

# CERTIFICATE OF INCORPORATION OF MANSION COMMUNITY ARTS INC.

Under Section 402 of the Not-for-Profit Corporation Law, NYS

We, the undersigned, acting as incorporators of a corporation under the New York Not-for-Profit Corporation Law (hereinafter, N-PCL), do hereby adopt the following certificate of incorporation for such corporation:

1. NAME: The name of the corporation is MANSION COMMUNITY ARTS INC.
2. CLASSIFICATION: The corporation is a corporation as defined in subsection (a)(5) of subsection 102 of the N-PCL and is a Type B corporation as defined in subsection (b) of Section 201 of the N-PCL.
3. PURPOSES: The purposes for which the corporation are formed are to conduct activities which are exclusively charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as the same may be amended from time to time (hereinafter, the "Code").

These purposes include:

- a. To serve and support a sense of community and well-being in the Mansion neighborhood through the arts, including visual and graphic arts, theater and performing arts, dance, poetry and music.
- b. To support the authentic self of the people of the Mansion neighborhood and particularly the children from all cultures, classes and walks of life, through the arts.
- c. To develop a suitable community building, buildings or lot(s), including but not limited to St. Anthony's Church on the corner of Grand Street and Madison Avenue in Albany, New York, to serve the entire Mansion community and beyond with activities, programs, gatherings and performances that will enhance and revitalize neighborhood life.
- d. To engage neighborhood residents in the arts in its many expressions and modes to serve diverse and different needs, cultures, interests, income and age groups.
- e. To become a resource center for people seeking community, information, education, expression, support or assistance in their lives.
- f. To draw on artists and others residing in the surrounding neighborhoods to share their talents, skills and knowledge with the community and other performing and graphic artists and crafts people.

f(a). Nothing herein shall authorize the corporation to operate or maintain a library, museum or historical society, or to own or hold collections.

- g. To provide the opportunity and space for artists and community members to work, perform, teach, exhibit and gather with other artists, community members and audiences.
- h. To attract other artists and performers to the area, thus creating an artistically dynamic, growing environment of creative people in the Mansion Neighborhood.
- i. To support a creative, educational community in the Mansion Neighborhood.
- j. To create an educational environment in support of the arts and community members, involving children and adults, in graphic and performing arts in all their varieties.

In furtherance of the foregoing purposes, the Corporation shall have all of the general powers enumerated in Section 202 of the N-PCL, together with the power to solicit and receive grants, contributions, and loans for any corporate purpose, to acquire real or personal property and maintain a fund or funds of such property, to make grants or loans or other investments consistent with its purposes, and to exercise any such other powers as now are or hereafter may be conferred by law upon a corporation organized for the purposes set forth herein.

- 4. OFFICE: The corporation's office is to be located in the County of Albany, State of New York.
- 5. AGENT FOR SERVICE OF PROCESS: The Secretary of State of New York, pursuant to Section 402(a)(7) of the N-PCL, is hereby designated as agent of the Corporation. upon whom process against it may be served. The post office address to which the Secretary shall mail a copy of any process against the Corporation served upon him is:

MANSION COMMUNITY ARTS INC.  
c/o Becker & Becker  
P.O. Box 575  
Albany, New York 12201-0575

- 6. EXEMPT STATUS: Notwithstanding any other provision of this certificate of incorporation, the Corporation is organized exclusively for charitable and educational purposes as specified in Section 501(c)(3) of the 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. The Corporation is not formed for pecuniary profit or for financial gain, and no part of its assets or income shall be distributed to or inure to the benefit of any private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation in furtherance of one or more of its purposes, and no private individual shall be entitled to share in the distribution of any corporate assets upon dissolution of the Corporation. 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 any candidate for public office.

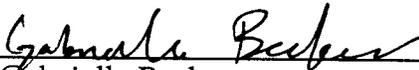
7. DISSOLUTION: In the event of dissolution, the assets and property of the Corporation remaining after payment of expenses and the satisfaction of all liabilities shall be distributed to such organizations as shall qualify under Section 501(c)(3) of the Code, as determined by the Board of Directors and approved by a court of competent jurisdiction in accordance with the law.
8. NAMES OF DIRECTORS: The names and residence addresses of the initial directors until the first annual meeting are as follows:

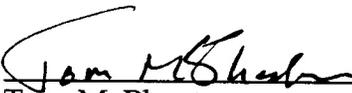
Gabrielle Becker  
21 Wilbur Street  
Albany, New York 12202

Tom McPheeters  
14 Wilbur Street  
Albany, New York 12202

Lawrence E. Becker  
21 Wilbur Street  
Albany, New York 12202

IN WITNESS WHEREOF, this certificate has been signed and the statements made herein are affirmed as true under the penalties of perjury this 3<sup>rd</sup> day of February, 2003.

  
\_\_\_\_\_  
Gabrielle Becker

  
\_\_\_\_\_  
Tom McPheeters

  
\_\_\_\_\_  
Lawrence E. Becker

CERTIFICATE OF INCORPORATION  
OF  
MANSION COMMUNITY ARTS INC.

MANSION COMMUNITY ARTS INC.  
C/O BECKER & BECKER  
P.O. BOX 575  
ALBANY, NEW YORK 12201-0575

The  
University of the  
Education  State of New York  
Department

STATE OF NEW YORK :  
: ss. :  
COUNTY OF ALBANY :

Pursuant to the provisions of section 216 of the Education Law and section 104, subdivision (e) of the Not-For-Profit Corporation Law, consent is hereby given to the filing of the annexed certificate of incorporation of **MANSION COMMUNITY ARTS INC.**, a Not-for-Profit corporation.

This consent to filing, however, 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 corporation, nor shall it be construed as giving the officers or agents of such corporation the right to use the name of the Board of Regents, the Commissioner of Education, the University of the State of New York or the State Education Department in its publications or advertising matter.

This consent to filing is granted with the understandings and upon the conditions set forth on the reverse side of this form.

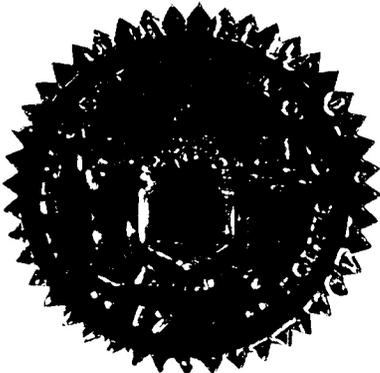
IN WITNESS WHEREOF this instrument is executed and the seal of the State Education Department is affixed this 12th day of February, 2003.

Richard P. Mills  
Commissioner of Education

By:



Richard L. Nabozny  
Senior Attorney



This consent to filing is granted with the understanding that nothing contained in the annexed corporate document shall be construed as authorizing the corporation to engage in the practice of law, except as provided by subdivision 7 of section 495 of the Judiciary Law, or of any of the professions designated in Title VIII of the Education Law, or to conduct a school for any such profession, or to hold itself out to the public as offering professional services.

This consent to filing is granted with the further understanding that nothing contained in the annexed corporate document shall be construed as authorizing the corporation to operate or maintain a charter school, nursery school, kindergarten, elementary school, secondary school, institution of higher education, cable television facility, educational television station pursuant to section 236 of the Education Law, library, museum, or historical society, or to maintain an historic site.

This consent to filing shall not be deemed to be or to take the place of registration for the operation of a business school in accordance with the provisions of section 5001 of the Education Law, nor shall it be deemed to be, or to take the place of, a license granted by the Board of Regents for the operation of a private school pursuant to the provisions of section 5001 of the Education Law, a license granted by the Commissioner of Motor Vehicles pursuant to the provisions of section 394 of the Vehicle and Traffic Law, a license as an employment agency granted pursuant to section 172 of the General Business Law, or any other license, certificate, registration, or approval required by law.



Office of Counsel

February 12, 2003

Larry Becker  
MANSION COMMUNITY ARTS INC.  
P.O. Box 575  
Albany NY 12201-0575

**Re: MANSION COMMUNITY ARTS INC.**

Dear Mr. Becker:

The proposed certificate of incorporation of the above-named corporation, which you forwarded to this office for consent to filing pursuant to the Not-for-Profit Corporation Law, is herewith returned with the consent of the Commissioner of Education annexed thereto.

Very truly yours,

Richard L. Nabozny  
Senior Attorney

RLN:blm  
Enclosure