

# KEISER & KEISER

## Attorneys at Law

149 Main St/PO Box 350/Livingston Manor, NY 12758-0350/914-439-5550

Michael S. Keiser  
Susan Keiser

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February 2, 1996

Mr. Thomas Rue  
Ms. Carmen Rue  
PO Box 706  
Monticello, NY 12701

Dear Folks:

At long last the New York State Department of State has issued a filing receipt accepting Habitat for Humanity of Sullivan County Inc.'s Certificate of Incorporation. You are now formally organized within the State of New York.

I have retained the original receipt in my file since I know that with voluntary organizations, as officers change, sometimes the court documents get lost. I therefore enclose a copy for you to keep. If you want the original, please let me know.

Please note on this document that the address for Service Of Process is listed as the legal department of Habitat, Americus, GA office. If you need a change in this regard, please let me know. I assume that Habitat prefers to keep a legal eye on all proceedings that concern the name of their organization and that they would promptly forward any documents necessary to the local affiliate.

Michael and I are delighted to have been of assistance to you and wish you well in your continued endeavors in our area.

Very truly yours,

  
SUSAN KEISER

SK:  
Enc.

FILING RECEIPT

ENTITY NAME : HABITAT FOR HUMANITY OF SULLIVAN COUNTY, INC.

DOCUMENT TYPE : DOMESTIC (NOT-FOR-PROFIT) CORPORATION TYPE: A COUNTY: SULL

SERVICE COMPANY : \*\* NO SERVICE COMPANY \*\* SERVICE CODE: 00

FILED: 01/24/1996 DURATION: PERPETUAL CASH #: 960124000352 FILM #: 960124000336

ADDRESS FOR PROCESS EXIST DATE

C/O LEGAL DEPARTMENT, HABITAT FOR HUMANITY INTERNATIONAL, INC 01/24/1996  
121 HABITAT STREET  
AMERICUS, GA 31709-3498

REGISTERED AGENT



FILER	FEES	PAYMENTS
SUSAN KEISER	FILING : 75.00	CASH : 0.00
KEISER & KEISER	TAX : 0.00	CHECK : 75.00
149 MAIN ST., P.O. BOX 350	CERT : 0.00	BILLED: 0.00
LIVINGSTON MANOR, NY 12758-0350	COPIES : 0.00	
	HANDLING: 0.00	
		REFUND: 0.00

COPY

CERTIFICATE OF INCORPORATION OF  
HABITAT FOR HUMANITY OF SULLIVAN COUNTY, INC.

Under Section 402 of the Not-For-Profit Corporation Law,

CERTIFICATE OF INCORPORATION  
OF  
HABITAT FOR HUMANITY OF SULLIVAN COUNTY, INC.

Under Section 402 of the Not-For-Profit Corporation Law,

THE UNDERSIGNED, acting as Incorporators of a Corporation under the New York Not-For-Profit Corporation Law hereby adopt this Certificate of Incorporation for a Type "A" Corporation pursuant to Section 201. This corporation is organized as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE I

The name of the Corporation is HABITAT FOR HUMANITY OF SULLIVAN COUNTY, INC.

ARTICLE II

This Corporation is not organized for pecuniary profit, nor financial gain, and no part of its assets, income, or profit shall be distributable to, nor inure to the benefits of its members, directors and officers, except to the extent permitted under the Not-For-Profit Corporation Law. The Corporation shall be a Type "A" corporation pursuant to Section 201 of the New York State Not For Profit Corporation Law.

ARTICLE III

The county within the State of New York in which the activities of the Corporation are principally to be conducted, is Sullivan County. The office of the corporation is within Sullivan County.

ARTICLE IV

The purposes for which the Corporation is organized are as follows:

- (a) To witness to and implement the gospel of Jesus Christ in New York and throughout the United States and the world by working with economically disadvantaged people to help them create a better human habitat in which to live and work.
- (b) To cooperate with other charitable organizations, through grants and otherwise, which are working to develop a better habitat for economically disadvantaged people.
- (c) To communicate the gospel of Jesus Christ by means of the spoken and written word.
- (d) To receive, maintain, and accept as assets of the Corporation, any property, whether real, personal, or mixed by way of gift, bequest, devise, or purchase from any person, firm, trust, or corporation, to be held, administered, and disposed of exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and in accordance with and pursuant to the provisions of this Certificate of Incorporation; but no gift, bequest, devise, or purchase of any such property shall be received or made and accepted if it is



conditioned or limited in such manner as shall require the disposition of income or principal to any organization other than a "charitable organization" or for any purposes other than "charitable purposes" which would jeopardize the status of the corporation as an entity exempt from federal income tax pursuant to the relevant provisions of the Internal Revenue Code of 1986, as amended.

(e) To exclusively promote and carry on any other religious, charitable, or educational purposes and activities for which corporations may be organized and operated under the relevant provisions of the Internal Revenue Code, as amended, and under the Not-For-Profit Corporation Law of the State of New York.

(f) Anything to the contrary notwithstanding in this Certificate of Incorporation, the Corporation shall not carry on or otherwise engage in any activities not permitted to be carried on or engaged in by (1) a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding section of any future tax code; (2) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or any corresponding section of any future tax code; or (3) a corporation organized and existing under the Not-For-Profit Corporation Law of the State of New York.

(g) Except as hereinafter provided, the Corporation shall have all powers necessary or convenient to carry out its purposes, including the powers now or hereafter enumerated in the Not-For-Profit Corporation Law of the State of New York.

#### ARTICLE V

The powers and activities of the Corporation shall be limited as follows:

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any of its members, trustees, directors, 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 this Certificate of Incorporation. 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 any political campaign on behalf of or in opposition to any candidate for public office.

(b) Anything contained in this Certificate of Incorporation to the contrary notwithstanding, the Corporation shall not carry on or otherwise engage in any activities not permitted to be carried on or engaged in by (1) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as amended, or any corresponding section of any future tax code; (2) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, as amended, or any corresponding section of any future tax code; or (3) a corporation organized and existing under the Not-For-Profit Corporation Law of New York State.

#### ARTICLE VI

SANDRA L. PANCHYSHYN, 453 Route 52, Lake Huntington, New York

*Sandra L. Panchyshyn*  
12752

~~WILLIAM ROSKILL, 16 Highview Avenue, Liberty, New York 12754~~

*Kristin G. Froehlich* Kristin G. Froehlich, PO Box 170, Smallwood, NY 12778

CARMEN B. RUE, 23 Fisk Avenue, Monticello, New York 12701 *Hartwood & Orange Ave.*

THOMAS S. RUE, 23 Fisk Avenue, Monticello, New York 12701

*Thomas S. Rue*  
~~ROY E. SHAFER, 49 Kankakee Park Road, Rock Hill, New York 12776~~

TERRY VIVIER, 37 Hillside Avenue, Monticello, New York 1270

*Terry Vivier*  
as true under penalty of perjur  
IN WITNESS WHEREOF, we have made and subscribed this Certificate/ this  
17th day of November, 1995: \* the intial directors and incorporators of the  
corporation

*Lawrence Boyce*  
LAWRENCE BOYCE, 37 Hillside Avenue, Monticello, New York 12701

~~JERRY HART, 67 Scarborough Circle, Rock Hill, New York 12775~~

*Thomas T. Hubers*  
THOMAS T. HUBERS, PO Box 387, Gregory Street, Callicoon, New York  
12723

*Steven H. Katz*  
STEVEN H. KATZ, PO Box 38, Route 17B, Bethel, New York 12720

~~HERMAN LUGO, PO Box 588, Trossen Road, Liberty, New York 12754~~

*Enery Lugo*  
ENERY LUGO, PO Box 324, 532 West Broadway, Monticello, New York  
12701

*Sharon M. Peabody*  
SHARON M. PEABODY, 43 Rock Ridge Road, Monticello, New York 12701

*Sandra L. Panchyshyn*  
SANDRA L. PANCHYSHYN, 453 Route 52, Lake Huntington, New York  
12752

*Kristin G. Froehlich*  
~~WILLIAM ROSKILL, 16 Highview Avenue, Liberty, New York 12754~~

*Kristin G. Froehlich*  
Kristin G. Froehlich, PO Box 170, Smallwood, NY 12778  
*Carmen B. Rue* Hartwood & Orange Ave.

CARMEN B. RUE, 23 Fisk Avenue, Monticello, New York 12701

*Alton Hall*  
Alton Hall, PO Box 155, Hastings Dr.  
Grahamsville, NY 12740

*Elizabeth Hawks*  
Elizabeth Hawks, 34 St. John Street  
Monticello, NY 12701





The incorporators of HABITAT FOR HUMANITY OF SULLIVAN COUNTY, INC. are:

LAWRENCE BOYCE, 37 Hillside Avenue, Monticello, New York 12701

THOMAS T. HUBERS, Hospital Road, PO Box 387, Callicoon, New York 12723

STEVEN H. KATZ, Route 17B, PO Box 38, Bethel, New York 12720

SHARON M. PEABODY, 43 Rock Ridge Road, Monticello, New York 12701

ENERY LUGO, 532 West Broadway, PO Box 324, Monticello, NY 12701

ALTON HALL, Hastings Drive, PO Box 155, Grahamsville, NY 12740

ELIZABETH HAWKS, 34 St. John Street, Monticello, NY 12701

SANDRA L. PANCHYSHYN, 453 Route 52, Lake Huntington, New York 12752

KRISTIN G. FROEHLICH, Hartwood & Orange Avenues, PO Box 170, Smallwood, NY 12778

CARMEN B. RUE, 23 Fisk Avenue, Monticello, New York 12701

THOMAS S. RUE, 23 Fisk Avenue, Monticello, New York 12701

TERRY VIVIER, 37 Hillside Avenue, Monticello, New York 1270





# HABITAT FOR HUMANITY OF SULLIVAN COUNTY

P.O. BOX 695, HARRIS, N.Y. 12742-0695 (914)932-8397

Reply to:

PO Box 706, Monticello NY 12701-0706

September 29, 1995

Ms. Susan Keiser, Esq.  
KEISER & KEISER, P.C.  
PO Box 350, Main St.  
By FAX: (914) 439-5554  
Livingston Manor, NY 12754

**FAXED**

Re: Certificate of Incorporation

Dear Sue:

I am writing to let you know the HFH executive committee will next meet on the evening of Friday, October 6, 1995, at the Monticello Masonic Lodge. A final draft Certificate of Incorporation for board review, or perhaps even signing, would be wonderful. Since we understand your schedule is busy, at least some sort of progress report prior to the meeting would be helpful. We would like to get this process completed as soon as possible.

In order to be doubly certain you have everything you need, I am attaching a copy of my last communication with the HFH regional office on this subject, together with the most recent draft under discussion. (I did not send this earlier because I was informed by another board member that she had mailed you the letter. Please use the attached draft as your work copy since I am uncertain whether I sent the most current, earlier this month.) Feel free to call if you have questions. My work number is (914) 791-4557, ext. 275; home (voice and fax) is (914) 791-7014.

By the way, if you have e-mail I would be pleased to send you ASCII, WordPerfect, or other formatted digital text of the attached draft to save clerical time at your end. My internet address (accessible via AOL, CompuServe and most online services (perhaps even including WestLaw?), is: ruell100w@wonder.em.cdc.gov.

Thank you again, so much, for providing this assistance to Habitat.

With every good wish,  
HABITAT FOR HUMANITY OF SULLIVAN COUNTY

  
By: TOM RUE, Secretary



# HABITAT FOR HUMANITY OF SULLIVAN COUNTY

P.O. BOX 695, HARRIS, N.Y. 12742-0695 (914) 932-8397

September 3, 1995

Ms. Susan Keiser, Esq.  
KEISER & KEISER, P.C.  
PO Box 350, Main St.  
Livingston Manor NY 12758  
By FAX: 914.439.5554

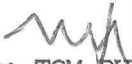
Dear Ms. Keiser:

I am writing on behalf of Habitat for Humanity of Sullivan County with the understanding that you have expressed willingness to assist our local affiliate chapter with incorporation filings and other legal work. Attached for your review are a draft Certificate of Incorporation and correspondence with HFHI regional officers.

Upon reviewing the attachments, please feel free to call me or Carmen to discuss it; or to call our chairperson, Sandi Panchyshyn at 932.8397. You may also consult with the Habitat Northeast regional representative, Kelly O'Connell, at 508.486.4421 or 800.288.4421. (Please do not share this toll-free number with others, but feel free to use it for these purposes.)

Thank you very much for agreeing to assist Habitat in its nonprofit effort to build decent affordable housing in partnership with people in need.

Very truly yours,  
HABITAT FOR HUMANITY OF SULLIVAN COUNTY

  
By: TOM RUE, Secretary  
Home: PO Box 706, Monticello, NY 12701  
Voice/FAX: 914.791.7014  
Internet: ruell100w@wonder.em.cdc.gov

tsr

Attachments:

cc: (without attachments):

Ms. Sandi Panchyshyn, Chairperson  
HABITAT FOR HUMANITY OF SULLIVAN COUNTY  
453 Route 52  
Lake Huntington, New York 12752

Ms. Kelly O'Connell, Associate Regional Director  
HABITAT NORTHEAST  
P.O. Box 2322  
Acton, Massachusetts 01720-2322  
(FAX: 508.486.4678)





HABITAT NORTHEAST

**Habitat for Humanity International**

Building houses in partnership with God's people in need

July 27, 1995

Thomas S. Rue  
HFH of Sullivan County  
P.O. Box 706  
Monticello, NY 12701-0706

Dear Mr. Rue,

I received a copy of the revised Certificate of Incorporation of HFH of Sullivan County, Inc. I apologize for taking a while to get back to you. I have been playing catch-up since I returned from my Global Village Workcamp to Hungary and am finally making progress on my mail. I spoke to Sandy Panchyshyn earlier this week about the revisions and, at her request, am following up our conversation in writing.

The revised document includes the suggestions from my letter of May 26th. I noted that you removed entirely the Article addressing membership. I understand that you have followed the recommendation of Habitat for Humanity International that affiliates not be membership organizations. However, your articles (and Bylaws) should state that the corporation will have no members. It may be a requirement under New York state law that corporations define whether they will, or will not, be membership organizations. If you have not done so already, the articles should be reviewed by an attorney before they are filed.

Once the Bylaws are drafted, I will be pleased to review them. The model we urge affiliates follow is included in the Affiliate Operations Manual, volume 2, Appendix 6-C on page 175.

Thank you for your work on behalf of HFH of Sullivan County. Please feel free to call if you have questions. Wishing you success with all the upcoming fund raisers.

In partnership,

*Brenda Mleziva*  
Brenda Mleziva  
Regional Director

cc: Sandy Panchyshyn

*Sandy. Good to talk with you this week. I also spoke with Terry about the upcoming fund raisers. Thank you and everyone else who have helped Terry find a place in Habitat. She spoke quite movingly about how much it had done for her self-esteem.*

P.O. Box 2322 Acton, MA 01720-2322 (508)486-4421 fax (508)486-4678

*Brenda*

INTERNATIONAL HEADQUARTERS: 121 Habitat Street Americus, GA 31709-3498 (912)924-6935 fax (912)924-6541





HABITAT NORTHEAST

**Habitat for Humanity International**

Building houses in partnership with God's people in need

July 27, 1995

Thomas S. Rue  
HFH of Sullivan County  
P.O. Box 706  
Monticello, NY 12701-0706

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Thank you for your work on behalf of HFH of Sullivan County. Please feel free to call if you have questions. Wishing you success with all the upcoming fund raisers.

In partnership,

*Brenda Mleziva*  
Brenda Mleziva  
Regional Director

cc: Sandy Panchyshyn

ad hoc committee to form:

# Habitat for Humanity of Sullivan County

Reply to:  
PO Box 706, Monticello NY 12701

June 22, 1995

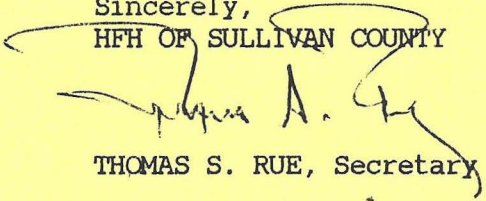
Ms. Brenda Mleziva, Regional Director  
Habitat Northeast  
HABITAT FOR HUMANITY INTERNATIONAL  
PO Box 2322  
Acton, Massachusetts 01720-2322

Dear Ms. Mleziva,

We are in receipt of your letter dated May 26, 1995. After discussion, our local Executive Committee has agreed to the suggested changes. Please review the enclosed revised draft for approval prior to our filing of it at the Department of State in Albany.

Thank you.

Sincerely,  
HFH OF SULLIVAN COUNTY



THOMAS S. RUE, Secretary





HABITAT NORTHEAST

**Habitat for Humanity International**

Building houses in partnership with God's people in need

May 26, 1995

Thomas S. Rue  
HFH of Sullivan County  
P.O. Box 706  
Monticello, NY 12701-0706

Dear Mr. Rue,

I received a copy of the draft Certificat of Incorporation of HFH of Sullivan County, Inc. Thank you for providing Habitat Northeast this document for review. Since you have followed so closely the sample articles of in the Affiliate Operations Manual I have only a couple of comments:

In Article IV:

- (a) We request that you add the phrase "witness to and" between "To and implement the gospel of Jesus Christ"... The language of the purposes was approved by the Internal Revenue Service in granting Habitat for Humanity International exemption as a 501(c)(3) organization and all affiliates that will come under the umbrella exemption must write purposes that mirror this language exactly.
- To prevent any potential misunderstandings about the language, it would be helpful to reverse (c) and (d) to follow the HFHI purposes.
- Your current (d) is missing the words "spoken and" before "written word".

Article VIII:

Habitat for Humanity International recommends that its affiliates not be membership organizations. The language below is quoted from correspondence from Regina Hopkins, Staff Counsel for Habitat for Humanity International, to another Habitat Northeast prospective affiliate in regard to the issue of membership:

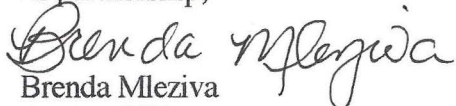
- "The existence of voting members creates complexities related to establishing who is a member, maintaining accurate membership lists, complying with requirements related to notice of meetings and issues concerning quorum requirements. Also, the existence of voting members creates the possibility of a small group influencing or taking over the organization. The existence of either voting or nonvoting members may create additional derivative liability exposure for directors and officers... If the affiliate will have members, the By-Laws should contain detailed provisions regarding qualifications and admission, voting rights or limitations thereon, meetings, notice of meetings, quorum requirements, termination of inactive members, and maintenance of membership records."

Affiliates that have decided to have members generally limit the membership to a self perpetuating board of directors. Enclosed find two excerpts from the Affiliate Operations Manual that expand upon the reasons behind these recommendations.



Thank you for your work on behalf of HFH of Sullivan County. Please feel free to call if you have questions or would like to discuss the content of this letter.

In partnership,

  
Brenda Mleziva  
Regional Director

Enclosures



Committee to Form

## Habitat for Humanity of Sullivan County

Secretary, Thomas Rue

Home address: PO Box 706, Monticello NY 12701-0706

Home phone (voice/fax): (914) 791-7014

Internet: rue1100w@wonder.em.cdc.gov

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May 20, 1995

Ms. Brenda Mleziva  
HABITAT NORTHEAST  
PO Box 2322  
Acton, MA 01720-2322

Dear Ms. Mleziva,

Reference is made to a letter from Susan Sewell and Cynthia Jenkins of HIFI dated April 18, 1995, to Sandi Panchyshyn of our prospective local affiliate chapter, with which you were copied.

Please review the enclosed draft Certificate of Incorporation for Habitat for Humanity of Sullivan County, Inc. which we propose to file upon receipt of all necessary approvals.

Thank you.

In Partnership,  
AD HOC COMMITTEE TO FORM  
HABITAT FOR HUMANITY OF SULLIVAN COUNTY

By: Thomas S. Rue, Secretary

tsr  
Enclosure  
cc: Sandi Panchyshyn (w/ encl.)