

**CERTIFICATE OF INCORPORATION**

**OF**

**GREATER AMSTERDAM EDUCATIONAL FOUNDATION, INC.**

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

FIRST: The name of the Corporation is Greater Amsterdam Educational Foundation, Inc.

SECOND: The purposes for which the Corporation are formed are as follows:

The Corporation has been formed to promote and support educational opportunities for students at the Greater Amsterdam School District by building broad community support for public education. The Corporation also has been formed to provide financial and other assistance and support to promote the educational and extra-curricular programs at the Greater Amsterdam School District, including by assisting and supporting the Greater Amsterdam School District in promoting its educational and extra-curricular programs, by mobilizing available resources, and by fostering partnerships between and among the Greater Amsterdam School District and the community, businesses and industry.

Nothing herein shall authorize the Corporation to operate, maintain or manage a charter school, a nursery school, an elementary school, a secondary school, a college, or a university, or to advertise or offer credit-bearing courses or degrees in New York State.

THIRD: The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the New York Not-for-Profit Corporation Law and as defined in subparagraph (b) of the Section 201 of the New York Not-for-Profit Corporation Law.

FOURTH: The Corporation is not formed to engage in any activity or for any purpose requiring consent or approval of any state official, department, board, agency or other body. No consent or approval is required.

FIFTH: The Corporation is a charitable corporation under Section 201 of the Not-for-Profit Corporation Law.

SIXTH: The office of the Corporation is to be located in the County of Fulton and State of New York.

SEVENTH: The names and addresses of the initial directors of the Corporation are:

Richard J. Ruberti, Jr., 140 Miami Avenue, Amsterdam, NY 12010

Colleen DiCaprio, 140 Miami Avenue, Amsterdam, NY 12010

Rebecca Cozzocrea, 140 Miami Avenue, Amsterdam, NY 12010

EIGHTH: The New York Secretary of State is designated as the agent of the Corporation upon whom process against the Corporation may be served. The post office address to which the Secretary of State shall mail a copy of any notice required by law is c/o Greater Amsterdam Educational Foundation, Inc., 140 Miami Avenue, Amsterdam, NY 12010.

NINTH: The following language relates to the Corporation's tax exempt status and is not a statement of purposes and powers. Consequently, this language does not expand or alter the Corporation's purposes or powers set forth in Paragraph Second. The Corporation is being formed exclusively for charitable purposes within the meaning of United States Internal Revenue Code, Section 501(c)(3). Nothing contained herein shall be construed as authorizing the Corporation to engage in any activities which are not exempt under the United States Internal Revenue Code, Section 501(c)(3).

TENTH: No part of the net earnings of the organization shall inure to the benefit of any member, trustee, director, officer of the organization, or any private individual (except that reasonable compensation may be paid for services rendered to or for the organization), and no member, trustee, officer of the organization or any private individual shall be entitled to share in

the distribution of the organization.


ELEVENTH: 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 Internal Revenue Code), as amended, nor shall the Corporation participate in, or intervene (including the publication or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

TWELFTH: In the event of dissolution, all of the remaining assets and property of the Corporation shall after necessary expenses thereof be distributed to such organizations as shall qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws; or to the federal government, or to a state or local government for a public purpose; or to another organization to be used in such manner as the judgment of a Justice of the Supreme Court of the State of New York will best accomplish the general purposes for which this Corporation was formed.

THIRTEENTH: The name and address of the subscriber to this certificate are as follows:

Patrick J. Fitzgerald, Esq.  
Girvin & Ferlazzo, P.C.  
20 Corporate Woods Boulevard  
Albany, New York 12211

In witness whereof, I have made, subscribed, and acknowledged this certificate on this 6<sup>th</sup> day of January, 2021.

  
Patrick J. Fitzgerald, Esq.  
Incorporator

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Filed by:

Patrick J. Fitzgerald, Esq.  
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