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CERTIFICATE OF INCORPORATION OF

UPPER DELAWARE UNITARIAN UNIVERSALIST FELLOWSHIP, INC.

under Section 402 of the Not-For-Profit Corporation Law

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STATE OF NEW YORK
DEPARTMENT OF STATE

FILED MAR 13 1990

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Filed by: Palant, Sbeglia & Shames, Esqs.

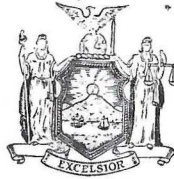
299 Broadway, Suite 605
New York, New York 10007

COPY OF THE WITHIN PAPER
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DEC 15 1989

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ATTORNEY GENERAL

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STATE OF NEW YORK
DEPARTMENT OF LAW
ALBANY 12224

ROBERT ABRAMS
ATTORNEY GENERAL

JAMES G. MCSPARRON
DEPUTY FIRST ASSISTANT
ATTORNEY GENERAL

Telephone: (518) 473-3683

December 27, 1989

Jerry Joseph
Diversified Corporate Services
Int'l, Inc.
172 A Washington Avenue
Albany, NY 12210

Dear Mr. Joseph:

RE: UPPER DELAWARE UNITARIAN UNIVERSALIST FELLOWSHIP, INC.

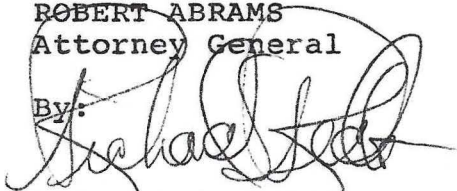
Due and timely service of the notice of application for the approval of the proposed certificate of incorporation of the above-entitled organization is hereby admitted.

The Attorney General does not intend to appear at the time of application.

Very truly yours,

ROBERT ABRAMS
Attorney General

By:


RICHARD S. REDLO
Assistant Attorney General

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DIV

CERTIFICATE OF INCORPORATION OF

UPPER DELAWARE UNITARIAN UNIVERSALIST FELLOWSHIP, INC.

under Section 402 of the Not-For-Profit Corporation Law

THE UNDERSIGNED, for the purpose of forming a corporation pursuant to Section 402 of the Not-For-Profit Corporation Law of the State of New York, do hereby certify and set forth:

[1] The name of the Corporation is:

UPPER DELAWARE UNITARIAN UNIVERSALIST FELLOWSHIP, INC.

[2] The Corporation will be a Type B corporation as defined under Section 402 of the Not For Profit Corporation Law, and is a corporation as defined in subparagraph [a][5] of Section 102.

[3] The purpose or purposes for which the Corporation is formed are as follows, to wit :

[A] To receive and maintain a fund or funds and to apply, from time to time, all or part thereof, and the income therefrom, for religious and charitable causes.

To promote daily prayer and study, in the teachings of the Unitarian Fellowship, amongst the members of the Corporation, as to better enable them in spreading the gospel within their communities.

[B] To do all such things as are incidental or conducive to the attainment of the above objects and in particular:

[a] To use, apply, give, devote or distribute from time to time all or part of the fund or funds of the Corporation and the income therefrom for religious or charitable purposes, to or for any religious or charitable organization which carries on and promotes the objects of the Corporation;

[b] To use, apply, give, devote or distribute from time to time all or part of the fund or funds of the Corporation and the income therefrom for religious or charitable purposes by such means as may from time to time seem expedient to its directors, including research, publication, and the aid of any such activities,

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agencies or institutions already established;

[c] For the further attainment of the above objects; to acquire, accept, solicit or receive, by purchase, lease, contract, donation, legacy, gift, grant, bequest or otherwise, any kind or real or personal property, and to enter into and carry out agreements, contracts and undertakings incidental thereto;

[d] For the further attainment of the above objects, to hold, manage, sell or convert any of the real or personal property from time to time owned by the Corporation and to invest and reinvest any principal in investments authorized by law for the investment of trust funds, and to retain any real or personal property in the form in which it may be when received by the Corporation for such length of time as may be deemed best;

[e] For the further attainment of the above objects, to exercise all voting rights and to authorize and direct the execution and delivery of proxies in connection with any shares of obligations in any company or corporation owned by the Corporation;

[f] For the further attainment of the above objects, to employ and pay such assistants, clerks, agents, representatives and employees, and to procure, equip and maintain such offices and other facilities, and to incur such reasonable expenses, as may be necessary.

To solicit funds from the general public, public and private foundations and federal, state and local government, through annual giving programs, deferred giving and capital fund drives, such funds to be used exclusively as set forth above.

To do any other act or thing incidental or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its Members, Directors or Officers except as permitted under Article Five of the Not-For-Profit Corporation Law.

Notwithstanding any other provision of these articles, the Corporation, or Organization, shall not carry on any activities not permitted to be carried on (a) by a Corporation, or Organization, exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any further Federal Tax Code, or, (b) by a Corporation, or Organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future Federal Tax Code.

No part of the net earnings of the Corporation, or

Organization, shall inure to the benefit of, or be distributable to its Members, Trustees, Directors, Officers, or other private persons, except that the Corporation, or Organization, shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes.

No substantial part of the activities of the Corporation, or Organization, shall be the carried on of propaganda, or otherwise attempting to influence legislation, and the Corporation, or Organization, 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 of public office.

Upon approval of a Justice of the Supreme Court of the State of New York, for the dissolution of this Corporation, or Organization, and the winding up of it's affairs, assets shall be distributed for one or more of the exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of the Federal Tax Code, or be distributed to the Federal government, or to a state or local government, for a public purpose.

In any taxable year in which the Corporation, or Organization, is a private foundation as described in IRC Section 509[a], the Corporation, or Organization, 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, or Organization, shall not [i] engage in any act of self-dealing as defined in IRC Section 4941[d], [ii] retain any excess business holdings as defined in IRC Section 4943[c], [iii] make any investments in such manner as to subject the Corporation to tax under IRC Section 4944, or [iv] make any taxable expenditures as defined in IRC Section 4945[d] or corresponding provisions of any subsequent Federal Tax Laws.

[4] The office of the Corporation is to be located in the County of Sullivan, State of New York.

[5] The Secretary of State of the State of New York is designated as the agent of the Corporation upon whom process against it may be served, and the post office address to which the Secretary of State shall mail a copy of such process served upon her is:

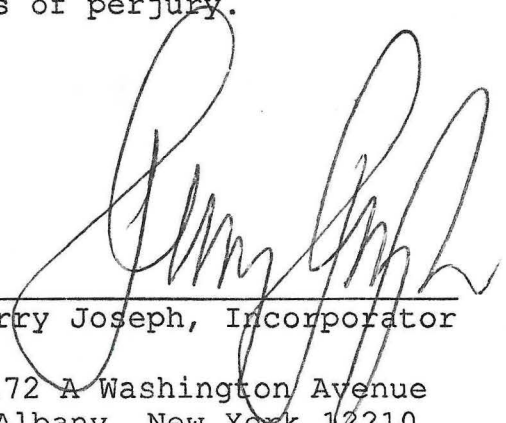
C/O Palant, Sbeglia & Shames, Esqs.
299 Broadway, Ste. 605
New York, New York 10007

[6] The names and addresses of the initial directors of the

Corporation are as follows:

Margaret Bryant, West Delaware Lane, Smallwood, New York 12778
Jay Shames Schumacher Pond Road, Barryville, New York 12719
Thomas S. Rue 23 Fish Avenue, Monticello, New York 12701
Glen Pontier Route 2, Narrowsburg, New York 12764
Barbara Pontier Route 2, Narrowsburg, New York 12764
Clyde B. Rue Inverness River Road, Milanville, Pa 18443
Deborah Lazarus Lovett Lane, Jeffersonville, New York 12748

IN WITNESS WHEREOF, I have signed this Certificate on this 13th day of December, 1989, and affirm the statements made herein to be true, under penalties of perjury.



Jerry Joseph, Incorporator

172 A Washington Avenue
Albany, New York 12210

Motion for Approval and Waiver
of Notice of Application of

UPPER DELAWARE UNITARIAN UNIVERSALIST FELLOWSHIP, INC.

The undersigned has no objection to the granting of
judicial approval hereon and waives statutory notice.

Dated:

Attorney General, State of New York

By:

Assistant Attorney General, State of New York

I, ROBERT C. WILLIAMS, a Justice of the Supreme
Court of the State of New York, of the Third Judicial District, in
which the office of the Corporation is to be located, approve of the
foregoing Certificate of Incorporation and consent to its filing.

Dated: February 22, 1990

Robert C. Williams
Justice of the Supreme Court, State of
New York, Third Judicial District

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CONSENT TO ACTION TAKEN
IN LIEU OF ORGANIZATIONAL MEETING
of the
UPPER DELAWARE UNITARIAN UNIVERSALIST FELLOWSHIP, INC.

The undersigned, being the incorporators of the Upper Delaware Unitarian Universalist Fellowship, Inc., hereby consent to the actions taken, as hereafter stated, in lieu of an organizational meeting:

A copy of the Certificate of Incorporation, together with the receipt issued by the Department of State showing the date and payment of the filing fee for the original Certificate of Incorporation, is ordered appended to this statement.

By-Laws regulating the conduct and the affairs of the corporation, as prepared by the Executive Committee, are adopted and ordered appended hereto.

The following persons are appointed to the Executive Committee of the corporation, to serve until re-elected or replaced at the annual meeting in June 1990:

Officers:

- Deborah Lazarus, Jeffersonville, NY (President)
- Margaret Bryant, Smallwood, NY (Vice-President)
- Thomas S. Rue, Monticello, NY (Secretary)
- Carmen Hernandez Rue, Monticello, NY (Treasurer)

Members-At-Large:

- Barbara Pontier, Narrowsburg, New York
- Clyde B. Rue, Milanville, Pennsylvania
- Jay Shames, Barryville, New York

The principal office of the corporation is fixed at: P.O. Box 123, Milanville, Pennsylvania 18443. The registered address for service of process in the State of New York is: c/o Palant, Sbeglia & Shames, Esqs., 299 Broadway, Suite #605, New York, New York 10007, as set forth in the Certificate of Incorporation.

Incorporators:

Margaret Bryant
Margaret Bryant

Barbara E. Pontier
Barbara Pontier

Clyde B. Rue
Clyde B. Rue

Deborah Lazarus
Deborah Lazarus

Glenn Pontier
Glenn Pontier

Thomas S. Rue
Thomas S. Rue

Jay Shames
Jay Shames

The undersigned accept their appointment to the Executive Committee, to serve until re-elected or replaced at the annual meeting in June 1990:

Deborah Lazarus
Deborah Lazarus, President

Margaret Bryant
Margaret Bryant, Vice-President

Thomas S. Rue
Thomas S. Rue, Secretary

Carmen B. Rue
Carmen B. Rue, Treasurer

Barbara E. Pontier
Barbara Pontier

Clyde B. Rue
Clyde B. Rue

Jay Shames
Jay Shames

Dated: April 29, 1990
Milanville, Pennsylvania

The following are appended to this consent:

- Copy of the certificate of incorporation
- Receipt of the Department of State
- By-Laws