

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU

ARTICLES OF INCORPORATION NONPROFIT CORPORATION

In compliance with the requirements of 15 Pa. C.S. §5306 (relating to articles of incorporation), the undersigned desiring to be incorporated as a nonprofit corporation, hereby certifies that:

1. Name. The name of the corporation is: **Urban Dance & Educational Foundation.**
2. Address. The location and post office address of the initial registered office of the corporation in this Commonwealth is:

c/o SGB Events, LLC
3811 W Chester Pike #200
Newtown Square, PA 19073
Delaware County

Commonwealth of Pennsylvania
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3. Purposes and Operation. The corporation is organized under the Pennsylvania Nonprofit Corporation Law of 1988 (as amended) exclusively for religious, charitable, scientific, literary, educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any future United States Internal Revenue Law (hereinafter referred to as the "Code"), and, in particular, to advance the physical expression, intellectual understanding and educational and teaching programs of the urban arts, including breaking and other forms of street dance, through dance participation, performances, camps, seminars, work-shops, competitive events, tours and series.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, officers, members, 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 the purposes set forth herein.

No substantial part of the activities of the corporation shall consist of 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) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, or (b) by a corporation contributions to which are deductible under

Section 170(a) of the Code as being to an organization referred to in Section 170(c)(2) of the Code.

4. Nonprofit. The corporation does not contemplate pecuniary gain or profit, incidental or otherwise.

5. Private Foundation. Notwithstanding any other provisions in these articles, at all times when the corporation is a private foundation within the meaning of Section 509 of the Code, it shall be subject to the following additional restrictions:

(a) It shall distribute its income at such times and in such manner as not to subject it to any tax under Section 4942 of the Code.

(b) It shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

(c) It shall not retain excess business holdings as defined in Section 4943(c) of the Code.

(d) It shall not make any investments as would subject it to tax under Section 4944 of the Code.

(e) It shall not make any taxable expenditure as defined in Section 4945(d) of the Code.

6. Term. The term for which the corporation is to exist is perpetual.

7. Nonstock. The corporation is organized upon a nonstock basis.

8. Members. The corporation shall have one or more classes of members as determined by the governing board (which shall be known as the Board of Representatives or such other name as specified in the Bylaws) and adopted in the Bylaws of the corporation from time to time. Members shall have only such rights as are conferred upon the members by the Bylaws of the corporation or by law.

9. Incorporators. The name and address of the incorporator is:

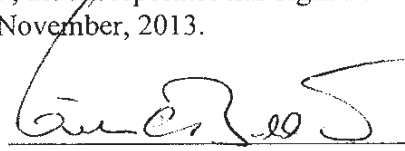
William C. Bullitt
Drinker Biddle & Reath LLP
One Logan Square, Suite 2000
Philadelphia, PA 19103-6996

10. Dissolution. Upon the dissolution of the corporation, the Board of Representatives shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the

corporation in such manner, and to such organization or organizations, organized and operated exclusively for religious, charitable, scientific, literary or educational purposes which at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine.

Signature Page Follows

IN TESTIMONY WHEREOF, the incorporator has signed and sealed these
Articles of Incorporation this 11th day of November, 2013.



Incorporator (SEAL)