

**CERTIFICATE OF INCORPORATION  
OF  
ANIME CRITICS UNITED, INC.**

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

FIRST: The name of the corporation is: “Anime Critics United, Inc.”.

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

THIRD: The corporation is a charitable corporation under Section 201 of the Not-for-Profit Corporation Law.

FOURTH: The corporation is formed for the charitable purpose of organizing, or assisting with the organization of, activities and events open to the general public that promote cultural exchange with Japan and other East Asian countries and peoples.

FIFTH: The corporation is not formed to engage in any activity or for any purpose requiring consent or approval of any state official, department, board, agency, or other body. No consent or approval is required.

SIXTH: The office of the corporation is to be located in the County of New York, State of New York.

SEVENTH: The Secretary of State is designated as agent of the corporation upon whom process against it may be served. The address to which the Secretary of State shall mail a copy of any process accepted on behalf of the corporation is:

ANIME CRITICS UNITED INC  
C/O VH INTERNATIONAL BUSINESS SOLUTIONS INC  
576 5TH AVE STE 903  
NEW YORK NY 10036

EIGHTH: The names and addresses of the three initial directors of the corporation are:

Tyler Romeo, 541 Howard Ave, Staten Island NY 10301  
Benjamin Knutson, 535 41st Ave, San Francisco CA 94121  
Evan Michael Van Tine, 207 Oakwood Ave, Bogota NJ 07603

NINTH: The corporation shall have three classes of members: emeritus members, provisory members, and honorary members. Any individual who submits a petition to the board of directors containing sufficient proof demonstrating the fulfillment of certain criteria specified in the bylaws shall be issued a emeritus membership certificate with a finite expiration not more than the time that was required to fulfill such criteria. All provisory and honorary membership certificates shall be issued with a finite expiration specified in the bylaws, and shall be issued to any individual who both meets criteria specified in the bylaws and is authorized by a resolution of the members. Honorary members cannot vote on matters relating to the certificate of incorporation, bylaws, dissolution of the corporation, and any motion not explicitly authorized in the bylaws.

TENTH: Directors elected or appointed at large shall be divided into two classes for the purpose of staggering their terms of office. Directors shall be elected using a system specified in the bylaws.

ELEVENTH: The corporation shall be authorized by resolution of the board of directors to accept subventions from members or non-members on terms and conditions not inconsistent with Section 504 of the Not-for-Profit Corporation Law.

TWELFTH: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, 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 in Article Third hereof. 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) 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(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. Notwithstanding any other provision of these articles, this 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 this corporation.

THIRTEENTH: Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or

the corresponding section of any future federal tax 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, which are organized and operated exclusively for such purposes.