

CERTIFICATE OF INCORPORATION
OF
THE R. C. SMITH FOUNDATION, INC.

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

IT IS HEREBY CERTIFIED THAT:

- (1) The name of the corporation is:

THE R. C. SMITH FOUNDATION, INC.

(2) The corporation is a corporation as defined in subparagraph (a) (5) of Section 102 of the Not-for-Profit Corporation Law; the corporation is a Type B Corporation pursuant to Section 201 of the Not-for-Profit Corporation Law .

- (3) The purpose or purposes for which this corporation is formed are as follows:

To receive and maintain a fund or funds of real or personal property, or both, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable and religious purposes, through the establishment and maintenance, as well as the making of contributions and grants to assist in the maintenance of charitable and religious organizations, including, but not limited to, St. Paul's Roman Catholic Church, Norwich, New York, Catholic Charities of Chenango County and other charitable and religious organizations benefitting the people of Chenango County, New York and other such purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, except that this Corporation shall not itself directly conduct any of the above enumerated activities, except for the solicitation, receipt and maintenance of funds, within the State of New York, nor shall this Corporation carry on any activity under Section 406 of the Not-for-Profit Corporation Law.

To do any other act or thing incidental to or connected with the foregoing purposes or in the advancement thereof, but not for the pecuniary profit or financial gain of its members, directors, or officers.

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 Corporation Law Section 406 (a)(2) through (5).

In furtherance of its corporate purposes, the Corporation shall have all general powers enumerated in Section 202 of the Not-for-Profit Corporation Law, together with the powers to solicit grants and contributions for corporate purposes.

(4) Notwithstanding any other provisions of these articles, the corporation is organized exclusively for one of more of the purposes as specified in Section 501 (c) (3) of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Internal Revenue Code Section 501 (c) (3) or corresponding provisions of any subsequent Federal tax laws.

No part or the net earnings of the corporation shall inure to the benefit of any member, trustee, director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no member, trustee, director, officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

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 Internal Revenue Code Section 501 [h]) or participating in or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

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

In any taxable year in which the corporation is a private foundation as described in Internal Revenue Code Section 509 (a), the corporation shall distribute its income for said period at such time and manner as not to subject it to tax under Internal Revenue Code Section 4942, and the corporation shall not (1) engage in any act of self-dealing as defined in Internal Revenue Code Section 4941 (d), retain any excess business holdings as defined in Internal Revenue Code Section 4943 (c); (2) make any investments in such manner as to subject the corporation to tax under Internal Revenue Code Section 4944, or (3) make any taxable expenditures as defined in Internal Revenue Code Section 4945 (d) or corresponding provisions of any subsequent Federal tax laws.

Nothing contained in this certificate shall authorize or empower the corporation to perform or engage in any act or practice prohibited by General Business Law, Section 340, or any other antimonopoly statute of the State of New York.

(5) The office of the corporation is to be located in the County of Chenango.

(6) The initial directors of the corporation until the first annual meeting is as follows:

ROBERT C. SMITH
68 Elm Street
Norwich, New York 13815

GARY R. CLARK
38 Hayes Street
Norwich, New York 13815

SALLY NUZZOLESE
PO Box 532
Oxford, New York 13815

JOHN E. TIQUIN
24 Henry Street
Norwich, New York 13815

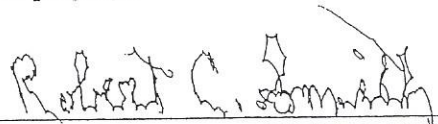
THOMAS C. EMERSON
21 Albany Street
Oxford, New York 13830

(7) The duration of the corporation is perpetual.

(8) The Secretary of State is designated as agent of the corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the corporation served upon him is: 68 Elm Street, Norwich, New York 13815.

IN WITNESS WHEREOF, this certificate has been subscribed by the undersigned who affirms that the statements made herein are true under the penalties of perjury.


Dated: March 31, 2004



ROBERT C. SMITH
68 Elm Street
Norwich, New York 13815

STATE OF NEW YORK)
COUNTY OF CHENANGO) ss.:

On this 31st day of March, in the year 2004, before me, the undersigned, personally appeared ROBERT C. SMITH, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.



Notary Public

THOMAS CARL EMERSON
NOTARY PUBLIC, STATE OF NEW YORK
QUALIFIED IN CHENANGO COUNTY NO. 4517887
MY COMMISSION EXPIRES NOV. 30, 20 06

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Filed by: Lee, Emerson & Ferrarese, LLP
35 West Main Street
Norwich, New York 13815