

CERTIFICATE OF INCORPORATION

OF

CHILI PUBLIC LIBRARY FOUNDATION INC.

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

The undersigned, for the purpose of forming a corporation pursuant to Section 402 of the Not-for-Profit Corporation Law of the State of New York, certifies:

FIRST: The name of the Corporation is: Chili Public Library Foundation Inc.

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 organized for the charitable purpose of supporting the Chili Public Library through financial support, dedicated services and programs, public awareness, advocacy efforts, and community partnerships, and supporting the education and growth of the Town of Chili, New York community.

FOURTH: 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 THIRD. The Corporation is organized exclusively for charitable and other non-profit purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding sections of any future federal tax code (the "Code"). The Corporation is not organized and shall not be operated for pecuniary gain or profit. No part of the property or net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable expenses and compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Certificate of Incorporation. Notwithstanding any other provision of this Certificate, the Corporation shall not carry on propaganda, or otherwise attempt to influence legislation to such extent as would result in loss of its exemption from federal income tax under Section 501(c) of the Code, and the Corporation shall not participate in, or intervene in (including publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this Certificate, the Corporation shall not carry on any activities not permitted to be carried on by: (a) an organization described in Section 501(c)(3) of the Code (or the corresponding provision of any future federal tax law) and exempt from federal taxation under Section 501(a) of the Code (or the corresponding provision of any future federal tax law); or (b) a corporation, contributions to which are deductible under Section 170, 2055 or 2522 of the Code (or the corresponding provision of any future federal tax law).

FIFTH: The Corporation is a charitable not-for-profit 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 Monroe, State of New York.

SEVENTH: The names and addresses of the individuals who are to serve as the initial directors of the Corporation are:

Andrew Lucyszyn
38 Benedict Drive
Rochester, NY 14624

Robert Pacer
5 Bright Oaks Circle
Rochester, NY 14624

David McMillen
18 Bending Creek Road
Rochester, NY 14624

EIGHTH: The Secretary of State is designated as agent of the Corporation upon whom process against may be served. The address to which the Secretary of State shall mail a copy of any process accepted on behalf of the Corporation is: 3333 Chili Avenue, Rochester, New York 14624.

NINTH: Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

TENTH: The Corporation's purposes and powers do not include any of those described in paragraphs (a) through (v) of Section 404 of the Not-for-Profit Corporation Law. The Corporation is not formed to engage in an activity for which consent or approval of a state official, department, board, agency, or other body is required.

ELEVENTH: Bylaws of the Corporation may be adopted by its directors at any regular meeting or at any special meeting called for that purpose, or by their unanimous written consent, so long as they are not inconsistent with the provisions of this Certificate of Incorporation, New York Not-for-Profit Corporation Law, or the Bylaws of the Corporation.

TWELFTH: The number of directors of the Corporation shall not be less than three (3) nor more than nine (9). The exact number of directors shall be set forth in the Bylaws.

IN WITNESS WHEREOF, the undersigned incorporator, being at least eighteen years of age has signed this Certificate of Incorporation, this 24th day of October, 2018 and hereby affirms the truth of the statements contained herein under the penalties of perjury.

/s/ Trisha Kirsch
Trisha Kirsch, Incorporator
Gallo & Iacovangelo LLP
180 Canal View Blvd, Suite 100
Rochester, New York 14623

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Filed by:

Gallo & Iacovangelo LLP
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Rochester, New York 14623