

CERTIFICATE OF INCORPORATION
OF
FAT LAB [YOUR LAB HERE]

Under Section 402 of the Not-for-Profit Corporation Law

Filed By:

Evan Roth [YOUR CONTACT MAN]

xxx xxxx xxxxx [YOUR ADDY]

xxx .x

Brooklyn, NY xxxxx [MOVE TO NYC. COUNTY OF KINGS]

Under Section 402 of the Not-for-Profit Corporation Law

The undersigned, natural persons of the age of eighteen years or over [SORRY KIDS], desiring to form a corporation pursuant to the provisions of the Not-for-Profit Corporation Law of the State of New York [LAWS MAY VARY IN YOUR STATE], hereby state:

FIRST: The name of the Corporation is FAT Lab [YOUR LAB HERE], hereinafter sometimes called "the Corporation."

SECOND: The Corporation is a corporation as defined in subparagraph (a) (5) of Section 102 of the Not-for-Profit Corporation Law.

THIRD: The Corporation is a Type B corporation as defined in Section 201 of the Not-for-Profit Corporation Law.

FOURTH: The purposes for which the Corporation is formed are to support artists ,engineers, designers and entertainers in the creation, documentation and distribution of work in the public domain [THIS IS YOUR MOMENT TO SPEAK FROM THE HEART. WHY DO YOU WANT TO DO THIS? SPIT IT IN ONE TAKE].

In furtherance thereof, the Corporation may receive property by gift, devise or bequest, invest and reinvest the same and apply the income and principal thereof, as the Board of Trustees may from time to time determine, either directly or through contributions to any charitable organization or organizations, exclusively for charitable or educational purposes, and engage in any lawful act or activity for which corporations may be organized under the Not-for-Profit Corporation Law. [BOTTOM LINE DONT EXPECT TO MAKE ANY REAL CHEDDAR]

In furtherance of its corporate purposes, the Corporation shall have all of the general powers enumerated in §202 of the Not-For-Profit Corporation Law, as now in effect or as may hereafter be amended, together with the power to solicit grants and contributions for such purposes.

FIFTH: Notwithstanding any other provision of this certificate of incorporation, the Corporation is organized exclusively for one or more of the purposes, as specified in Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws and shall not carry on any other activities not permitted to be carried on by (a) a Corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code , or the 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 the corresponding section of any future federal tax code [BLAH].

SIXTH: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, director, officers or other private persons, except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of its purposes as set forth in this certificate of incorporation [THIS IS WHERE YOU GET UR DUCKETS].

SEVENTH: 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 provided by Internal Revenue Code Section 501(h), and the Corporation shall not participate in, or intervene (including the publication or distributions of statements) any political campaign on behalf of or in opposition to any candidate, or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office [JUST PRETEND YOU WONT].

EIGHTH: 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 1954, or corresponding provisions of any subsequent Federal tax laws, or to the Federal government, or state or local government for a public purpose upon approval of a Justice of the Supreme Court of the State of New York.

NINTH: In any taxable year in which the Corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code of 1954, the Corporation shall distribute its income for said period at such time and in such manner as not to subject it to tax under Section 4942 of the Code; and the Corporation shall not (a) engage in any act 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 investments 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.

TENTH: The office of the Corporation is to be located in the County of Kings, State of New York [QUE PASO BROOKLYN!].

ELEVENTH: The Corporation shall be operated by a board of directors, the number of which is to be no less than three.

TWELFTH: The names and post office addresses of the three initial directors until its organizational meeting are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Jonah Peretti	[YOUR ADDY]
Evan Roth	[YOUR ADDY]
James Powderly	[YOUR ADDY]

THIRTEENTH: The Corporation shall indemnify every corporate director and officer to the full extent permitted by law.

FOURTEENTH: The duration of the Corporation shall be perpetual.

FIFTEENTH: The Secretary of State is hereby designated as agent of the Corporation upon whom process against it may be served. The post office address to which the Secretary shall mail a copy of any process against the Corporation served upon him is Evan Roth, 129 Smith Street, Brooklyn, New York 11201.

Signed : _____
Evan A. Roth, Incorporator
[YOUR ADDY]

Date: _____

Signed : _____
James Powderly
[YOUR ADDY]

Date: _____

Signed : _____
Jonah Peretti
[YOUR ADDY]

Date: _____