

of

A. R. 11 1975

THE DUTCHESS COMMUNITY COLLEGE FOUNDATION, INC.

Pursuant to Section 402 of the "Not-for-Profit"
Corporation Law

WE, the undersigned, for the purpose of forming a not-for-profit corporation, pursuant to the not-for-profit Corporation Law of the State of New York, do hereby certify as follows:

FIRST: The name of the proposed corporation is: THE DUTCHESS COMMUNITY COLLEGE FOUNDATION, 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: A. The purposes for which the corporation is to be formed are:

(1) To receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the income therefrom or the whole or any part of the principal thereof or both, exclusively to aid and advance the welfare, development, purposes and programs of Dutchess Community College, a community college organized pursuant to the provisions of the Education Law of the State of New York, (hereinafter called the "COLLEGE").

(2) No part of the income 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 affecting one or more of its purposes), and no member, trustee, officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the

corporate assets on dissolution of the corporation.

(3) No part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting, to influence legislation, or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

B. In furtherance of the foregoing purposes, the corporation shall have the following powers:

(1) To make such grants of financial assistance to the COLLEGE and its students, as shall be acceptable to and deemed desirable by the Board of Trustees of the College, including, but not by way of limitation upon the generality of the foregoing, scholarship grants to students.

(2) To accept, acquire, receive, take and hold by bequest, devise, grant, gift, purchase, exchange lease, transfer by judicial order or decree, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever kind, nature, or description and wherever situated, and to encourage such bequests, devises, grants, gifts and transfers.

(3) To sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of, any such property, both real and personal, as the objects and purposes of the corporation may require, subject to such limitations as may be prescribed by law.

(4) To borrow money, and, from time to time, to make, accept, endorse, execute, and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other

lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the corporation wherever situated, whether now owned or hereafter to be acquired.

(5) To invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages, or in such other securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift.

(6) In general, to exercise such powers which now are or hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth, or which are necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the corporation, subject to such limitations as are or may be prescribed by law.

FOURTH: The corporation shall be a Type B corporation under section 201 of the Not-for-Profit Corporation Law.

FIFTH: The territory in which the operations of the corporation are principally to be conducted in the State of New York, but the operations of the corporation shall not be limited to such territory.

SIXTH: The principal office of the corporation is to be located in the Town of Poughkeepsie, County of Dutchess, State of New York. The office address to which the Secretary of State shall mail any notice required by law is: Dutchess Community College Foundation, Inc., Dutchess Community College, Pendell Road, Poughkeepsie, New York 12601.

SEVENTH: The number of directors of the corporation, who may be called trustees, shall not be less than three (3) nor more than twenty-nine (29).

EIGHTH: The names and residences of the directors, who may be called trustees, until the first annual meeting of the corporation, and with respect to any director residing in a city, the street and

number or other particular description of his residence, are as follows:

<u>NAME</u>	<u>PLACE OF BUSINESS</u>
MADOLIN S. JOHNSON	83 Rombout Avenue Beacon, New York 12508
JOSEPH H. GELLERT	12 Gaskin Road Poughkeepsie, New York 12601
JOHN J. CONNOLLY	57 Pendell Road Poughkeepsie, New York 12601

NINTH: All of the subscribers to this Certificate are of full age; at least two-thirds of them are citizens of the United States; at least one of them is a resident of the State of New York; and of the persons named as directors, at least one is a citizen of the United States and resident of the State of New York.

TENTH: In the event of dissolution or winding up of the corporation, all of the assets and property of the corporation remaining after the necessary expenses of dissolution, shall be distributed to the COLLEGE if at such time the COLLEGE is an organization qualifying under Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended; or if for any reason such distribution cannot be accomplished then, subject to an order of a Justice of the Supreme Court of the State of New York, all of such assets and property shall be distributed to such community college or community colleges organized under the Education Law of the State of New York as qualify at such time under Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, as shall be selected by the Board of Directors, or if such latter distribution cannot be accomplished then, subject to an order of a Justice of the Supreme Court of the State of New York, all of such assets and property shall be distributed to such other educational organization or organizations as qualify at such time under Section 501 (c) (3) of the Internal

Revenue Code of 1954, as amended, as shall be selected by the Board of Directors.

ELEVENTH: There shall be elected annually by the Board of Trustees five Trustees who together with the President and Vice-President of the corporation shall constitute an Executive Committee. They shall appoint one of their members as Chairman of the Committee. The Executive Committee may appoint such employees as may be necessary to conduct the business of the corporation; it may act on behalf of the corporation in any matter when the Board of Trustees is not in session, except as otherwise provided by law, reporting to the Board of Trustees for its ratification of their action at each regular or special meeting called for the purpose. A majority of the members shall constitute a quorum for the transaction of business. Meetings may be called by the Chairman of said Committee or by five members. The Executive Committee shall cause the Treasurer's accounts to be audited at least once each year by a certified public accountant and report thereon to the Board of Trustees.

TWELFTH: SECTION 1. The Committees of the corporation shall be divided into Standing Committees and Special Committees.

SECTION 2. The Standing Committees shall be the Committee on Gifts, the Committee on Investments and the Committee on Public Events and Relations.

SECTION 3. The Board of Trustees, upon their election shall appoint the foregoing Standing Committees, to be composed of as many directors as seems desirable and to hold office until the next regular election of trustees. The duties of Standing Committees shall be limited to the making of a general study of the problems in their particular areas of activity and to the preparation of special

studies of particular matters referred to the respective Standing Committee by the Board of Trustees or by the President and to the reporting of their findings and recommendations to the Board of Trustees.

SECTION 4. No committee created hereunder shall have authority as to the following matters:

(1) The submission to members of the corporation of any action that requires members' approval under the Not-for-profit Corporation Law.

(2) The filling of vacancies in the Board of Trustees or in any committee.

(3) The fixing of compensation to the trustees for serving on the board or on any committee.

(4) The amendment or the repeal of the by-laws, or the adoption of the new by-laws.

(5) The amendment or repeal of any resolution of the Board of Trustees which by its terms shall not be so amendable or repealable.

(6) The making of public statements regarding policy and activities of this corporation or any committee thereof.

SECTION 5. Special Committees may be appointed at any time, and from time to time, by the President, either at his own instance or by action of the Board of Trustees, to perform special functions in carrying on the work of this corporation.

SECTION 6. The President shall be a member ex-officio of all committees whether Standing Committees or Special Committee.

SECTION 7. In furtherance of its corporate purposes, the corporation shall have all general powers enumerated in Section 202 N-PCL, together with the power to solicit grants and contributions for corporate purposes.

IN WITNESS WHEREOF, we have made, subscribed and acknowledged this Certificate this 21 day of March, 1975.

Joseph H. Gallant 12 Gaskin Road
RoughKeepe, N.Y.

Nadoline S. Johnson 83 Remond Ave
RoughKeepe, N.Y.

John Connolly 57 Pendell Rd
RoughKeepe, N.Y.

Notice of Application Waived
This is not to be deemed an
approval or disapproval of any
Department or Agency of the
State or for an
activity
conducted thereunder.

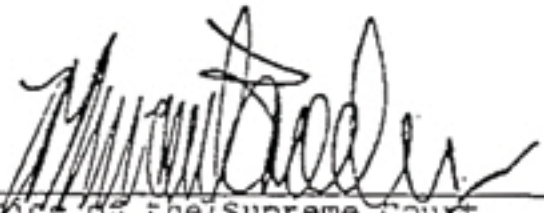
Dated: September 30/75

LEON J. LEFKOWITZ
Attorney General

By: Harold H. [Signature]
Assistant Attorney General

I. W. VINCENT GRADY, a Justice of the Supreme Court for the Ninth Judicial District of the State of New York, where the office of the Dutchess Community College Foundation, Inc. is located, do hereby approve the foregoing Certificate and consent to the filing of the same.

Dated: 10/17 . 1975


Justice of the Supreme Court
W. VINCENT GRADY
P. G. W. ...

STATE OF NEW YORK)
) : SS.:
COUNTY OF DUTCHESS)

On this 21st day of March 1975, before me personally came Madolin S. Johnson, Joseph H. Gellert and John J. Connolly to me known and known to me to be the persons described in and who executed the foregoing Certificate of Incorporation, and they thereupon severally duly acknowledged to me that they executed the same.

Beatrice M. Sheffield
Notary Public

Beatrice M. Sheffield, Notary Public
IN AND FOR THE STATE OF NEW YORK
RESIDING IN DUTCHESS COUNTY
COMMISSION EXPIRES MARCH 30, 1976