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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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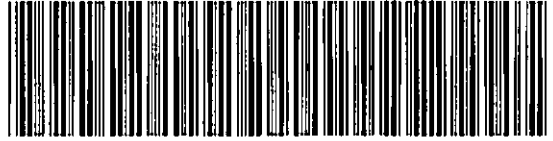
(Business Entity Name)

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7/2/21

**STACK FERNANDEZ  
& HARRIS**

professional association

Robert Harris  
E-mail: rharris@stackfernandez.com



Brickell Bay Office Tower  
1001 Brickell Bay Drive, Suite 2650  
Miami, Florida 33131-4940  
Telephone: 305.371.0001  
Facsimile: 305.371.0002  
www.stackfernandez.com

Thursday, June 24, 2021

**VIA FEDEX**

Department of State  
Division of Corporations  
The Centre of Tallahassee  
Suite 810  
2415 N. Monroe Street  
Tallahassee, FL 32303

FILED  
21 JUN 29 AM 6:36  
TALLAHASSEE, FL  
DIVISION OF CORPORATIONS

**Re: PaykanArtCar, Inc.  
Articles of Incorporation  
SFH File No. 1750.0001**

Dear Representative of the Division of Corporations:

Enclosed are (1) an original and two (2) copies of the Articles of Incorporation and (2) my firm's check in the amount of \$87.50 (filing fee, certified copy, and certificate) made payable to the Department of State.

Please direct all future correspondence to the me at the address, email, and telephone number set forth above.

I appreciate your cooperation.

Very truly yours,

Robert Harris

Enclosures

ARTICLES OF INCORPORATION  
OF  
PAYKANARTCAR, INC.

THE UNDERSIGNED, for the purpose of forming a nonstock, not-for-profit corporation pursuant to the Florida Not for Profit Corporation Act, Chapter 617, Florida Statutes (the "Act"), hereby certifies:

ARTICLE I: The name of the Corporation is PaykanArtCar, Inc. (the "Corporation").

ARTICLE II: The mailing address and address of the principal place of business of the Corporation is to be c/o Stack Fernandez & Harris, P.A., Suite 2650, 1001 Brickell Bay Drive, Miami, FL 33131.

ARTICLE III: The name and address of the registered agent of the Corporation is Robert Harris, Esq., Suite 2650, 1001 Brickell Bay Drive, Miami, FL 33131.

ARTICLE IV: The Corporation shall be a nonprofit non-stock Corporation. The Corporation is organized and shall be operated exclusively for charitable, educational, humanitarian and other purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as hereafter may be amended (the "Code"). The purposes for which the Corporation is formed are to promote human rights, including calling attention to discrimination against individuals that identify as lesbian, gay, bisexual, transgender or queer (LGBTQ) through art installations and associated events, and to engage in any lawful act or activity for which corporations may be organized under the Act.

ARTICLE V: The duration of the existence of the Corporation is perpetual.

ARTICLE VI: The Corporation shall not have authority to issue capital stock.

ARTICLE VII: The Corporation shall have no members.

ARTICLE VIII: The name and address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
Robert Harris, Esq.	1001 Brickell Bay Drive, Suite 2650 Miami, FL 33131

ARTICLE IX: Except as otherwise provided by law, or in any Bylaw of the Corporation, the business of the Corporation shall be managed, and all of the powers of the Corporation shall be exercised, by the Board of Directors of the Corporation.

ARTICLE X: The names of the initial officers and directors of the Corporation are:

Wallace, Mark D.  
Chief Executive Officer  
7742 N. Kendall Drive, # 519  
Miami, FL 33156

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Feizi, Hiva  
President  
7742 N. Kendall Drive, # 519  
Miami, FL 33156

Mendoza, Magaly I.  
Secretary  
7742 N. Kendall Drive, # 519  
Miami, FL 33156

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE XI: Directors shall be elected as provided in the Bylaws.

ARTICLE XII: Provisions for the regulation of the internal affairs of the Corporation, including provisions for distribution of assets on dissolution or final liquidation, are as follows:

- A. The Corporation shall not only be organized but also operated exclusively for charitable purposes within the meaning of section 501(c)(3) of the Code; provided, however, the Corporation may engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law, provided such acts or activities would not prevent the Corporation from obtaining and retaining exemption from federal income taxation as a corporation described in section 501(c)(3) of the Code;
- B. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, officers, directors, 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 its purposes as described herein;
- C. 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 concerning) any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provision of this Certificate of Incorporation, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Corporation; and
- D. Upon the dissolution of the Corporation, all of its assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the 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 a court of competent jurisdiction 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, that are organized and operated exclusively for such purposes.

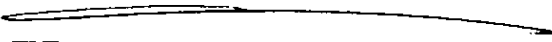
ARTICLE XIII: To the fullest extent permitted by the Act, no officer or director of the Corporation shall be personally liable for damages in any proceeding brought by or in the right of the

Corporation, or in connection with any claim, action, suit or proceeding to which he or she may be or is made a party by reason of being or having been an officer or director of the Corporation; provided, however, that such relief from liability shall not apply in any instance where such relief is inconsistent with applicable law. Subject to the provisions of the Bylaws, the Corporation shall indemnify any officer, director, or agent of the Corporation to the fullest extent permitted by and in accordance with the Act.

[SIGNATURE PAGE FOLLOWS]

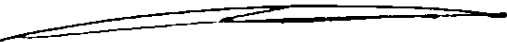
SIGNATURE PAGE TO  
ARTICLES OF INCORPORATION  
PAYKANARTCAR, INC.

*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.*

  
\_\_\_\_\_  
Robert Harris

Dated: June 24, 2021

*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.*

  
\_\_\_\_\_  
Robert Harris  
Sole Incorporator

Dated: June 24, 2021

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STATE DEPT OF REVENUE  
TALLAHASSEE FLORIDA