

C F S

CERTIFICATE OF INCORPORATION
OF

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THE CAMBRIDGE COMMUNITY
SCHOLARSHIP FUND, INC.

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

IT IS HEREBY CERTIFIED THAT:

- (1) The name of the proposed corporation is:

THE CAMBRIDGE COMMUNITY
SCHOLARSHIP FUND, INC.

(2) The corporation is a corporation as defined in subparagraph (a) (5) of Section 102: the corporation is a Type B Corporation.

(3) The purpose or purposes for which this corporation is formed are as follows, to wit:

To raise and administer a scholarship fund for the graduates of Cambridge Central School,

To establish an endowment fund for contributions so designated by donors, to be invested to earn income for scholarship distribution, and

To establish the general fund from undesignated contributions to make scholarship grants, build up the endowment fund, and pay administrative expenses.

To do any other act or thing incidental to or connected with the foregoing purposes or in the advancement thereof, but not for the pecuniary profit or financial gain of its members, directors or officers, except as permitted under Article 5 of the Not-For-Profit Corporation Law.

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 (b) through (u).

In furtherance of its corporate purposes, the Corporation shall have all general powers enumerated in Section 202 of the Not-For-Profit Corporation Law, together with the powers to solicit grants and contributions for corporate purposes.

(4) Notwithstanding any other provision of these articles, the corporation is organized exclusively for one or more of the purposes as specified in Section 501 (c) (3) of the Internal Revenue Code of 1954, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Internal Revenue Code Section 501 (c) (3) or corresponding provisions of any subsequent Federal tax laws.

No part of the net earnings 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), 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.

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 Internal Revenue Code Section 501 (h)) or participating in or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

In the event of dissolution, all of the remaining assets and property of the corporation shall, after necessary expenses thereof, be distributed to another organization exempt under Internal Revenue Code Section 501 (c) (3), or corresponding provisions of any subsequent Federal tax laws, or to the Federal government, or state or local government for a public purpose, subject to the approval of a Justice of the Supreme Court of the State of New York.

In any taxable year in which the corporation is a private foundation as described in Internal Revenue Code Section 509 (a), the corporation shall distribute its income for said period at such time and manner as not to subject it to tax under Internal Revenue Code Section 4942, and the corporation shall not (A) engage in any act of self-dealing as defined in Internal Revenue Code Section 4941 (d), retain any excess business holdings as defined in Internal Revenue Code Section 4943 (c), (B) make any investments in such manner as to subject the corporation to tax under Internal Revenue Code Section 4944, or (C) make any taxable expenditures as defined in Internal Revenue Code Section 4945 (d) or corresponding provision of only subsequent Federal tax laws.

Nothing contained in this certificate shall authorize or empower the corporation to perform or engage in any act or practice prohibited by General Business Law, Section 340 or any other antimonopoly statute of the State of New York.

(5) The office of the corporation is to be located in the County of Washington, State of New York.

(6) The initial directors of the corporation until the first annual meeting are as follows:

Jan M. Wolski
RD #1
McMillan Road
Cambridge, NY 12816

Donald A. Cummings
1730 Greenwich Road
Cambridge, NY 12816

Robert P. Wright
12 Gilmore Avenue
Cambridge, NY 12816

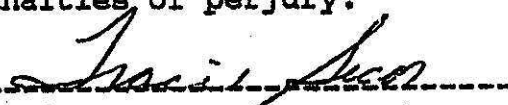
(7) The duration of the corporation is perpetual.

(8) The Secretary of State is designated as agent of the corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the Corporation served upon him is as follows:

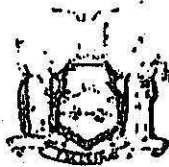
The Cambridge Community
Scholarship Fund, Inc.
Alvin E. Dunnem
1 Washington Street
P.O. Box 7
Cambridge, NY 12816

The undersigned incorporator is of the age of eighteen year or over.

IN WITNESS WHEREOF, this certificate has been subscribed this 25th day of February 1988, by the undersigned who affirms that the statements made herein are true under the penalties of perjury.



Tracie Secor, Incorporator
500 Central Avenue
Albany, NY 12206



STATE OF NEW YORK
DEPARTMENT OF LAW
ALBANY 12224

ROBERT ABRAMS
ATTORNEY GENERAL

JAMES G. McSPARRON
DEPUTY FIRST ASSISTANT
ATTORNEY GENERAL

Telephone: (518) 474-7206

July 30, 1985

Briggs, Wilson & Tomasi, Esqs.
P.O. Box 317
Cambridge, New York 12816

Dear Mesdames/Sirs:

RE: THE CAMBRIDGE COMMUNITY SCHOLARSHIP FUND, 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. Approval is contingent upon inserting the addresses of the incorporators opposite to or beneath their signatures pursuant to Section 402(a) of the Not-For-Profit Corporation Law.

Very truly yours,

ROBERT ABRAMS
Attorney General

By

RICHARD S. REDLO
Assistant Attorney General

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STATE OF NEW YORK

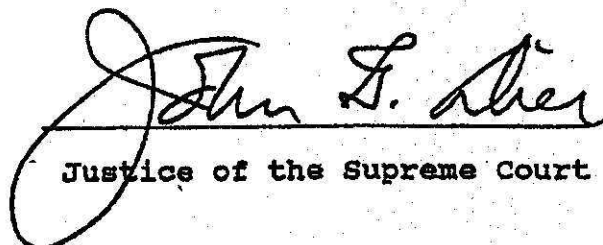
SUPREME COURT: COUNTY OF WASHINGTON

In the matter of an Application
for approval of the Certificate
of Incorporation of The Cambridge
Community Scholarship Fund, Inc.,
Pursuant to the Not-for Profit
Corporation Law

APPROVAL

I, John G. Dier, a Justice of the Supreme Court for
the Fourth Judicial District hereby approve the foregoing
Certificate of Incorporation.

Dated: March 21, 1988
Lake George, N.Y.


Justice of the Supreme Court

STATE OF NEW YORK

SUPREME COURT: COUNTY OF WASHINGTON

In the matter of an Application
for approval of the Certificate
of Incorporation of The Cambridge
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AFFIDAVIT

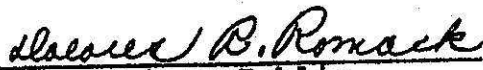
STATE OF NEW YORK]
 ss.:
COUNTY OF WASHINGTON]

I, Alvin E. Dunne, being duly sworn, depose and say
that I am the Attorney for the subscribers to the annexed
Certificate of Incorporation and that, upon search and
review of the records and documents pertinent to the within
matter, and upon information and belief of the deponent,
that no previous application for the approval of said
Certificate by any Justice of the Supreme Court has ever
been made.


ALVIN E. DUNNE

Sworn to before me this

14 day of March, 1988


Notary Public

DOLORES R. ROMACK
NOTARY PUBLIC, STATE OF NEW YORK
Qualified in Washington County #4572740
My Comm. Expires Oct. 6, 1988

ALVIN E. DUNNE, Attorney and Counselor at Law, One Washington Street, Box 7, Cambridge, New York 12816 (518) 677-2641

CERTIFICATE OF INCORPORATION

OF

THE CAMBRIDGE COMMUNITY
SCHOLARSHIP FUND, INC.

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STATE OF NEW YORK
DEPARTMENT OF STATE

FILED APR 12 1988

AMT. OF CHECK \$ 60
FILING FEE \$ 50
TAX \$
COUNTY FEE \$
COPYS
CERT \$
REFUND \$
SPEC HANDLE \$

BY

P Washington
type B

FILER: ALVIN E. DUNNEM
1 WASHINGTON ST.
P.O. BOX 7
CAMBRIDGE, NY 12816

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