

Certificate of Incorporation
of
The Robin Lee Whittlesey Foundation, Inc.

**under Section 402 of the Not-for-Profit
Corporation Law of the State of New York**

ARTICLES OF INCORPORATION: The undersigned individuals, both of whom are citizens of the United States, desiring to form a Not-for-Profit Corporation pursuant to Section 402 of the Laws of New York State, do hereby certify:

Article I: The name of the Corporation is the Robin Lee Whittlesey Foundation, Inc.

Article II: The Corporation shall:

A.) Be organized exclusively for charitable and educational purposes, as set forth in Section 501(c)(3) of the Internal Revenue Code, not for pecuniary profit or financial gain, including, for such purposes, the making of distributions to; (a) relieve poverty, (b) diminish hardships, (c) provide emergency relief and scholarship assistance and (d) generally improve the happiness, educational level and community spirit of the citizenry of Ithaca, New York and such other areas as may from time to time be selected by the Board of Directors, to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code.

B.) Be such that, no part of the assets, net earnings, income or profit of which is distributable to, or inures to the benefit, of its members (if any), directors, officers, or other private persons except that the Corporation shall be authorized and empowered to:

1.) Pay reasonable compensation for services rendered in furtherance of the purposes set forth in these Articles of Incorporation as permitted in Chapter 35 of the New York State Consolidated Law and Section 501(c)(3) of the Internal Revenue Code.

2.) Make distributions in furtherance of the purposes and as set forth in Article II, Section A above.

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C.) Be a corporation as defined in Section 102(a)(5) of the Not-for-Profit Corporation Law and a "Type B" Corporation as defined in Section 201(b).

D.) Be such that no part of the activities of the Corporation shall include the carrying on of propaganda or be used to influence legislation as defined in Section 4945 of the Internal Revenue Code.

E.) Not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

F.) Notwithstanding any other provision of these articles, not carry on any activities not permitted to be carried on:

1.) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or

2.) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code.

Article III: The principal office of the Corporation is located in the City of Ithaca, Tompkins County, State of New York. The books and records of account shall be kept at 747 Paul Drive, Prescott, Arizona 86303.

Article IV: The duration of the Corporation is to be perpetual, except that, the Board of Directors may elect to dissolve the corporation as specified in the by-laws. Upon such termination, dissolution or winding up of the Corporation, after payment or making provision for the payment of all liabilities of the Corporation, the remaining assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue 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.

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Article V: The Corporation shall:

- A.) Distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code.
- B.) Not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code.
- C.) Not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code.
- D.) Not make any investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code.
- E.) Not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

Article VI: The Corporation shall be operated on a non-stock basis and have no members. The authority for all affairs of the Corporation shall be in the Board of Directors who shall have and may exercise all powers of the Corporation as permitted by federal law, state law, these Articles of Incorporation and the By-laws of the Corporation as from time to time in effect.

Article VII: The names and addresses of the initial directors of the corporation are:

- A.) Carl H. Feuer, 310 1st Street, Ithaca, New York 14850
- B.) Louinia Mae Whittlesey, 1 Bratenahl Place, Cleveland, Ohio 44108
- C.) David W. Whittlesey, Post Office Box 1776, Prescott, Arizona 86302

Article VIII: The Secretary of State of New York is designated as Agent of the Corporation upon whom process against the Corporation may be served. Such process shall be mailed to:

David W. Whittlesey
Post Office Box 1776
Prescott, Arizona 86302

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Article IX: Any amendments to these Articles of Incorporation shall be made in accordance with the provisions of the laws of the State of New York.

Article X: All general or specific references herein made to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986 as now in force or later amended, or the corresponding provision of any future United States Internal Revenue law. Similarly, any general or specific references to the laws of the State of New York shall be deemed to refer to the laws of the State of New York as now in force or hereafter amended.

We, the Incorporators, declare that we have examined the foregoing Articles of Incorporation and that the statements contained therein are, to the best of our knowledge and belief, true, correct and complete.

Executed this 16th day of December of 1999.

Signature and Name	Post Office Address
1. <u> SIGNED </u> Signature	1. <u>310 1st Street</u> Address
<u>Carl H. Feuer</u> Name	<u>Ithaca, New York 14850</u> City, State, Zip
2. <u> SIGNED </u> Signature	<u>Post Office Box 1776</u> Address
<u>David W. Whittlesey</u> Name	<u>Prescott, Arizona 86302</u> City, State, Zip

This is a true and accurate replication of the document on file with both the Internal Revenue Service and the State of New York. The manner of presentation is changed, however the content is identical.