

**CERTIFICATE OF INCORPORATION  
OF  
SYRACUSE INNER CITY ROTARY CLUB, INC.**

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**Under Section 402 of the  
New York State Not-For-Profit Corporation Law**

**THE UNDERSIGNED**, being over the age of eighteen years, for the purpose of forming a Not-For-Profit Corporation pursuant to the Not-For-Profit Corporation Law of the State of New York, hereby certifies:

**ARTICLE ONE  
NAME**

The name of the Corporation is **“SYRACUSE INNER CITY ROTARY CLUB, INC.”**.

**ARTICLE TWO  
NOT FOR PROFIT**

The Corporation is a not-for-profit corporation as defined in subparagraph (a)(5) of Section 102 of the Not-For-Profit Corporation Law of the State of New York.

The Corporation is a **Type B** corporation as defined in Section 201(b) of the Not-For-Profit Corporation Law of the State of New York.

The corporation is not formed for pecuniary profit. No part of the income or assets of the corporation is distributable to or for the benefit of its members, directors or officers, except to the extent permissible under law.

**ARTICLE THREE  
DURATION**

The duration of the corporation is perpetual.

**ARTICLE FOUR  
PURPOSES**

The Corporation is organized, and shall be operated exclusively for the following purposes:

- a) To promote programs that enable youth to realize alternatives to violence, promote healthy lifestyles and promote the importance of literacy in safe and friendly environments;
- b) To provide dictionaries to City elementary schools and participate in lessons designed by classroom teachers to engage in dictionary-based activities;
- c) To encourage early literacy and life-long love of reading at the earliest ages through working with parents to help them understand the importance of early exposure to words and ideas;
- d) To undertake cultural, social and community service projects that Rotary members can participate in and that will enhance the quality of life in the inner-city of Syracuse;
- e) To facilitate student exchange programs for low-income students in the Syracuse area wishing to study abroad as well as enable students from other countries to study in Syracuse as way to foster the understanding of different cultures and enrich student development;

Nothing herein shall authorize and the Corporation does not intend to operate an educational institution such as a high school, elementary school or other, without obtaining the express permission from the New York State Department of Education.

Nothing herein shall authorize this corporation, directly or indirectly, to engage in or include among its purposes any of the activities in contravention of any law, statute or regulation of the State of New York which would cause this corporation to be disqualified from incorporation under the Not-for-Profit Corporation Law of the State of New York. Nothing herein shall authorize this corporation, directly or indirectly, to engage in or include among its purposes any of the activities mentioned in Not-for-Profit Corporation Law Section 404.

## ARTICLE FIVE LIMITATIONS

Notwithstanding any other provision of these articles, the Corporation is organized exclusively for one or more of the following purposes: **charitable** and **educational**, as specified in Section 501(c)(3) of the Internal Revenue Code ("Code"), and shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code.

Such limitations include:

- (1) The Corporation shall not be conducted or operated for profit;
- (2) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers, or private individuals, but 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 *Article Four ("Purposes")*, as permitted under Article 5 of the New York State Not-For-Profit Corporation Law;
- (3) No trustee, director, officer, member or private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation;
- (4) No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, except as otherwise provided by Section 501(h) of the Code; nor shall the Corporation participate in or intervene in any political campaign for candidate for public office;
- (5) In any taxable year in which the Corporation is a private foundation as described in Section 509(a) of the Code, the Corporation shall distribute its income for said period at such time and in such manner as not to subject it to tax under Section 4942 of the Code; and the Corporation shall not:
  - (a) engage in any act of self-dealing as defined in Section 4941(d) of the Code;
  - (b) retain any excess business holding as defined in Section 4943(c) of the Code;
  - (c) make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code; or
  - (d) Make any taxable expenditure as defined in Section 4945(d) of the Code or corresponding provisions of any subsequent.

**ARTICLE SIX  
REGISTERED OFFICE AND AGENT**

The Secretary of State is hereby designated as agent of the Corporation upon whom process against it may be served. The address to which the Secretary shall mail a copy of any process against the Corporation served upon him or her is:

Timothy Bargelski  
Syracuse Inner City Rotary Club  
P.O. Box 1033  
Syracuse, NY 13201-1033

The location of the office of the Corporation is in the County of Onondaga, State of New York.

**ARTICLE SEVEN  
BOARD OF DIRECTORS**

The management of the Corporation shall be vested in a Board of Directors. The number of Directors constituting the initial Board of Directors is three (3). The number of Directors may be increased or decreased in accordance with the Bylaws, but shall never be less than three (3). The Directors shall be elected as set forth in the Bylaws. The Bylaws may provide for ex officio and honorary directors and their rights and privileges. The name and address of each initial director of the Corporation are as follows:

1. Timothy Bargelski  
460 South Main Street # 174  
North Syracuse, NY 13212
2. Theardis Martino  
232 W Borden Avenue  
Syracuse, NY 13205
3. Deraux Branch  
524 Hillsboro Parkway  
Syracuse, NY 13214

**ARTICLE EIGHT  
NONSTOCK BASIS**

The Corporation is organized and shall be operated on a non-stock basis within the meaning of the New York State Not-For-Profit Corporation Law, and shall not have the power to issue shares of any type or class of stock or other certificates or writings evidencing an ownership or proprietary interest in the Corporation.

**ARTICLE NINE  
INDEMNIFICATION**

The Corporation shall indemnify each officer and director, including former officers and directors, to the full extent permitted by the New York State Not-For-Profit Corporation Law.

Except as provided in Section 719, 720, and 728 of the New York Not-For-Profit Corporation Law, and except for any action or proceeding brought by the Attorney General, no person serving without compensation as director, officer or trustee of the Corporation shall be liable to any person other than such Corporation based solely on his or her conduct in the execution of the duties of such officer unless the conduct constituted gross negligence or was intended to cause the resulting harm to the person asserting such liability.

**ARTICLE TEN  
DISSOLUTION**

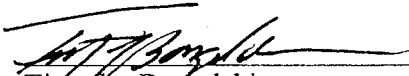
In the event of dissolution, the Corporation shall distribute all remaining assets and property, after payment of all necessary expenses, to organizations qualified under Section 501(c)(3) of the Code and designated by the Board of Directors, or to any other organization which is in the judgment of a Justice of the Supreme Court of the State of New York qualified and best able to accomplish the general purposes for which the Corporation was formed.

**ARTICLE ELEVEN  
INCORPORATORS**

The name and address of the incorporator is as follows:

Timothy Bargelski  
460 South Main Street # 174  
North Syracuse, NY 13212

**IN WITNESS WHEREOF**, I, Tim Bargelski, the sole incorporator, hereunto  
sign my name and affirm the above to be true this 8th day of April  
2005, under penalty of perjury.

  
\_\_\_\_\_  
Timothy Bargelski  
460 South Main Street # 174  
North Syracuse, NY 13212

sworn before me:  
Cathy LaPenna

**CATHY L. LaPENNA**  
Notary Public in State of New York  
Qualified in Onondaga Co. No. 4997177  
My Commission Expires June 1, 2006

STATE OF NEW YORK  
THE STATE EDUCATION DEPARTMENT

Albany, New York

Elik Buschkin and  
Erica Levin  
Student Attorneys  
**Syracuse University**  
College of Law  
Office of Clinical Legal Education  
PO Box 6543  
Syracuse, New York 13217-6543

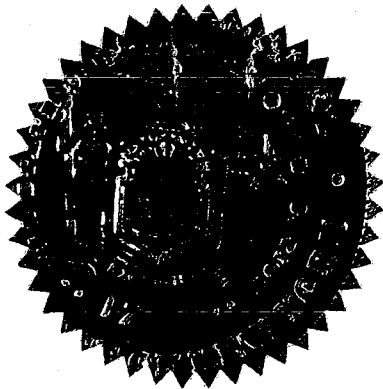
Re: **SYRACUSE INNER CITY ROTARY CLUB, INC.**

Dear Counsel:

Consent is hereby given to the filing of the annexed certificate of incorporation of **SYRACUSE INNER CITY ROTARY CLUB, INC.**, pursuant to the applicable provisions of the Education Law, the Not-for-Profit Corporation Law, the Business Corporation Law, the Limited Liability Company Law or any other applicable statute.

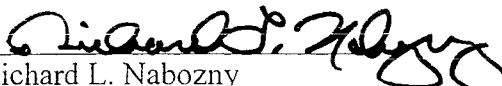
This consent is issued solely for purposes of filing the annexed document by the Department of State and shall not be construed as approval by the Board of Regents, the Commissioner of Education or the State Education Department of the purposes or objects of such entity, nor shall it be construed as giving the officers or agents of such entity the right to use the name of the Board of Regents, the Commissioner of Education, the University of the State or New York or the State Education Department in its publications or advertising matter.

IN WITNESS WHEREOF this instrument is executed and the seal of the State Education Department is affixed.



RICHARD P. MILLS  
Commissioner of Education

By:

  
Richard L. Nabozny  
(Commissioner's designee)

5-12-05

Date

050712000332

**Certificate of Incorporation**

**Of**

Syracuse Inner City Rotary Club, Inc.

*(List Entity Name)*

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

Filed by: Robert G. Nassau

*(Name)*

Box 6543

*(Mailing address)*

Syracuse, New York, 13217-6543

*(City, State and Zip Code)*

I.C.  
STATE OF NEW YORK  
DEPARTMENT OF STATE  
FILED JUL 12 2005  
TAX \$ -  
BY: dul  
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