Blvd., Unit A-U Delray Beach, FL 33483	President, & Director
S. Robert Gittlin	320 South Ocean Blvd., Unit A-U Delray Beach, FL 33483	Director
Stuart Willson	23 King Street #6 New York, NY 10014	Secretary, Treasurer & Director

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ARTICLE VI
(Registered Agent)

The name of the initial Registered Agent is George F. Frank, Esq., Buckingham, Doolittle & Burroughs, LLP, 5355 Town Center Road, Ste. 900, Boca Raton, FL 33486.

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Registered Agent's Acceptance:

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I certify that I am familiar with and accept the responsibilities of registered agent.

Registered Agent's signature: _____

George F. Frank, Esq.

ARTICLE VII
(Incorporator)

The name and address of the incorporator is George F. Frank, Esq., Buckingham, Doolittle & Burroughs, LLP, 5355 Town Center Road, Ste. 900, Boca Raton, FL 33486.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on the 17 day of August, 2012. I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s. 817.155, F.S.

George F. Frank, Esq., Incorporator

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Exhibit B

Fax Audit No.: H120002938743

ACCEPTANCE OF REGISTERED AGENT

The undersigned, Keith Carter, hereby accepts designation as Registered Agent, and Registered Agent of the foregoing corporation and acknowledges that he is familiar with the duties and responsibilities of a Registered Agent in Florida.

Dated this 14th day of December, 2012

Keith Carter, Registered AgentSTATE OF FLORIDA
COUNTY OF MANATEEAcknowledged before me this 14th day of December, 2012; by Keith Carter,
who is personally known to me.

Notary PublicFILED
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