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**CERTIFICATE OF INCORPORATION
OF
ROCHESTER HOUSING CHARITIES, INC.**

UNDER SECTION 402 OF THE NEW YORK NOT-FOR-PROFIT CORPORATION LAW

The undersigned, for the purpose of forming a not-for-profit corporation under Section 402 of the Not-for-Profit Corporation Law of the State of New York, hereby certifies that:

1. The name of the Corporation is Rochester Housing Charities, Inc.
2. The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law and is not formed, conducted or operated for purposes of pecuniary profit or financial gain. The Corporation is a Type B Corporation under Section 201 of the Not-for-Profit Corporation Law.
3. The Corporation is formed to provide financial support for and promote the expansion of programs and activities available to or for the benefit of residents in the Greater Rochester area.

Nothing herein shall authorize the Corporation, directly or indirectly, to engage in or include among its purposes, any of the activities mentioned in Section 404(a)-(w) of the Not-for-Profit Corporation Law.

4. The Corporation is organized and shall be operated exclusively for the charitable purposes of benefiting and supporting the charitable activities of the Rochester Housing Authority (the "Authority"). Notwithstanding any other provisions of this certificate, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 19868, as now in effect or as may hereafter be amended (the "Code").

5. Notwithstanding any other provisions of the Certificate of Incorporation, to the contrary, the Authority, in addition to those powers provided by the Not-for-Profit Corporation Law and the common law of the State of New York, the Authority shall have the following reserved powers:

- (i) to approve the annual budget of the Corporation; and
- (ii) to approve the officers of the Corporation.

6. (a) No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, director, or officer of the Corporation or any private individual, other than an organization described in Section 501(c)(3) of the Code, except that reasonable compensation may be paid for services rendered to or for the Corporation. No member, trustee, director or 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.

(b) No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, except as otherwise provided by Section 501(h) of the Code. The Corporation shall not participate or intervene (including the publication or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

(c) Notwithstanding any other provision of these articles, the Corporation is organized exclusively for one or more of the following purposes: religious, charitable, scientific, testing for public safety, literary, or educational purposes, as specified in Section 501(c)(3) of the Code. The Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code or (ii) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

(d) In the event of the liquidation, dissolution, or winding up of the Corporation, whether voluntary or involuntary or by operation of law, all of the remaining assets and property of the Corporation shall after necessary expenses thereof, be distributed to such organization or organizations organized and operated exclusively for charitable purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Code as the Board of Directors shall determine. In no event shall any of the assets or property be distributed to any director or officer, or any private individual.

7. The office of the Corporation in the State of New York shall be located in the County of Monroe.

8. The names and addresses of the initial directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Alex Castro	104 Wintergreen Way Rochester, NY 14618
Carol Schwartz	166 Danforth Street Rochester, NY 14611
Mark Hill	51 Tree Top Lane West Henrietta, NY 14586

9. The Secretary of State of the State of New York is hereby designated as the agent of the Corporation upon whom process in any action or proceeding against the Corporation may be served. The post office address to which the Secretary of State shall mail a copy of any such process so served is:

Rochester Housing Charities, Inc.
c/o Rochester Housing Authority
675 West Main Street
Rochester, NY 14611

IN WITNESS WHEREOF, the undersigned incorporator, being at least eighteen years of age, has signed this certificate this 26th day of March, 2012, and hereby affirms the truth of the statements contained herein under penalty of perjury.

/s/ Anita L. Pelletier

Anita L. Pelletier, Incorporator
1300 Clinton Square
Rochester, NY 14604

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STATE OF NEW YORK
DEPARTMENT OF STATE
FILED

MAR 26 2012

TAX \$ _____
BY: [Signature]

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Filed by:

Nixon Peabody LLP
1300 Clinton Square
Rochester, New York 14604

Customer Ref.# 40779

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STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the Department of State, at the City of Albany, on March 29, 2012.

A handwritten signature in black ink, appearing to read "Daniel E. Shapiro".

Daniel E. Shapiro
First Deputy Secretary of State