

CERTIFICATE OF INCORPORATION OF

FOCUS ON FERALS, INC.

(Insert Corporation Name)

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

FIRST: The name of the corporation is:

FOCUS ON FERALS, INC.

SECOND: The corporation is a corporation as defined in subparagraph (a)(5) of Section 102 (Definitions) of the Not-for-Profit Corporation Law.

THIRD-Part A: The purpose or purposes for which the corporation is formed are as follows:

The corporation is formed for the charitable purpose of preventing cruelty to animals by ending the overpopulation of feral, stray and abandoned animals in Franklin County, NY through the implementation of a TNR (Trap-Neuter-Return) Program, adoption, public awareness and education.

The Certificate of Incorporation for the corporation of Focus on Ferals, Inc. includes a waiver from the ASPCA as consent/approval.

The incorporation of Focus on Ferals, Inc. is formed for the purpose of conducting its operations in and within the surrounding areas of the Town of Malone in Franklin County, NY.

THIRD-Part B: If the corporation is a Type C corporation, the lawful public or quasi-public objective which each business purpose will achieve is:

N/A

FOURTH: The corporation shall be a Type A Type B Type C Type D corporation pursuant to Section 201 of the Not-for-Profit Corporation Law.

FIFTH: The office of the corporation is to be located in the County of FRANKLIN, State of New York.

SIXTH: The names and addresses of the three initial directors of the corporation are:
(A minimum of three are required)

Name: Rebecca Vaincourt

Address: 36 St.Mary Rd.
Malone, NY 12953

Name: Diana Dumont

Address: PO Box 679
Chateaugay, NY 12920

Name: Tammy Lamica

Address: 287 County Route 33
Burke, NY 12917

SEVENTH: The Secretary of State is designated as agent of the corporation upon whom process against it 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:

Rebecca Vaincourt
36 St.Mary Rd.
Malone, NY 12953

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N/A

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EIGHTH: *(Corporations seeking tax exempt status may include language required by the Internal Revenue Service in this paragraph.)*

The corporation is organized and operated exclusively for charitable and educational purposes within the meaning of the 501(c)(3) of the Internal Revenue Code. Nothing herein shall authorize the corporation, directly or indirectly, to engage in or include among its purposes and powers any of the special purposes and powers reserved to societies for the prevention of cruelty to animals under Section 1403(b) of the Not-for-Profit Corporation Law, or any other statutory provision granting purposes or powers to such societies.

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) Said organization is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future tax code.

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Incorporator Name: Rebecca Vaincourt

(Type or Print)

Address: 36 St.Mary Rd.
Malone, NY 12953

Signature **X**

Paragraph Eight Continued...

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or 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 disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. This corporation is not for pecuniary profit or financial gain, no part of assets, income or profit of which is distributable to, or inures to the benefit of, the members, directors or officers.

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 (A) 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), (B) make any investments in such manner as to subject the corporation to tax under Internal Revenue Code Section 4944, or (C) 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 anti-monopoly statute of the State of New York.

Incorporator Name: Rebecca Vaincourt

(Type or Print)

Address: 36 St.Mary Rd.
Malone, NY 12953

Signature

X *Rebecca Vaincourt*

CERTIFICATE OF INCORPORATION
OF

FOCUS ON FERALS, INC.

(Insert Corporation Name)

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

FILED BY: Name: Rebecca Vaincourt

Mailing Address: 36 St.Mary Rd.

City: Malone

State: NY

Zip Code: 12953

NOTE: This sample form is provided by the New York State Department of State Division of Corporations for filing a certificate of incorporation. This form is designed to satisfy the minimum filing requirements pursuant to the Not-for-Profit Corporation Law. The Division will accept any other form which complies with the applicable statutory provisions. The Division recommends that this legal document be prepared under the guidance of an attorney. The Division does not provide legal, accounting or tax advice. This certificate must be submitted with a \$75 filing fee made payable to the "Department of State."

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