

CERTIFICATE OF INCORPORATION
OF
COMPREHENSIVE DISTASTER RESPONSE INC.

(Under Section 402 of the New York State Not-for-Profit Corporation Law)

The undersigned, a natural person of the age of eighteen or over, desiring to form a corporation pursuant to the provisions of the Not-For-Profit Corporation Law (“N-PCL”), does hereby certify:

1. The name of the corporation is Comprehensive Disaster Response (the “Corporation”).
2. The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the N-PCL and shall be a Type B corporation under Section 201 of the N-PCL.
3. The purposes for which the Corporation is formed are, within the meaning of Section 501(c)(3) of the Internal Revenue Code (the “Code”), as follows:
 - (a) to advance public interest in and understanding of national and international disaster response through fundraising, long term development logistics, delivery of food and water supplies, livelihood redevelopment, long term medical infrastructure and systems development, relief of remote and disaster affected areas, and animal rescue, through liaison with governmental and non-governmental organizations.
4. In furtherance of the foregoing purposes, the Corporation shall have all of the general powers enumerated in Section 202 of N-PCL and such other powers as are now or hereafter permitted by law for a corporation organized for the foregoing purposes, including, without limitation, the power to solicit grants and contributions for any purpose and the power to maintain a fund or funds and/or personal property in furtherance of such purposes.
5. Notwithstanding any other provision of these articles, the Corporation is organized exclusively for charitable, religious, educational, and/or scientific purposes under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.
 - (a) the Corporation shall not, directly or indirectly, engage in or include among its purposes any of the activities mentioned in subparagraphs (a) - (w) of Section 404 of the N-PCL;
 - (b) the Corporation is not formed for and shall not be conducted nor operated for pecuniary profit or financial gain, and no part of its assets, income or profits shall be distributed to or inure to the benefit of any private individual or individuals, provided that nothing herein shall prevent the Corporation from paying reasonable compensation to any person for services rendered to or for the Corporation in furtherance of one or more of its purposes;

- (c) no substantial part of the activities of the Corporation shall be devoted to the carrying on of propaganda or otherwise attempting to influence legislation, except to the extent permitted by the Code whether pursuant to an election under section 501(h) of the Code or otherwise, and no part of the activities of the Corporation shall be devoted to participating or intervening in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office; and
 - (d) the Corporation shall not engage in or include among its purposes any activities not permitted to be carried on (i) by a corporation exempt from federal income taxation under Section 501(c)(3) of the Code or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.
- 6. All income and earnings or assets of the Corporation shall be used exclusively for corporate purposes, and no part of the net income or earnings of the Corporation shall inure to the benefit or profit of, or be distributable to any director, trustee, officer or employee of the Corporation or any private individual, firm, corporation or association for other than reasonable compensation for services rendered in effecting one or more purposes of the Corporation. No director, trustee, officer or employee of the Corporation shall receive or be lawfully entitled to receive any pecuniary benefits of any kind except reasonable compensation for services rendered in effecting one or more purposes of the Corporation.
- 7. If the Corporation is ever determined to be a “private foundation” within the meaning of Section 509 of the Code, the Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Code.
- 8. If the Corporation is ever determined to be a “private foundation” within the meaning of Section 509 of the Code, the Corporation shall not:
 - (a) engage in any act of self-dealing which is subject to tax under section 4941 of the Code.
 - (b) retain any excess business holdings which are subject to tax under section 4943 of the Code.

- (c) make any investments in such manner as to subject it to tax under section 4944 of the Code.
 - (d) make any taxable expenditures which are subject to tax under section 4945 of the Code.
- 9. The office of the Corporation shall be located in County of New York, State of New York.
- 10. The names and addresses of the initial members (each, a “Director”) of the board of directors of the Corporation (the “Board of Directors”) are as follows:

<u>Name</u>	<u>Address</u>
Timothy Todd Shea	69 Bennett Ave., Apt. 210 New York, NY 10033
Timothy Justin Shea	835 Riverside Drive, Apt. 1J New York, NY 10032
James Kushner	452 W 149th St. #31 New York, NY 10031

- 11. The duration of the Corporation shall be perpetual.
- 12. The Secretary of State of the State of New York is hereby designated as agent of the Corporation upon whom process against the Corporation may be served. The post office address to which the Secretary shall mail a copy of any process accepted on behalf of the Corporation is: Jeffrey Gavett, 69 Bennett Ave., Apt. 210, New York, NY 10033.
- 13. In the event of the dissolution of the Corporation, all of the assets and property of the Corporation remaining after the proper payment of expenses and the satisfaction of all liabilities shall be distributed to organizations which qualify under Section 501(c)(3) of the Code or to the Federal government or State or local governments for a public purpose, subject to the approval of a Justice of the Supreme Court of the State of New York, and shall not be used for or inure to the benefit of any private individual, and shall be consistent with the provisions of paragraphs 5 and 6 of this Certificate.
- 14. The Corporation may, to the fullest extent permitted by Article 7 of the N-PCL, as the same may be amended and supplemented, indemnify any and all persons or entities whom it shall have power to indemnify under Article 7 of the N-PCL from and against any and all of the expenses, liabilities or other matters referred to in or covered by said Article, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which any person or entity may be entitled under any bylaw, resolution of the Board of Directors, agreement or otherwise, as permitted by said Article, as to action in any capacity in which such person, persons, entity or entities served at the request of the Corporation.
- 15. Any action required or permitted to be taken by the Board of Directors may be taken without meeting if all of the Directors consent in writing to the adoption of a resolution authorizing such action. In addition, any one or more members of the Board of Directors or any committee

thereof may participate in a meeting of the Board of Directors or committee, as applicable, by means of a conference telephone or similar communications equipment allowing all persons participating in such meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

16. All references in these provisions are deemed to include any amendment or successor thereto. Nothing contained in these provisions shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a Director, officer, employee, or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these provisions to "Director", "officer", "employee", and "agent" shall include the heirs, estates, administrators, executors, and personal representatives of such persons.
17. Nothing herein shall authorize the Corporation to operate, maintain or manage a charter school, a nursery school, a kindergarten, an elementary school, a secondary school, a college, university or to advertise or offer credit-bearing courses or degrees in New York State. Nothing herein shall authorize the Corporation to operate or maintain a library, museum, archive or historical society or to own or hold collections. Except as authorized by Title VIII of the Education Law or other applicable statute, nothing herein shall authorize the Corporation to engage in the practice of any profession in New York, engage in the training of any profession in New York or to use a professional title or term of any profession in New York in violation of Title VIII. The Corporation will restrict the provision of counseling services to instruction, advice, support, encouragement or information to individuals, families, and relational groups, provided that this shall not include the diagnosis or treatment of mental, emotional, nervous, or behavioral disorders. Nothing herein shall authorize the Corporation, directly or indirectly, to own, operate, or maintain a public television and/or public radio station pursuant to Section 236 of the Education Law nor to request funding as such.

IN WITNESS WHEREOF of this certificate has been signed and the statements made herein affirmed as true under the penalties of perjury this 3rd day of March, 2014.

[signature page to follow]



Name: Yousef M. Mian

Title: Incorporator

Address: 244 Fifth Ave., Suite 200

New York, NY 10001