

CERTIFICATE OF INCORPORATION

OF

THE MOROCCAN PAVILION, INC.

* * * * *

Pursuant to Article Two
of the
Stock Corporation Law

* * * * *

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED Apr 12 1963

TAX \$ 10-

FILING FEE \$ 50-

Caroline H. Lison

By *[Signature]*
Secretary of State

BAKER, NELSON, WILLIAMS & MITCHELL

TWENTY EXCHANGE PLACE

NEW YORK 5

CERTIFICATE OF INCORPORATION

OF

THE MOROCCAN PAVILION, INC.

* * * * *

Pursuant to Article Two
of the
Stock Corporation Law

* * * * *

WE, THE UNDERSIGNED, desiring to form a stock corporation pursuant to the provisions of Article Two of the Stock Corporation Law of the State of New York, DO HEREBY CERTIFY as follows:

FIRST: The name of the proposed corporation is:
THE MOROCCAN PAVILION, INC.

SECOND: The purposes for which it is to be formed are to do any and all of the things hereafter set forth to the same extent as natural persons might or could do in any part of the world, namely:

To construct, or cause to be constructed, and to operate a pavilion at the New York 1964-1965 World's Fair in which, among other things, Moroccan products and handicrafts may be displayed and sold, Moroccan food may be served and Moroccan entertainment provided.

To purchase, sell and generally to trade and deal in and with goods, wares, products and merchandise of every kind, nature and description; and to engage and participate in any mercantile, manufacturing or trading business of any kind or character whatsoever; in each case to such extent as a corporation

organized under the Stock Corporation Law of the State of New York may now or hereafter lawfully do.

To acquire by purchase, exchange or otherwise, all, or any part of, or any interest in, the properties, assets, business and good-will of any one or more corporations, associations, partnerships, firms, syndicates or individuals, engaged in any business which this corporation is authorized to carry on; to pay for the same in cash, property or its own or other securities; to hold, operate, reorganize, liquidate, mortgage, pledge, sell, exchange, or in any manner dispose of the whole or any part thereof; and, in connection therewith, to assume or guarantee performance of any liabilities, obligations or contracts of corporations, associations, partnerships, firms, syndicates or individuals, and to conduct in any lawful manner the whole or any part of any business thus acquired.

To purchase, lease or otherwise acquire and to hold, own, maintain, manage, improve, rent, sell or otherwise dispose of real and personal property of all kinds and in particular lands, buildings, shares of stock, mortgages, bonds, debentures and other securities, merchandise, book debts and claims and any interest in real or personal property.

To adopt, apply for, obtain, register, purchase, lease or otherwise acquire and to maintain, protect, hold, use, own, exercise, develop, manufacture under, operate and introduce, and to sell and grant licenses or other rights in respect of, assign or otherwise dispose of, turn to account, or in any manner deal with and contract with reference to, any trade-marks, trade names, patents, patent rights, concessions, franchises, designs, copyrights and distinctive marks and rights analogous thereto, and inventions, devices, improvements, processes, recipes, formulae and the like, including such thereof as may be covered by, used in connection with, or secured or received under, Letters Patent of the United States of America or elsewhere or otherwise, and any licenses in respect thereof and any or all rights connected therewith or appertaining thereto.

To borrow money for its corporate purposes, and to make, accept, endorse, execute and issue promissory notes, bills of exchange, bonds, debentures or other obligations from time to time, for the purchase of property, or for any purpose relating to the business of the company, and, if deemed proper, to secure the payment of any such obligations by mortgage, pledge, deed of

trust or otherwise.

To lend its uninvested funds from time to time to such extent, on such terms and on such security, if any, as the Board of Directors of the corporation may determine.

To sell, improve, manage, develop, lease, mortgage, dispose of or otherwise turn to account or deal with, all or any part of the property of the company.

To conduct its business in all or any of its branches, so far as permitted by law, in the State of New York and in other states of the United States of America, and in the territories and the District of Columbia, and in any or all dependencies, colonies or possessions of the United States of America, and in foreign countries; and for and in connection with such business, to hold, possess, purchase, lease, mortgage and convey real and personal property and to maintain offices and agencies either within or without the State of New York.

To carry out all or any part of the foregoing objects as principal, factor, agent, broker, contractor or otherwise, either alone or in conjunction with any persons, firms, associations, corporations or others in any part of the world; and in carrying on its business and for the purpose of attaining or furthering any of its objects, to make and perform contracts of any kind and description, and to do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated or incidental to the powers herein specified, or which shall at any time appear conducive to or expedient for the accomplishment of any of the purposes or the attainment of any of the objects hereinbefore enumerated.

Nothing herein contained shall be deemed to limit or exclude any power, right or privilege given to the corporation by law, or shall be construed to give the corporation any right, power or privilege not permitted by the laws of the State of New York to corporations organized under the Stock Corporation Law of the State of New York.

The foregoing clauses in this Article shall be construed as stating both purposes and powers. It is the intention that the purposes and powers specified in said clauses shall be in no wise limited or restricted by reference to or inference

from the terms of any other clause of this or any other Article in this certificate, but that the purposes and powers specified in each of the clauses of this Article shall be regarded as independent and cumulative purposes and powers.

THIRD: The amount of the capital stock of the corporation shall be Twenty Thousand Dollars (\$20,000), consisting of Two Hundred (200) shares of a par value of One Hundred Dollars (\$100) per share.

FOURTH: The Secretary of State of the State of New York is hereby designated as the agent of the corporation upon whom process in any action or proceeding against it may be served. The office of the corporation shall be located in the County Borough of Manhattan, City, and State of New York, and the address to which the Secretary of State shall mail a copy of process in any action or proceeding against the corporation which may be served upon him is c/o Baker, Nelson, Williams & Mitchell, 20 Exchange Place, New York 5, New York.

FIFTH: The duration of the corporation is to be perpetual.

SIXTH: The number of directors is to be not less than three nor more than seven and they need not be stockholders.

SEVENTH: The names and post-office addresses of the directors until the first annual meeting of the stockholders, are as follows:

<u>NAMES</u>	<u>POST-OFFICE ADDRESSES</u>
Moktar A. Sbai	50-32 31st Avenue Woodside, New York 77, New York
Arlette M. Sbai	50-32 31st Avenue Woodside, New York 77, New York
Mohamed Kabbaj	82 Washington Place New York, New York

EIGHTH: The names and post-office addresses of the subscribers to this certificate and the number of shares of stock which each agrees to take are as follows:

<u>NAMES</u>	<u>POST-OFFICE ADDRESSES</u>	<u>NO. OF SHARES</u>
John F. B. Mitchell	1088 Park Avenue New York 28, New York	1
Clifford Lefebvre	210 Columbia Heights Brooklyn 1, New York	1
Gerald P. Lepp	4 Washington Square Village New York, New York	1

NINTH: All of the subscribers of this Certificate of Incorporation are of full age, at least two-thirds of them are citizens of the United States of America and at least one of them is a resident of the State of New York. At least one of the persons named as a director is a citizen of the United States of America and a resident of the State of New York.

TENTH: The following provisions are inserted for the regulation and conduct of the affairs of the corporation and it is expressly provided that they are intended to be in furtherance

(d) Any one or more or all of the directors may be removed for or without cause, at any time, by the vote of the stockholders holding a majority of the stock of the corporation entitled to vote, at any special meeting, and thereupon the term of each director or directors who shall have been so removed shall forthwith terminate, and there shall be a vacancy or vacancies in the Board of Directors to be filled as provided in the By-Laws.

(e) No contract or other transaction between the corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the directors of this corporation is or are interested in, or is a director or officer, or are directors or officers of such other corporation, and any director or directors, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of this corporation or in which this corporation is interested; and no contract, act or transaction of this corporation with any persons, firms or corporations, shall be affected or invalidated by the fact that any director or directors of this corporation is a party, or are parties, to or interested in such contract, act or transaction, or in any way connected with such persons, firms or corporations, and each and every person who may become a director of this corporation is hereby

relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm or corporation in which he may be in any wise interested.

Subject always to By-Laws made by the stockholders, the Board of Directors may make By-Laws and from time to time may alter, amend or repeal any By-Laws, but any By-Laws made by the Board of Directors may be altered or repealed by the stockholders.

IN WITNESS WHEREOF, we have made, signed and acknowledged this Certificate of Incorporation this 10th day of April, 1963.

S/ John F.B. Mitchell (L.S.)

S/ Clifford Lefebvre (L.S.)

S/ Gerald P. Lepp (L.S.)

STATE OF NEW YORK)
) SS:
COUNTY OF NEW YORK)

On this 10th day of April, 1963, before me personally came JOHN F. B. MITCHELL, CLIFFORD LEFEBVRE and GERALD P. LEPP, to me known and known to me to be the individuals described in and who executed the foregoing certificate and they severally duly acknowledged to me that they executed the same.

\$/ HELEN D. MANLEY

HELEN D. MANLEY
NOTARY PUBLIC, STATE OF NEW YORK
No. 24-2508250
Qualified in Kings County
Cert. filed in New York County
Commission Expires March 30, 1965

(Seal Affixed)

12/12

1951

I CERTIFY That I have compared the preceding copy with the original

Certificate of Incorporation of

THE MOROCCAN PAVILION, INC.,

filed in this department on the 12th day of April, 1963, and that such
copy is a correct transcript therefrom and of the whole of such original.

Witness my hand and the official seal of the Department of State at the
City of Albany, this twelfth day
of April, one thousand nine hundred
sixty-three.

Caroline K. Simon
Secretary of State

By *John J. Finner*
Deputy Secretary of State

MRS. CAROLINE K. SIMON
SECRETARY OF STATE

ABRAHAM N. DAVIS
EXECUTIVE DEPUTY

STATE OF NEW YORK

DEPARTMENT OF STATE
Albany, N. Y.

JOHN J. FROMER
DEPUTY SECRETARY

G/H

April 12, 19 63

Baker, Nelson Williams & Mitchell,
29 Exchange Place,
New York 5, N.Y.

Certificate of Incorporation
of THE MOROCCAN PAVILION, INC.
has been filed today.

Fees and/or tax paid as follows:

☒ Ch. ☐ Mo. ☐ Cy \$ 72.00

Filing \$ 50.00

Tax \$ 10.00

Certified copy \$ 12.00

Certificate \$

Total \$ 72.00

County New York

Refund \$

CAROLINE K. SIMON
Secretary of State

By: B. Haran