

**CERTIFICATE OF INCORPORATION  
OF**

**PRESERVE SENECA FALLS, INC.**

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

FIRST:       The name of the corporation is PRESERVE SENECA FALLS, INC.

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

THIRD:       The non business and non-pecuniary purpose for which the corporation is formed is any purpose for which corporations may be organized under the not-for-profit Corporation Law as a charitable corporation.

FOURTH:      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.

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

SIXTH:       The corporation shall have the following powers:

(a) To conduct, engage, promote and/or assist in a campaign or campaigns, and any effort or efforts whatsoever, for the collection and raising of funds, and to solicit appeal for, and request monies, funds, securities, donations, pledge and property of every nature whatsoever, exclusively for charitable purposes.

(b) To solicit, collect, accept, hold, invest and reinvest, and administer any gifts, bequests, grants, contributions, benefits of trusts (but not to act as trustee of any trust) and powers of any sort, without limitation as to amount or value, from the public generally.

In addition, the Corporation shall have all the general powers enumerated in Section 202 of the Not-for-Profit Corporation Law, for its corporate purposes.

SEVENTH:     The office of the corporation is located in Seneca County, in the State of New York.

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

1. Douglas Avery  
54 Cayuga Street  
Seneca Falls, New York 13148

2. Francis Caraccilo  
51 East Bayard Street  
Seneca Falls, New York 13148

3. Kathy Jans Duffy  
1315 Middle Black Brook Road  
Seneca Falls, New York 13148

4. Chris Podzuweit  
89 Fall Street  
Seneca Falls, New York 13148

5. Chris Lytle  
36 Cayuga Street  
Seneca Falls, New York 13148

6. Emil Bove Jr  
Box 266  
Seneca Falls, New York 13148

7. John Strawway  
115 Fall Street  
Seneca Falls, New York 13148

NINTH: 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:

Emil Bove Jr.  
46 State Street  
Seneca Falls, New York 13148

TENTH: (State and Federal exemption language for Charitable corporations seeking tax exemption)

The following language relates to the corporation's tax exempt status and is not a statement of purposes and powers. Consequently, this language does not expand or alter the corporation's purposes or powers:

**Notwithstanding any other provisions** of these articles, the corporation is organized exclusively for one or more of the purposes as specified in section 501 (c)(3) of the Internal Revenue Code of 1954 (the "IRC"), and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under IRC section 501 (c)(3) or corresponding provisions of any subsequent Federal tax laws.

**No part of the net earnings** of the corporation shall inure to the benefit of any member, trustee, director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no member, trustee, officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporations assets on dissolution of the corporation.

**No substantial part** of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by IRC section 501 (h), and the corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

**In the event of dissolution**, all of the remaining assets and property of the corporation shall, after necessary expenses thereof, be distributed to another organization exempt under IRC section 501 (c)(3), or corresponding provisions of any subsequent Federal tax laws, 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 any taxable year** in which the corporation is a private foundation as described in IRC section 509(a), the corporation shall distribute its income for said period at such time and manner as not to subject it to tax under IRC section 4942, and the corporation shall not (a) engage in any act of self-dealing as defined in section 4943(c), (b) make any investments in such manner as to subject the corporation to tax under IRC section 4944, or (c) make any taxable expenditures as defined in IRC 4945 (d) or corresponding provisions of any subsequent Federal tax laws.

**IN WITNESS WHEREOF**, the undersigned incorporator has executed this certificate on the       day of       , 2017 and has affirmed that the statements made herein are true under the penalties of perjury.

X\_\_\_\_\_  
Emil Bove Jr.                                – Incorporator  
46 State Street  
Seneca Falls, New York 13148

