

***STATE OF NEW YORK***  
***DEPARTMENT OF STATE***

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the  
Department of State, at the City of Albany, on  
April 23, 2008.

A handwritten signature in cursive script that reads "Paul LaPointe".

Paul LaPointe  
Special Deputy Secretary of State

080328000817

**CERTIFICATE OF INCORPORATION  
OF  
THE CONTINUUM PROJECT, INC.**

**UNDER SECTION 402 OF THE  
NOT-FOR-PROFIT CORPORATION LAW**

The undersigned, both natural persons of the age of eighteen or over, certify:

- 1) The name of the Corporation is The Continuum Project, Inc. (the "Corporation").
- 2) The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law and shall be a Type B corporation under Section 201 of the Not-for-Profit Corporation Law.
- 3) The Corporation is formed for the following charitable and educational purposes: to advance education and the arts; to promote social welfare; to provide relief to the underprivileged; to eliminate prejudice and discrimination; and to instruct and train individuals to develop and improve their capabilities. Each of these purposes fall within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as it is amended (the "Code"). The Corporation shall provide programming that functions to enrich and empower disadvantaged communities through the arts.

In furtherance of these charitable and educational purposes, the Corporation shall:

- (a) Provide programming for youths and adults that utilizes theater and other artistic expression to explore such topics as personal ancestral legacies and cultural identities;
- (b) Provide artistic programming that inspires knowledge and curiosity about one's ancestry through such activities as the creation of a complete family tree, an introduction to the study of genealogy, and other programming designed to empower individuals and communities;
- (c) Provide creative programming in a safe environment which encourages participants to enrich themselves and their communities;
- (d) Encourage global interconnectedness through arts and cultural exchanges;
- (e) Create and perform professional theatrical productions and other artistic works for the benefit of the community; and
- (f) Conduct all lawful activities which may be useful in accomplishing the foregoing purposes.

- 4) Nothing herein shall authorize the corporation to operate or maintain a charter school, a nursery school, an elementary school, a secondary school, a college, university or to advertise or offer credit-bearing courses or degrees in New York State. In addition:
  - (a) Nothing herein shall authorize the corporation to operate or maintain a library, museum, archive or historical society or to own or hold collections.
  - (b) Except as authorized by Title VIII 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 of the Education Law.
  - (c) 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.
  - (d) 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.
- 5) In furtherance of the foregoing purposes, the Corporation shall have all the general powers enumerated in Section 202 of the Not-for-Profit Corporation Law and such other powers now or hereafter permitted by law for a corporation organized for the foregoing purposes, including the power to solicit grants and contributions for any corporate purpose.
- 6) Notwithstanding any other provision of this certificate, the Corporation is organized exclusively for charitable and educational purposes, and intends at all times to qualify and remain qualified as exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") (or the corresponding provision of any future U.S. Internal Revenue Service rule or regulation) and, in connection therewith:
  - (a) 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 profit 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;

- (b) 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) 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
- (c) The Corporation shall not carry on any other activities not permitted to be carried on:
  - (i) By a corporation exempt from federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future U.S. Internal Revenue Service rule or regulation); or
  - (ii) By a corporation contributions to which are deductible under section 170(c)(2) of the Code (or the corresponding provision of any future U.S. Internal Revenue Service rule or regulation).
- 7) The office of the Corporation shall be located in Brooklyn, State of New York, County of Kings.
- 8) The names and addresses of the initial directors, each of whom is of age, are as follows:

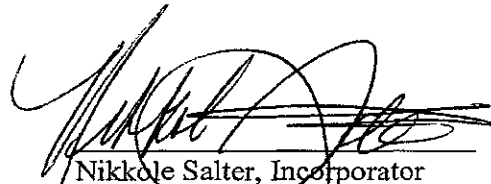
Name	Address
Nikkole Salter	175 Hancock St., Apt. 1 Brooklyn, NY 11216
Glenn Gordon	148 Hancock St., Apt. 4B Brooklyn, NY 11216
Tia Jennings	2560 Geary Blvd., Apt. 205 San Francisco, CA 94115
Will Pailen	555 W. 151 <sup>st</sup> St., Apt. 68 New York, NY 10032

- 9) 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:


P.O. Box 1905  
Bloomfield, NJ 07003.

- 10) In the event of dissolution, all of the assets and property of the Corporation remaining after 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 government for a public purpose, subject to the approval of a Justice of the Supreme Court of the State of New York.

IN WITNESS WHEREOF this certificate has been signed and the statements made herein affirmed as true under the penalties of perjury this 29 day of February 2008.



Nikkole Salter, Incorporator  
175 Hancock St., Apt. 1  
Brooklyn, NY 11216

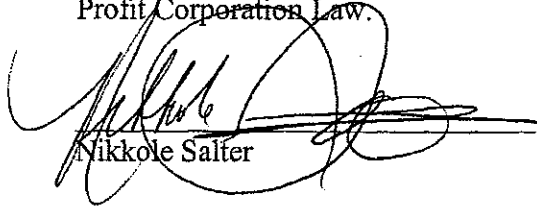


Glenn Gordon, Incorporator  
148 Hancock St., Apt. 4B  
Brooklyn, NY 11216

**AFFIDAVIT OF THE SUBSCRIBERS OF  
THE CERTIFICATE OF INCORPORATION  
FOR THE CONTINUUM PROJECT, INC. PURSUANT TO ARTICLE 4  
SECTION 402 (b) OF THE NOT-FOR-PROFIT CORPORATION LAW**

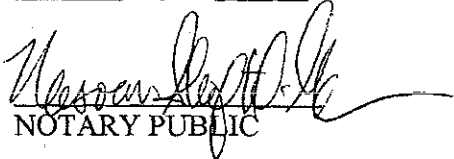
State of New York                    )  
City of New York                    )       ss:  
County of New York                )

Ms. Nikkole Salter and Mr. Glenn Gordon, being duly sworn, depose and say that they are the subscribers for the certificate of incorporation for The Continuum Project, Inc. an existing, unincorporated association and that the subscribers constitute a majority of the members of a committee duly authorized to incorporate such association, under the name The Continuum Project, Inc. as a not-for-profit corporation under the New York Not-for-Profit Corporation Law.

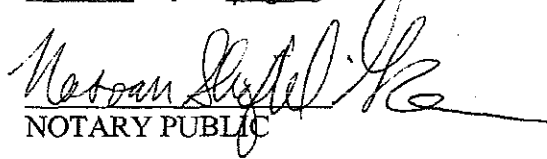
  
Nikkole Salter

  
Glenn Gordon

Sworn to before me this  
29 day of Feb, 2008.

  
NOTARY PUBLIC

Sworn to before me this  
29 day of Feb, 2008.

  
NOTARY PUBLIC

Nasoon Shettel-Gomes  
Notary Public, State of New York  
No. 02546162284  
Qualified in Kings County  
Commission Expires March 5, 2011

Nasoon Shettel-Gomes  
Notary Public, State of New York  
No. 02546162284  
Qualified in Kings County  
Commission Expires March 5, 2011

STATE OF NEW YORK  
THE STATE EDUCATION DEPARTMENT  
Albany, New York

**CONSENT TO FILING WITH THE DEPARTMENT OF STATE**  
(General Use)

Consent is hereby given to the filing of the annexed certificate of incorporation

of The Continuum Project, Inc.  
[name of entity]

pursuant to the applicable provisions of the Education Law, the Not-for-Profit Corporation Law, the Business Corporation Law, the Limited Liability Company Law or any other applicable statute.

This consent is issued solely for purposes of filing the annexed document by the Department of State and shall not be construed as approval by the Board of Regents, the Commissioner of Education or the State Education Department of the purposes or objects of such entity, nor shall it be construed as giving the officers or agents of such entity the right to use the name of the Board of Regents, the Commissioner of Education, the University of the State of New York or the State Education Department in its publications or advertising matter.

IN WITNESS WHEREOF this instrument is  
executed and the seal of the State Education  
Department is affixed.

RICHARD P. MILLS  
Commissioner of Education

By:

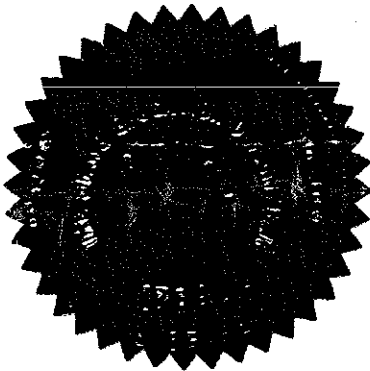
Seth D. Gilboord  
Seth D. Gilboord

Commissioner's authorized designee

MAR 18 2008

Date

**THIS DOCUMENT IS NOT VALID WITHOUT THE SIGNATURE OF THE  
COMMISSIONER'S AUTHORIZED DESIGNEE AND THE OFFICIAL SEAL OF THE  
STATE EDUCATION DEPARTMENT.**



080328000817

CERTIFICATE OF INCORPORATION

OF

THE CONTINUUM PROJECT, INC.

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

Filed by: Nasoan Sheftel-Gomes, Esq.  
Urban Justice Center  
123 William Street, 16<sup>th</sup> Floor  
New York, NY 10038

FILED  
2008 MAR 28 PM 2:07

1CC  
STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED MAR 28 2008

TAXS

BY: JCH

KINGS

JCH

2008 MAR 28 PM 12:06

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