

f-980310000428

**CERTIFICATE OF INCORPORATION**

**OF**

**MT. ST. FRANCIS HERMITAGE, INC.**

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

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We, the undersigned, for the purposes of forming a corporation pursuant to the Not-for-Profit Corporation Law, hereby certify:

Article I

1.0 Name.

1.1 The name of this corporation shall be **MT. ST. FRANCIS HERMITAGE, INC.**, hereinafter referred to as the "Corporation."

Article II

2.0 Type.

2.1 The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law and is not formed, conducted or operated for purposes of pecuniary profit or financial gain.

2.2 The Corporation is a Type "B" corporation. Nothing herein shall authorize the Corporation directly or indirectly, to engage in or include among its purposes any of the activities mentioned in Not-for-Profit Law Sections 404(b) through (v).

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Article III

3.0 Purposes and Restrictions.

3.1 This Corporation is formed, and shall at all times be operated exclusively, to support and aid, whether directly or indirectly, the religious, charitable and educational mission of the Catholic Church, as carried out through the means of the Roman Catholic institution in Maine, New York, known as **MT. ST. FRANCIS HERMITAGE, INC.** and there to promote knowledge and devotion to the Blessed Virgin under her title of Immaculate Coredeptrix, according to the directives of the Franciscan Friars of the Immaculate, a Roman Catholic Religious Order with pontifical status.

3.2 All of the assets and earnings of the Corporation shall be used exclusively for the exempt purposes set forth above, including the payment of expenses incidental thereto. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its trustees, officers, or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the objects and purposes set forth herein.

3.3 The Corporation may engage in such lobbying activities as are permitted under Section 501(h) of the U.S. Internal Revenue Code as it now exists or as it may hereafter be amended, except that no part of its activities shall be participating or intervening (including the publication or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

3.4 Notwithstanding any other statements of purposes and powers, the

Corporation may not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this Corporation.

3.5 Notwithstanding any other provision of this certificate of incorporation, the Corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt under Section 501(c)(3) of the U.S. Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the U.S. Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

#### Article IV

#### 4.0 Board of Directors.

4.1 The names and addresses of the initial directors until the first annual meeting are:

Rev. Peter Damian M. Fehlner  
Our Lady's Chapel  
600 Pleasant Street  
P.O. Box 3003  
New Bedford, Massachusetts 02740

Courtney M. Clark  
116 Boardman Road  
East Haddam, Connecticut 06423

Mr. Michael Coffey  
3115 Luther Street  
P.O. Box 667  
Valatie, New York 12184

Article V

5.0 Designated Agent

5.1 The Secretary of State is designated as agent of the Corporation upon whom process against it may be served and the post office address to which the Secretary of State shall mail a copy of such process against the Corporation served upon the Secretary of State is:

Tobin and Dempf, Esqs.  
33 Elk Street  
Albany, New York 12207

Article VI

6.0 Corporation Offices

6.1 The Corporation shall have its principal office located in the County of Broome, State of New York.

Article VII

7.0 Dissolution

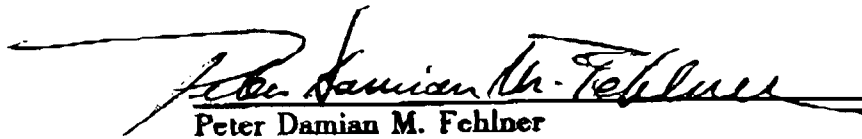
7.1 In the event of the liquidation, dissolution, or winding-up of the Corporation, whether voluntary or involuntary, or by operation of law, its assets remaining after payment, or provision for payment, of all debts and liabilities, of this Corporation shall be distributed by the Directors of a corporation having the same general purposes as this Corporation, as that is organized and operated exclusively for religious, charitable and educational purposes and that has established its tax exempt status under Section 501(c)(3) of the Internal

Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue law and applicable state laws. None of the assets will be distributed to any directors or officers of the Corporation.

7.2 If this Corporation holds any assets in trust, they shall be disposed of in such a manner as may be directed by judgment of the Court of competent jurisdiction in this State or county in which this Corporation's principal office is located, on petition of the Attorney General or by any person concerned in the liquidation.

IN WITNESS WHEREOF, the undersigned incorporator, being at least eighteen years of age, has signed this certificate this 11<sup>th</sup> day of March 1998, and hereby affirms the truth of the statements contained herein under penalty of perjury.

Incorporator:



Peter Damian M. Fehlner  
600 Pleasant Street  
New Bedford, Massachusetts 02740

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FILED

MAR 10 1 42 PM '98

Michael Costello c/o

Tobin Dempster

33 Elk St.

Albany N.Y.

12207

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STATE OF NEW YORK  
DEPARTMENT OF STATE  
FILED MAR 10 1998  
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*State of New York }  
Department of State }<sup>ss:</sup>*

*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*

**MAR 12 1998**



A handwritten signature in cursive script, appearing to read "J. Leach", followed by a horizontal line.

*Special Deputy Secretary of State*

DOS-1266 (5/96)