



State of New York }
Department of State } ss:

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

JUL 29 2002



Special Deputy Secretary of State

**CERTIFICATE OF INCORPORATION
OF
Coalition of Fathers and Families NY, Inc.**

**A NOT-FOR-PROFIT CORPORATION ORGANIZED PURSUANT
TO SECTION 402 OF THE NOT-FOR-PROFIT CORPORATION
LAW OF THE STATE OF NEW YORK**

I, the undersigned, a natural person of the age of eighteen years or over, desiring to form a corporation pursuant to the provisions of the Not-for-Profit Corporation Law of the State of New York, hereby states:

FIRST: The Name of the Corporation is Coalition of Fathers and Families NY, Inc. hereinafter sometimes called "the Corporation."

SECOND: The Corporation is a corporation as defined in subparagraph (a) (5) of section 102 of the Not-for-Profit Corporation Law

THIRD: The Corporation is a Type B corporation as defined in Section 201 of the Not-for-Profit Corporation Law.

FOURTH: The purpose for which the Corporation is formed are: to encourage the meaningful relationship between fathers and their children regardless of the marital relationship of the parents through peer support programs, distribution of educational materials and educational programs but, not an educational organization as listed under Subdivision b through v of Section 404 of the Not-for-Profit Corporation Law.

FIFTH: 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 or corresponding provisions of any subsequent tax laws and shall not carry on any other activities

not permitted to be carried on by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

SIXTH: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, director, officers or other private persons, except that the corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of its purposes as set forth in this certificate of incorporation.

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

EIGHTH: 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 Section 501 (c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws, or to the Federal government, of state or local government for a public purpose upon approval of a Justice of the Supreme Court of the State of New York.

NINTH: In any taxable year in which the corporation is a private foundation as described in Section 509 (a) of the Internal Revenue Code of 1954, the corporation shall distribute its income for said period at such time and in such manner as not to subject it to tax under Section 4942 of the Code; 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 4944 of the Code; or (d) make any taxable expenditures as defined in Section 4945(d) of the Code or corresponding provisions of any subsequent Federal tax laws.

TENTH: The Office of the Corporation is to be located in the County of Saratoga, State of New York.

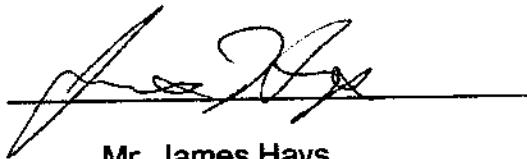
ELEVENTH: The corporation shall be operated by a Board of Directors, the number of which is to be no less than three.

TWELFTH: The names and post office addresses of the three initial directors until its organizational meeting are as follows:

<u>NAME</u>	<u>ADDRESS</u>
James H. Hays	241 Sugarhill Rd., Rexford, NY 12148
Randall Dickinson	120 Wineberry Rd., Malta, NY 12020
James Nalven	74 Walter Ave., Albany, NY 12204

Thirteenth: 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 shall mail a copy of any process against the corporation served upon him is: Mr. James Hays, 241 Sugarhill Rd., Rexford, NY 12148

Signed: 07/17/02



Mr. James Hays

241 Sugarhill Rd., Rexford, NY 12148

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CERTIFICATE OF INCORPORATION

OF

COALITION OF FATHERS AND FAMILIES NY, INC.

PURSUANT TO SECTION 402 OF THE NOT-FOR-PROFIT CORPORATION LAW

dk JB

FILED BY: JAMES HAYS COALITION OF FATHERS
AND FAMILIES NY, INC.
241 SUGARHILL RD.
REXFORD, NY 12148

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STATE OF NEW YORK
DEPARTMENT OF STATE
FILED JUL 23 2002
TAX \$ _____
BY: 241
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