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1. ProjectLimb, Inc.
(CORPORATE NAME AND DOCUMENT #)
2. _____
(CORPORATE NAME AND DOCUMENT #)
3. _____
(CORPORATE NAME AND DOCUMENT #)
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SPECIAL INSTRUCTIONS:

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STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF
PROJECTLIMB, INC.

A TAX-EXEMPT NOT-FOR-PROFIT CORPORATION

(Pursuant to Chapter 617, Section 0202, Florida Statutes (F.S.))

The undersigned, being at least eighteen years of age, for the purpose of forming a corporation under and pursuant to Chapter 617, Section 0202, Florida Statutes, agrees to become the Incorporator of the corporation as herein set forth and does hereby certify:

FIRST: The name of the corporation is ProjectLIMB, Inc. (the "Corporation").

SECOND: The street address of the principal office of the Corporation in Florida is 913 NE 17th Way, Ft. Lauderdale, Florida, 33304.

THIRD: The Corporation is a nonprofit corporation organized and operated exclusively to carry out charitable, scientific, literary or educational purposes, as such terms are defined for purposes of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law) (the "Code").

The purposes for which the Corporation is to be formed is to advance public appreciation of dance and educate the public about dance by (i) creating, producing, and presenting dance performances, and (ii) conducting classes and other dance programs.

The Corporation is empowered to use for such ends such agencies and means as from time to time may be expedient to the directors or found to be appropriate therefor, including by raising funds for such purposes.

The Corporation shall conduct its affairs and use and/or distribute its funds only in a manner consistent with the authority and powers granted to organizations which qualify under section 501(c)(3) of the Code.

FOURTH: The number of directors which shall constitute the whole Board shall be fixed by, or in the manner provided in, the By-laws, but in no case shall the number be number be less than three (3). The manner of election of the directors, their tenure of office and their duties and powers shall, except as otherwise provided in these Articles of Incorporation, be prescribed in the By-laws, which may also regulate the calling and holding of meetings of the Board of Directors. The registered office and registered agent may be changed from time to time by the Board of Directors of the Corporation.

FIFTH: The names and addresses of the persons constituting the initial Directors until the first meeting or until their successors are duly chosen and qualify are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Gabriel Forestieri	913 NE 17th Way Ft. Lauderdale, Florida, 33304
Judith Cunningham	913 NE 17 th Way Ft. Lauderdale, Florida, 33304
Marla Phelan	4448 Nautilus Dr. Miami Beach, Florida 33140

SIXTH: The name and mailing address of the Registered Agent in Florida is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Gabriel Forestieri	913 NE 17th Way Ft. Lauderdale, Florida, 33304

SEVENTH: The name and mailing address of the Incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Gabriel Forestieri	913 NE 17th Way Ft. Lauderdale, Florida, 33304

EIGHTH: The Corporation shall have the power to exercise all rights and powers conferred by the laws of the State of Florida upon corporations, including, but without limitation thereon, to solicit and receive gifts, devises, bequests and contributions, in any form, and to use, apply, invest and reinvest the principal and/or income therefrom or distribute the same for the purposes set forth in Article THIRD hereof.

NINTH: No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to the Corporation's directors or officers, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof.

TENTH: No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise permitted by section 501(h) of the Code, provided the Corporation has made the appropriate

election under that provision, and under any corresponding laws of the State of Florida), 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.

ELEVENTH: Corporate existence shall commence on the date of filing of these Articles of Incorporation. The Corporation shall have perpetual existence.

TWELFTH: In the event of dissolution of the Corporation, no distribution of any of the property or assets of the Corporation shall be made to any director, trustee, officer or employee of the Corporation, or to any other private individual, and the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation, as described in Article THIRD hereof, in such manner, to such organization or organizations organized and operated exclusively for religious, charitable, scientific, literary or educational purposes, as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Code, as the Board of Directors of the Corporation shall determine. Any of such assets not so disposed of shall be disposed of by a court of competent jurisdiction, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

During such period, or periods, of time as the Corporation is treated as a "private foundation" pursuant to section 509 of the Code, the directors must distribute the Corporation's income at such time and in such manner so as not to subject the Corporation to tax under section 4942 of the Code, and the Corporation is prohibited from engaging in any act of self-dealing (as

defined in section 4941(d) of the Code), from retaining any excess business holdings (as defined in section 4943(c) of the Code) which would subject the Corporation to tax under section 4943 of the Code, from making any investments or otherwise acquiring assets in such manner so as to subject the Corporation to tax under section 4944 of the Code, and from making any taxable expenditures (as defined in section 4945(d) of the Code).

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not directly or indirectly carry on any activity which would prevent it from obtaining exemption from Federal income taxation as a corporation described in section 501(c)(3) of the Code, or cause it to lose such exempt status, or carry on any activity not permitted to be carried on by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

The Corporation shall not engage in any excess benefit transaction, as defined in section 4958 of the Code.

THIRTEENTH: The Corporation has no authority to issue capital stock.

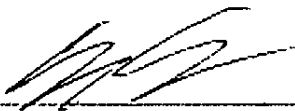
FOURTEENTH: The Corporation may have one or more classes of members. The conditions of membership, if any, shall be stated in the By-laws of the Corporation.

FIFTEENTH: The Corporation shall indemnify its Directors and Officers to the full extent permitted by Chapter 617, Section 0831, Florida Statutes, as amended from time to time.

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IN WITNESS WHEREOF, I the Undersigned, do certify that the facts herein stated 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, Florida Statutes. I have accordingly set my hand this 27 day of November, 2013 and acknowledge the same to be my act.



Gabriel Forestieri
Incorporator
913 NE 17th Way
Ft. Lauderdale, Florida, 33304

Consent of Registered Agent:

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Date: 27th Nov 2013
Gabriel Forestieri
Florida Resident Agent
913 NE 17th Way
Ft. Lauderdale, Florida, 33304

Filing Party's Return Address:

David S. Miller

Cadwalader, Wickersham & Taft LLP

One World Financial Center

New York, NY 10281