

CERTIFICATE OF INCORPORATION

OF

MEDGAR EVERS COLLEGE STUDENT-FACULTY
ASSOCIATION, INC.

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

We, the undersigned, desiring to form a corporation, pursuant to the Not-For-Profit Corporation Law do hereby make, subscribe and acknowledge this Certificate as follows:

FIRST: The name of the proposed Corporation is Medgar Evers College Student-Faculty Association, Inc.

SECOND: The Corporation is a Corporation as defined in subparagraph (a) (5) of Section 102 of the Not-For-Profit Corporation Law in that:

1. It is formed under the Not-For-Profit Corporation Law, exclusively for purposes, not for pecuniary profit or financial gain, for which a corporation may be formed under the Not-For-Profit Corporation Law.

2. No part of the assets, income or profit of the Corporation is distributable to, or ensures to the benefit of, its members, directors or officers except to the extent permitted under the statute.

THIRD: The general purposes for which the Corporation is to be created are:

1. To plan, develop, promote and cultivate educational and social relations among the students and faculty of the Medgar Evers College, an educational unit of the City University of New York, Board of Higher Education in the City of New York.

2. To aid the students and faculty of the Medgar Evers College by assisting them in every way possible in their study, work, living, and extracurricular and curricular activities.

FOURTH: In addition to the corporate powers provided for under the Not-For-Profit Corporation Law, the Corporation shall have the following powers:

1. To receive, maintain and dispose of a fund or funds of real or personal property, or both, and to apply the income and principal thereof, in whole or in part, to the various purposes herein set forth, consistent with applicable provisions of law and the regulations of the Board of Higher Education.

2. Without profit and solely as an incident to the foregoing purposes to acquire, print, publish, manufacture, operate, conduct, engage in, circulate, distribute, deliver, sell and otherwise deal in and with any periodicals, magazines, journals, newspapers, circulars, pamphlets, books, music, photographs, blueprints and any other printed or duplicated matter in connection with any of the various purposes herein set forth.

3. Without profit and solely as an incident to the various purposes, to provide such services and facilities to the students and faculty of Medgar Evers College and its community as may be authorized on behalf of and agreed to by Medgar Evers College.

4. To purchase, or otherwise acquire, hold, sell and otherwise dispose of, by grant, gift, purchase, devise, bequest, or otherwise, real and personal property, and to acquire by purchase, lease, license or otherwise necessary space, building, buildings, rooms or portions of buildings, and to assign, or otherwise

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transfer such purchases, leases, licenses, or otherwise with respect thereto, subject to restrictions and regulations of law, and to purchase, acquire by grant, gift, bailment, bequest or otherwise, and to hold, any and all furniture, fixtures, supplies and other articles and appliances as may be necessary and expedient in connection with the above mentioned objects.

5. To sell, mortgage, exchange, lease, convey, transfer or otherwise dispose of or encumber any such property, and to hold same, both real and personal, as the objects and purposes of the Corporation may require, subject to such limitations as may be provided by law and by the regulations of the Board of Higher Education.

6. To administer, invest and reinvest its property and to apply and expend the income and principal of the Corporation in carrying out its purposes.

7. To borrow money and to make, accept, endorse, execute and issue promissory notes and other obligations or evidences of indebtedness in payment for property acquired or money borrowed.

8. To make such rules, regulations and bylaws and hire such employees as may be necessary and advisable to carry out the purposes of the Corporation.

9. In general, to exercise such powers as are incidental and conducive to the attainment of the objectives and purposes of the Corporation, provided that the Corporation shall not operate for profit and further provided that no part of the new earnings of the Corporation shall inure to the benefit of any member thereof. 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.

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10. Upon dissolution of the Corporation all remaining assets and property of the organization, after necessary expenses thereof, shall be distributed to Medgar Evers College or the Board of Higher Education in the City of New York or any successor thereof, organized and operated exclusively for educational purposes and qualified under Section 501(c) 3 of the United States Internal Revenue Code of 1954 as amended, subject to an order of a Justice of the Supreme Court of the State of New York.

11. No part of the net earnings of the Corporation shall inure to the benefit of any member thereof.

12. 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.

13. 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 Law Section 404 (b), (c), or (e) - (p) or Executive Law Section 757 of the State of New York.

14. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject it to tax under Section 4942 of the United States Internal Revenue Code of 1954, as amended; and the Corporation shall not (a) engage in any act of self-dealing as defined in Section 4941[d] of the Code; (b) retain any excess business holdings as defined in Section 4943 [c] of the Code; (c) make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code; or (d) make any taxable expenditures as defined in Section 4945 [d] of the Code.

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FIFTH: The Corporation is a Type B corporation under Section 201 of the Not-For-Profit Corporation Law.

SIXTH: The territory in which the operation of the Corporation is principally to be conducted is the County of Kings, City of New York.

SEVENTH: The principal office of the Corporation shall be located in the County of Kings, City and State of New York.

EIGHTH: The number of directors of the Corporation shall be not less than three.

NINTH: The names and places of residence of the persons to be directors of the Corporation until the first annual meeting are: Dennis C. Johnson, Jr., 590 Flatbush Avenue, Brooklyn, N.Y. 11225 - Monroe R. Hughes, 5522 Clarendon Road, Brooklyn, N.Y. 11203 - Yvonne D. Lawton, 547 East 96th Street, Brooklyn, N.Y. 11212 - Donald O. Watkins, 20 Weaver Lane, Levittown, New York 11756 - President Richard D. Trent, 62 Midwood Street, Brooklyn, NY 11225.

TENTH: All subscribers of this Certificate are at least eighteen years of 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 at least one of the persons named as directors is a citizen of the United States and a resident of the State of New York.

ELEVENTH: The Post Office address to which the Secretary of State shall mail a copy of any notice required by law is:

Medgar Evers College Student-Faculty Association, Inc.
1127 Carroll Street
Brooklyn, New York 11225

TWELFTH: The consent of the Commissioner of Education of the State of New York for and on behalf of the State Education Department to the filing of this Certificate is annexed to this Certificate. Prior to delivery to the Department of State for filing, all approvals or consents required by law will be endorsed upon or annexed to this certificate.

IN WITNESS WHEREOF, We have made, subscribed and acknowledged this certificate this 19 day of March 1975

5522 Clarendon Rd., Brooklyn, N.Y.
Monroe R. Hughes

Monroe R. Hughes

590 Flatbush Ave., Brooklyn, N.Y.
Dennis C. Johnson, Jr.

Dennis C. Johnson, Jr.

547 East 96 Street, Brooklyn, N.Y.

Yusef M. Lawton

20 Weaver Lane, Levittown, N.Y.
Don O. Watkins

Don O. Watkins

62 Midwood St., Brooklyn, N.Y.
Richard D. Trent

Richard D. Trent

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On this 19 day of March 1975 before me personally appeared
Monroe R. Hughes, Dennis C. Johnson Jr, Yvonne D
Lawton, Don O. Watkins, Richard D. Trent

to me known and known to me to be the individuals described in and
who executed the foregoing Certificate of Incorporation and they
severally acknowledged to me that they executed the same.

LESTER G. FREUNDLICH
NOTARY PUBLIC, State of New York
No. 41-6204510
Qualified in Queens County
Commission Expires March 30, 1976

Lester G. Freundlich

Notary Public

STATE OF NEW YORK)
COUNTY OF NEW YORK) SS

Mary P. Bass, being duly sworn, deposes and says:

I am the General Counsel for the Board of Higher Education
in the City of New York. The Board of Higher Education administers
Medgar Evers College, which is under its jurisdiction.

I am also the attorney for the subscribers to the annexed
Certificate of Incorporation of the Medgar Evers College
Student-Faculty Association, Inc. The subscribers are:

Monroe R. Hughes, Dennis C. Johnson, Jr.; Yvonne D. Lawton,
Don O. Watkins, Richard D. Trent

I know that each of the subscribers is at least eighteen
years of age.

No previous application for the approval of said certificate
has been made heretofore to any other Justice of the Supreme Court.

Sworn to before me this
26 day of March 1975

Mary P. Bass

Mary P. Bass

Lester G. Freundlich

Notary Public

LESTER G. FREUNDLICH
NOTARY PUBLIC, State of New York
No. 41-6204510
Qualified in Queens County
Commission Expires March 30, 1976

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The Board of Higher Education
of the City of New York

STUDENT MATTERS

RESOLVED, that the Board of Higher Education approve the formation of the Medgar Evers College Student-Faculty Association, Inc., pursuant to Section 402 of the Not-For-Profit Corporation Law, for the purposes of planning, developing, promoting, and cultivating educational and social relations among the students and faculty of the Medgar Evers College. The form of the certificate of incorporation is to be approved by the General Counsel.

Explanation: The corporation will qualify to serve as the approved College Association as defined in Section 15.10 of the Board of Higher Education bylaws. The certificate of incorporation and the corporate bylaws will conform to the Board of Higher Education bylaw requirements for a College Association, and will conform to all future Board of Higher Education bylaws and policies relating to College Associations. One of the major functions of the proposed corporation will be to provide a means for the orderly administration of the student government activity fee. In the future, the corporation may have the function of contracting for or establishing necessary auxiliary services for the college (e.g., food services, book store, printing facilities, etc.)

No 837407

STATE OF NEW YORK,
COUNTY OF KINGS, SS:
I, BUR A. LEVIN,
COUNTY CLERK AND CLERK
OF THE SUPREME COURT,
COUNTY OF KINGS,
DO HEREBY CERTIFY ON

APR 12 1996

I HAVE COMPARED THIS
WITH THE ORIGINAL
IN MY OFFICE ON

June 17, 1975

THIS IS A
TRUE COPY
MADE BY THE
COUNTY CLERK,
COUNTY OF KINGS,
IN ACCORDANCE WITH
SECTION 903 OF THE
COUNTY LAW.

Bur A. Levin
COUNTY CLERK AND CLERK OF THE
SUPREME COURT,
COUNTY OF KINGS,
FACSIMILE SIGNATURE USED
PURSUANT TO SEC. 903,
COUNTY LAW.

Etta G. Grass
Etta G. Grass
Acting Secretary of the Board

NEW YORK SUPREME COURT

COUNTY.

JUN 17 1975

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Certificate of
Incorporation
Medgar Evers Col
Student-Faculty

~~Report of Official Refe~~

Filed by:
Mary P. Bass
535 East 80 S
New York, New York

212-794-540