

2001

Office of the Mayor
Rudolph W. Giuliani

DEPUTY MAYORS

ROBERT HARDING

WORLD TRADE CENTER (WTC) - CERTIFICATE OF
INCORPORATION - PUBLIC/PRIVATE INITIATIVES

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Folder

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Box



www.alpha-sys.com

Bill Johnson
94th -
St. Mel's
Flushing / 73rd
Meitney

EDC - 1800 - I Love NY
Parkway case
79th
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978-2252

CERTIFICATE OF INCORPORATION

OF

_____, INC.

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

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914-720-1319(C)
914-478-0325

- NAME
- Address
- Address-Process
- Incorp.
- 3 Directors
- Broad Purpose.

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CERTIFICATE OF INCORPORATION
OF

_____, INC.

SECTION 402 OF THE
NOT-FOR-PROFIT CORPORATION LAW

The undersigned natural person who is of the age of eighteen or over, for the purpose of forming a corporation pursuant to section 402 of the Not-for-Profit Corporation Law, does hereby certify:

Section 1. Name. The name of the corporation is _____, Inc.
The corporation is hereinafter referred to as the "Corporation".

Section 2. Type. The Corporation is a corporation as defined in subparagraph (a)(5) of section 102 of the Not-for-Profit Corporation Law, and shall be a Type B corporation under section 201 of the Not-for-Profit Corporation Law.

Section 3. Service of Process. The Secretary of State of New York is hereby designated as the agent of the Corporation upon whom process against it may be served and the post office address within this State to which the Secretary of State shall mail a copy of any process against the Corporation served upon him is:

_____, Inc.
% _____
New York, New York

Section 4. Purpose. (a) The Corporation is organized and at all times shall be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as the same may be amended (the "Code"), and as more particularly specified in Section 4 of this Certificate of Incorporation, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under such Section.

(b) The Corporation is organized, and at all times thereafter shall be operated exclusively to (state purposes of corporation.)

Any other provision of this Certificate of Incorporation notwithstanding, nothing herein shall be construed as authorizing the Corporation, directly or indirectly, to engage in or include among its purposes any of the activities mentioned in Section 404(a)-(v) of the Not-for-Profit Corporation Law, although the Corporation is hereby authorized to become a member or shareholder of corporations which do engage in or include among their purposes such activities.

Section 5. Powers. In furtherance of the foregoing purposes, the Corporation shall have

all the general powers enumerated in Section 202 of the Not-for-Profit Corporation Law together with the power to solicit grants and contributions for any corporate purpose and the power to maintain a fund or funds of real or personal property for any corporate purpose. The Corporation shall have the right to exercise all other powers which are, or hereafter may be, conferred by law upon a corporation organized for the above purposes or incidental to the conferred powers.

Section 6. Conduct. The Corporation shall not be conducted or operated for profit, and no part of the net earnings of the Corporation shall inure to the benefit of any member or private individual, nor shall any of such net earnings or any of the profits or assets of the Corporation be used other than for the purposes of the Corporation; provided that 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 Section 3 hereof.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation (except to the extent otherwise permitted under Section 501(h) of the Code), nor shall the Corporation participate in, or intervene in (including by the publication or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office, and the Corporation shall not exercise any powers or engage in any activities or do any act that might impair its status as a corporation exempt from Federal income taxation under section 501(c)(3) of the Code.

Section 7. Liquidation. In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary or by operation of law, the property or other net assets of the Corporation, or any net proceeds thereof, shall be distributed to such non-profit organizations, for the purposes of the Corporation, which shall have received notice of recognition of exemption from federal income taxation under Section 501(c)(3) of the Code, as the Board of Directors shall determine; and no member, 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.

Section 8. Office. The office of the Corporation shall be located in the City, County and State of New York.

Section 9. Incorporator. The name and mailing address of the incorporator is as follows:

Name

Address

%

New York, New York

Section 10. Management of Corporation and Initial Directors. The Corporation shall be managed by its Board of Directors. The names and addresses of the persons who are to serve as the initial directors of the Corporation, until their successors are elected and qualify, are as

follows:

<u>Name</u>	<u>Address</u>

Section 11. Private Foundation Rules. 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 such amounts for such period at such time and in such manner as not to subject the Corporation to tax on undistributed income under Section 4942 of the Code; and the Corporation shall not (i) engage in any act of self-dealing which is subject to tax under Section 4941 of the Code; (ii) retain any excess business holdings which are subject to tax under Section 4943 of the Code; (iii) make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code; or (iv) make any taxable expenditures which are subject to tax under Section 4945 of the Code or corresponding provisions of any subsequent federal tax laws.

Section 12. General. As used herein, references to the Not-for-Profit Corporation Law refer to such law as in effect as of the date hereof and as amended from time to time, or corresponding provisions of subsequent laws, and references to "law" or "laws" refer to such laws as in effect as of the date hereof and as hereafter amended.

THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the Not-For-Profit Corporation Law of the State of New York, makes this certificate, hereby declaring and certifying that this is the act and deed of the undersigned and that the facts herein stated are true, under penalties of perjury and accordingly has hereunto set such person's hand on _____, 2001.

Incorporator

CERTIFICATE OF INCORPORATION
OF

NEW YORK CITY PUBLIC/PRIVATE INITIATIVES, INC.

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

The undersigned, desiring to form a corporation pursuant to the Not-for-Profit Corporation Law of the State of New York, does hereby certify and file this certificate for that purpose.

FIRST: The name of the Corporation shall be: New York City Public/Private Initiatives, Inc.

SECOND: The Corporation is a corporation as defined in subparagraph (a)(5) of section 102 (Definitions) of the Not-for-Profit Corporation Law. The Corporation is Type C corporation under Section 201 (Purposes) of said law.

THIRD: The names and addresses of the initial directors are as follows:

<u>Name</u>	<u>Address</u>
Tamra Lhota	80 Pierrepont Street, Apt. 1 Brooklyn, New York 11201
Robert M. Kaufman	Proskauer Rose Goetz & Mendelsohn 1585 Broadway New York, New York 10036
Ann Daly Printon	188 East 70th Street New York, New York 10021

FOURTH: The objects and purposes of the Corporation shall be exclusively charitable 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. The purposes for which the Corporation is formed are the exclusively charitable and public purposes of: marketing and promoting the City of New York (the "City") as a business venue, including international business, and tourist destination; encouraging and promoting the development of, or retention of, businesses in the City by fostering, stimulating and advancing commercial, trade, business and industrial interests in the City and encouraging economic development in the City; encouraging, promoting and advancing activities and programs in aid of civic improvements in the City and the social welfare of the residents of the City; and acting in the public interest and otherwise cooperating with the City in promoting the general welfare of the residents of the City.

In furtherance of the aforesaid purposes, the Corporation shall have all the general powers enumerated in section 202 of the Not-for-Profit Corporation Law.

As a means of accomplishing these purposes, the Corporation, in furtherance and not by way of limitation of its statutory powers, shall have the power to solicit, raise, accept, hold and administer funds exclusively for its objectives and purposes, and to that end to take and receive, by purchase, grant, gift, bequest or devise, or as beneficiary of any trust, any property real or personal, tangible or intangible, wheresoever located; to make donations in furtherance of such purposes; to invest and reinvest the funds and other property for the Corporation, including the power to invest and reinvest such funds

and property in furtherance of such purposes; and to collect and receive the income, if any, from any investment or reinvestment of such funds or property, and to apply the income and, if the Corporation so decides, the principal of such property as the Corporation may from time to time possess, to the purposes of the Corporation.

The Corporation may do any other act or thing incidental to or connected with the foregoing purposes or in 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.

FIFTH: Nothing herein contained shall authorize the Corporation, directly or indirectly, to engage in or include among its purposes any of the activities mentioned in: (a) section 404 of the Not-for-Profit Corporation Law or (b) section 460-a of the Social Services Law; nor shall the Corporation carry on any of the activities not permitted to be carried on by a corporation exempt from federal income tax as an organization described in section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

Nothing herein contained shall authorize or empower the Corporation, directly or indirectly, to engage in or include among its purposes any activity prohibited by section 340 of the New York General Business Law or any other New York anti-monopoly law, and the corporation is not authorized so to engage.

SIXTH: The lawful public or quasi-public objectives which each of the purposes set forth in Paragraph FOURTH above will

achieve are the following: the sustenance and improvement of New York City as a premier business and tourism center, the stimulation and advancement of business and commercial opportunity and economic growth in the City and the improvement of the City's civic environment and assets with the goal of promoting the general welfare of the City's inhabitants.

SEVENTH: All income and earnings of such Corporation shall be used exclusively for its corporate purposes.

No part of the income or earnings of the Corporation shall inure to the benefit of or profit of, nor shall any distribution of its property or assets be made to, any member or private person, corporate or individual, or any other private interest. The section shall not prevent the payment to any such person of reasonable compensation for services rendered to the Corporation in effecting any of its purposes or reasonable payments by the Corporation in connection with supplies, contracts or other incidents of the Corporation's operations to the extent such are in furtherance of the Corporation's purposes.

EIGHTH: In the event of the liquidation, dissolution or winding up of the corporation (whether voluntary, involuntary or by operation law), the Corporation's property or assets shall not be conveyed or distributed to any director, officer, employee or member of a committee of, or person connected with, the Corporation, or any other private individual, nor to any organization created or operated for profit; but, after deducting all necessary expenses of liquidation, dissolution or winding up,

as the case may be, all the remaining property and assets of the Corporation shall be distributed as determined by its Board of Directors and approved by order a Justice of the Supreme Court of the State of New York, to such organizations as qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Any assets not so distributed shall be distributed for such purposes as shall be approved by order of such New York State court as shall have jurisdiction thereunto.

NINTH: The Corporation shall not attempt to influence legislation by propaganda or otherwise, or participate or intervene, directly or indirectly, in any political campaign on behalf of or in opposition to any candidate for public office.

TENTH: During any period that the Corporation is determined to be a "private foundation" as defined in section 509(a) of the Internal Revenue Code, the Corporation, in accordance with the following sections of said Code, shall: (a) distribute such amounts for each taxable year at such time and in such manner as not to subject the Corporation to tax on undistributed income under section 4942; (b) not engage in any act which is subject to tax as self-dealing under section 4941(d), not retain any holdings which are subject to tax as excess business holdings under section 4943; (c) not make any investments in such manner as to subject the Corporation to tax under section 4944; and (e) not make any taxable expenditures which are subject to tax under section 4945.

ELEVENTH: The Office of the Corporation shall be located in New York County, State of New York.

TWELFTH: The Secretary of State is hereby 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/her is: Chief, Economic Development Division, New York City Law Department, 100 Church Street, New York, New York 10007.

IN WITNESS WHEREOF, the undersigned, being a natural person, at least eighteen years of age, subscribes this Certificate of Incorporation this 16th day of June, 1994, and affirms the statement contained herein as true under penalties of perjury.

Dated:

New York, New York
June 16, 1994

Cheryl D. Buttone
Incorporator - Cheryl D. Buttone, Esq.
100 Church Street, 6th Floor (6D22)
New York, New York 10007

CERTIFICATE OF AMENDMENT
of the
CERTIFICATE OF INCORPORATION
of
NEW YORK CITY PUBLIC/PRIVATE INITIATIVES, INC.

Under Section 803 of the Not-for-Profit
Corporation Law

I, the undersigned, being a director of New York City Public/Private Initiatives, Inc. (the "Corporation"), do hereby certify:

(1) The name of the Corporation is "New York City Public/Private Initiatives, Inc."

(2) The certificate of incorporation of the Corporation was filed by the Department of State on the 24th day of June, 1994. The said Corporation was formed under the Not-For-Profit Corporation Law of the State of New York.

(3) The Corporation is a corporation as defined in subparagraph (a)(5) of section 102 of the Not-For-Profit Corporation Law and is a Type C corporation under section 201 of said law. The Corporation shall hereafter be a Type B corporation under section 201 of the Not-For-Profit Corporation Law.

(4) Paragraph SECOND of the certificate of incorporation of the Corporation which sets forth the Type of corporation is hereby amended to read as follows:

"SECOND: The Corporation is a corporation as defined in subparagraph (a)(5) of section 102 (Definitions) of the Not-for-Profit Corporation Law.. The Corporation is a Type B corporation under section 201 (Purposes) of said law."

(5) Paragraph TWELFTH of the certificate of incorporation of the Corporation which designates the Secretary of

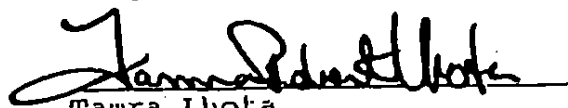
State of the State of New York as agent of the Corporation upon whom process against it may be served and sets forth the post office address to which the Secretary of State shall mail a copy of any process against it served upon him, is hereby amended to read as follows:

"TWELFTH: The Secretary of State is hereby 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/her is: New York City Public/Private Initiatives, Inc., c/o Robert M. Kaufman, Esq., Proskauer Rose Goetz & Mendelsohn, 1585 Broadway, New York, New York 10036.

(6) This amendment to the Certificate of Incorporation of the Corporation was authorized by the unanimous written consent of the Board of Directors of the Corporation, dated as of December 15th, 1994, there being no members entitled to vote thereon.

(7) The Secretary of State of the State of New York is hereby designated the 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 as agent of the Corporation is New York City Public/Private Initiatives, Inc., c/o Robert M. Kaufman, Esq., Proskauer Rose Goetz & Mendelsohn, 1585 Broadway, New York, New York 10036.

IN WITNESS WHEREOF, the undersigned has subscribed this certificate and affirm the statements herein as true under the penalties of perjury as of the 16th day of December, 1994.


 Tamra Lhota
 Member, Board of Directors

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CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF

CSC 45

NEW YORK CITY PUBLIC/PRIVATE INITIATIVES, INC.
UNDER SECTION 803 OF THE
NOT-FOR-PROFIT CORPORATION LAW

The undersigned, Tamra Roberts Lhota, President and Diane Forsell, Secretary, respectively, of New York City Public/Private Initiatives, Inc. (hereinafter referred to as the "Corporation"), a not-for-profit corporation duly organized and existing under the Not-for-Profit Corporation Law of the State of New York, do hereby certify, pursuant to Section 803 of the Not-for-Profit Corporation Law:

1. The name of the Corporation is: **New York City Public/Private Initiatives, Inc.**

2. The Corporation was formed under the Not-for-Profit Corporation Law of the State of New York and the Certificate of Incorporation of the Corporation was filed by the Department of State on June 24, 1994, and amended by Certificates of Amendment filed on August 18, 1995 and February 13, 1996, respectively.

3. The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law and is and will remain a Type B corporation under Section 201 of such Law.

4. The Secretary of State is designated as agent of the Corporation upon whom process against the Corporation may be served. The post office address of the Corporation to which the Secretary of State shall mail process is:

New York City Public/Private Initiatives, Inc.
c/o Robert M. Kaufman, Esq.
Proskauer Rose Goetz & Mendelsohn LLP
1585 Broadway, #2208
New York, NY 10036-8299

5. Paragraph FOURTH of the Certificate of Incorporation of the Corporation, as amended, which sets forth the objects and purposes of the Corporation, is hereby further amended to read as follows:

"FOURTH: The objectives and purposes of the Corporation shall be exclusively charitable 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. The purposes for which the Corporation is formed are to solicit, administer and receive funds, said funds to be used for the exclusively charitable and public purposes of: supporting projects and programs of its own or of agencies of the City of New York or other not-for-profit institutions which benefit the City's inhabitants and improve or enhance the quality of life of the City's inhabitants or aid civic or other public improvements; promoting and advancing the social welfare of the inhabitants of the City, including the relieving or reducing of unemployment among youth or the promoting or providing of employment of youth; promoting and supporting educational and recreational activities for abandoned, neglected or dependent children; promoting the City of New York as a business venue, including international business, and tourist destinations; encouraging and promoting the development of commerce in the City and acting in the public interest and otherwise cooperating with the City in promoting the general welfare of the residents of the City.

In furtherance of the aforesaid purposes, the Corporation shall have all the general powers enumerated in Section 202 of the Not-for-Profit Corporation Law.

As a means of accomplishing these purposes, the Corporation, in furtherance and not by way of limitation of its statutory powers, shall have the power to solicit, raise, accept, hold and administer funds exclusively for its objectives and purposes, and to that end to take and receive, by purchase, grant, gift, bequest or devise, or as beneficiary of any trust, any property real or personal, tangible or intangible, wheresoever located; to make donations in furtherance of such purposes; to invest and reinvest the funds and other property for the Corporation, including the power to invest and reinvest such funds and property in furtherance of such purposes; and to collect and receive the income, if any, from any investment or reinvestment of such funds or property, and to apply the income and, if the Corporation so decides, the principal of such property as the Corporation may from time to time possess, to the purposes of the Corporation.

The Corporation may do any other act or thing incidental to or connected with the foregoing purposes or in 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."

6. Paragraph FIFTH of the Certificate of Incorporation, as amended, which excludes certain purposes and activities of the Corporation, is hereby further amended to read as follows:

"FIFTH: Nothing herein contained shall authorize the Corporation, directly or indirectly, to engage in or include among its purposes any of the activities mentioned in: (a) Section 404 of the Not-for-Profit Corporation Law or (b) Section 460-a of the Social Services Law; with the exception that the Corporation shall be authorized to solicit contributions for and otherwise to provide support for such purposes and activities as are mentioned in Sections 404(b) and 404(s) of the Not-for-Profit Corporation Law in furtherance of the purposes set forth in Paragraph FOURTH above. Nor shall the Corporation carry on any of the activities not permitted to be carried on by a corporation exempt from federal income tax as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

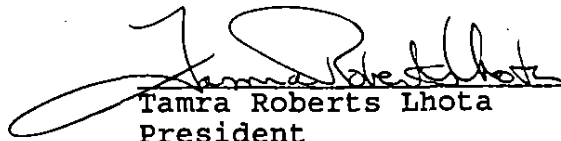
Nothing herein contained shall authorize or empower the Corporation, directly or indirectly, to engage in or include among its purposes any activity prohibited by Section 340 of the New York General Business Law or any other New York anti-monopoly law, and the Corporation is not authorized to so engage."

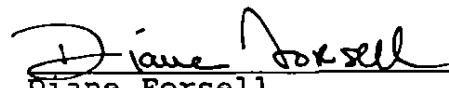
7. The foregoing amendments of the Certificate of Incorporation of the Corporation were authorized by a majority of the votes cast at a meeting of the Board of Directors of the Corporation held on October 3, 1996, upon notice given pursuant to Section 711 of the Not-for-Profit Corporation Law, there being no members of the Corporation entitled to vote thereon.

A. Brown
BEING PRESENT
LEG

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IN WITNESS WHEREOF, we have signed and subscribed this Certificate of Amendment on the 9th day of October 1996, and we hereby affirm this Certificate as true under the penalties of perjury.


Tamra Roberts Lhota
President
100 Church Street
New York, NY 10007


Diane Forsell
Secretary
100 Church Street
New York, NY 10007

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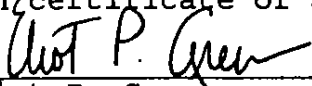
Affidavit of No Previous Application to
Supreme Court Justice for
Approval of Certificate of Amendment
Which Changes the Purposes of Type B Corporation

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

Eliot P. Green, being duly sworn, says:

1. Your affiant is the attorney for the subscribers to the foregoing certificate of amendment of the Certificate of Incorporation of Ne York City Public/Private Initiatives, Inc.

2. No previous application has ever been made to any Justice of the Supreme Court for approval of such certificate of amendment.

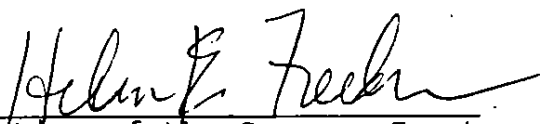


Eliot P. Green
Dated: October 16, 1996

Approval by Supreme Court Justice of
Certificate of Amendment Which Changes
the Purposes and Powers of Type B Corporation

I, **HELEN E. FREEDMAN**, a Justice of the Supreme Court of the State of New York, First Judicial District, do hereby approve the foregoing Certificate of Amendment of the Certificate of Incorporation of New York City Public/Private Initiatives, Inc. pursuant to Section 804(a)(ii) of the Not-for-Profit Corporation Law and consent that the same be filed.

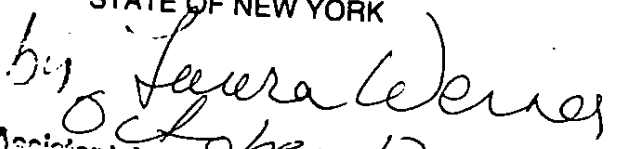
Dated OCT 21 1996



Justice of the Supreme Court
of the State of New York,
First Judicial District

HELEN E. FREEDMAN

THE UNDERSIGNED HAS NO OBJECTION
TO THE GRANTING OF JUDICIAL
APPROVAL HEREON AND WAIVES
STATUTORY NOTICE
DENNIS C. VACCO, ATTORNEY GEN.
STATE OF NEW YORK

by 
October 17, 1996
Assistant Attorney General

AFFIDAVIT

Tamra Roberts Lhota, after being duly sworn, deposes and states that:

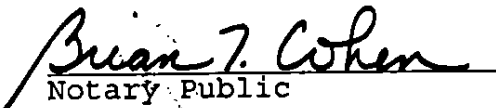
1. I am the President of New York City Public/Private Initiatives, Inc.

2. Current funds of the Corporation will be used for current purposes and future funds will be used for purposes as stated in the Certificate of Amendment.


Tamra Roberts Lhota

Dated: October 9th, 1996

Sworn to before me this
9th of October 1996


Notary Public

BRIAN T. COHEN
Notary Public, State of New York
No. 02605062808
Qualified in Richmond County
Commission Expires July 1, 1998

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CSC 45

Oct 28

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CERTIFICATE OF AMENDMENT

11 03 AM '03 OF THE

CERTIFICATE OF INCORPORATION

OF

NEW YORK CITY PUBLIC/PRIVATE
INITIATIVES, INC.

1cc

STATE OF NEW YORK
RECEIVED

FILED OCT 28 2003

TAXES

BY: mw

mw

PROSKAUER ROSE GOLIZ & MENDELSON LLP

ATTORNEYS AT LAW

1585 BROADWAY

E.P. GREEN

GOVERNMENT OF MANHATTAN

212-969-3227

BILLED

State of New York } ss:
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 seal of the Department of State on

NOV 01 1996



A handwritten signature in black ink, appearing to read "J. L. ...", written over a horizontal line.

Special Deputy Secretary of State

DOS-1266 (5/96)

Inspector Joyce Stephen

Commanding Officer
Director of Training
Tel: (212) 477-7633



John Deucati

SM

*Bristol
Meyers
Stubs*

John McCauley : ^{weigned} → (860) 355-9093

9/15

→ Duplicated website for state
Picture → for website ?

Cons →