

**CERTIFICATE OF INCORPORATION**

**OF**

**XYZ Company, Inc.**

Under Section 402 of the Business Corporation Law

IT IS HEREBY CERTIFIED THAT:

**FIRST.** The name of the corporation is XYZ Company, Inc.

**SECOND.** This corporation is formed to engage in any lawful act or activity for which a corporation may be organized under the Business Corporation Law, provided that it is not formed to engage in any act or activity requiring the consent or approval of any state official, department, board, agency or other body without such consent or approval first being obtained.

**THIRD.** The county within this state, in which the office of the corporation is to be based, is Kings.

**FOURTH.** The total number of shares which the corporation shall have the authority to issue is 500 shares of Common Stock, and the par value of each of such shares is \$0.01.

**FIFTH.** The Secretary of State is designated as agent of the corporation upon whom process against the corporation 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:

c/o United States Corporation Agents, Inc.  
7014 13th Avenue Suite 202 Brooklyn NY 11228

**SIXTH.** The name and street address in this state of the registered agent upon whom process against the corporation may be served is:

United States Corporation Agents, Inc.  
7014 13th Avenue Suite 202 Brooklyn NY 11228

**SEVENTH.** The personal liability of the directors of the corporation for monetary damages for breach of fiduciary duty shall be eliminated to the fullest extent permissible under New York law. The corporation is authorized to indemnify its directors and officers to the fullest extent permissible under New York law.

IN WITNESS WHEREOF, I have executed this Certificate of Incorporation on the date below.

Date: April 3, 2014

/s/ Cheyenne Moseley

By: Cheyenne Moseley, Incorporator

LegalZoom.com, Inc.

9900 Spectrum Drive

Austin, TX 78717

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SAMPLE

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Filed By: Cheyenne Moseley  
c/o LegalZoom.com, Inc.  
9900 Spectrum Drive  
Austin, TX 78717

**Drawdown  
Account: AF  
LegalZoom.com, Inc.**

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