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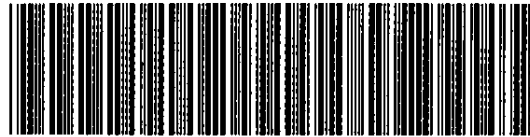
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TALLAHASSEE, FLORIDA

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July 25, 2014

**VIA FEDEX**

Florida Secretary of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**RE: MR URBAN FOUNDATION, INC.**

Dear Sir or Madam:

Please find enclosed the following for the above referenced entity:

- Non Profit Articles of Incorporation – One Original and One Copy
- Check in the amount of \$70.00 to cover the filing fees

Please return the file to my attention via regular mail.

If you have any questions or concerns, please do not hesitate to contact me. Thank you and have a good day

Sincerely,  


Christina M. Snow

Enclosures

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

**MR URBAN FOUNDATION, INC.**

Pursuant to section 617.0202, Florida Statutes

**ARTICLE I**

The name of the corporation is **MR URBAN FOUNDATION, INC.**

**ARTICLE II**

The principal address of the corporation is :

***5151 Collins Avenue, Suite 1727, Miami Beach, Florida 33140***

**ARTICLE III**

The purpose of the corporation is as follows:

To receive and maintain a fund or funds of real or personal property, or both, and , subject to the restrictions and limitations hereinafter set forth, to use and apply the income therefrom and the principal thereof exclusively for the purposes of assisting Yeshivas and other appropriate charitable, religious or educational organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code of 1986 ad its regulations as they now exist or as they may hereafter be amended.

In addition to the foregoing corporation purposes, the Corporation shall have all the general and special powers set forth in the Not-For-Profit Corporation Law, together the power to receive grants, bequests and contributions for its corporate purposes.

To have, in furtherance of its non-for-profit corporate purposes, all of the powers conferred upon corporations organized under the Florida not-for-profit corporation act, subject to any limitations thereof contained in theses Articles of Incorporation or under the laws of the State of Florida.

The general purpose for which this corporation is formed are to operate exclusively for such scientific, educational and charitable purposes as will qualify it is an exempt organization under section 501 (c) (3) of the Internal Revenue Code of 1996, or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making or distributions to organizations which qualify as tax exempt organizations under this code.

#### **ARTICLE IV**

The manner in which the directions of the corporation be elected shall be so stated in the By-laws.

#### **ARTICLE V**

The initial board of directors shall consist of two (2) members. The names and addresses of the directors are as follows:

***Robert Danial***  
***5151 Collins Avenue, Suite 1727***  
***Miami Beach, Florida 33140***

***Mojdeh Khaghan***  
***5151 Collins Avenue, Suite 1727***  
***Miami Beach, Florida 33140***

#### **ARTICLE VI**

Notwithstanding any other provisions of these articles, the corporation is organized exclusively for one or more of the purpose as specified in section 501 (c) (3) of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under IRC Section 501 (c) (3) or corresponding provisions of nay subsequent Federal tax laws.

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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) or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

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)), or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidates for public office.

In the event of dissolution, all of the remaining assets and property of the corporation shall after necessary expenses thereof be distributed to another organization exempt under section 501 (c) (3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws, or to the Federal government, or state or local government for public purposes, subject to an order of a Justice of the supreme court.

In any taxable year in which the corporation is a private foundation as described in section 509 (a) of the Internal Revenue Code of 1986, the corporation shall distribute

its income for said period at such time in a manner as not to subject it to tax under section 4941 (d) of the code and the corporation shall not (a) engage in any of self-dealing as defined in section 4941 (d) of the code (b) retain any excess business holdings as defined in section 4943 (c) of the code (c) make any investment in such manner as to subject the corporation to tax under section 4944 of the code or (d) make any taxable expenditures as defined in section 4945 (d) of the code or corresponding provisions of any subsequent Federal tax laws.

#### ARTICLE VII

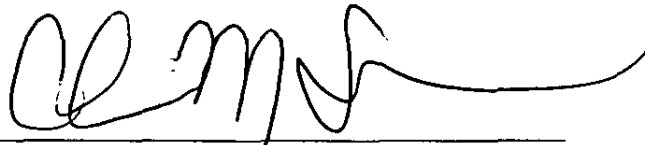
The name and street address of the incorporator is as follows:

Christina M. Snow

910 Foulk Road  
Suite 201  
Wilmington, DE 19803

The undersigned incorporator has executed these Articles of Incorporation this 23rd of July, 2014.

Signature

A handwritten signature in black ink, appearing to read 'C. M. Snow', written over a horizontal line.

Name: Christina M. Snow  
Incorporator

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AND  
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**DESIGNATION OF REGISTERED AGENT / REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/ registered agent, in the State of Florida:

1. The name of the corporation is:

**MR URBAN FOUNDATION, INC.**

2. The name and address of the registered agent and office is:

***Robert Danial***  
***5151 Collins Avenue, Suite 1727***  
***Miami Beach, Florida 33140***

I, the undersigned 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my positions as registered agent.



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Robert Danial  
Dated: July 23, 2014