



You successfully submitted your Form 1023 user fee payment to Pay.gov and the details are below. You can expect to be contacted about your application by the IRS within 180 days from the date you submitted it. After 180 days, if you haven't been contacted, you can call the toll-free Customer Account Services number, Monday through Friday, 8 a.m. - 5 p.m. (local time), at 877-829-5500 to check on the status. You will need to provide your name, your employer identification number (EIN), and the date you submitted your application when calling.

Receipt

Tracking Information

Pay.gov Tracking ID: 26OJNNBF

Agency Tracking ID: 75990781697

Form Name: Application for Recognition of Exemption Under Section 501(c)(3)

Application Name: Form 1023

Payment Information

Payment Type: Debit or credit card

Payment Amount: \$600.00

Transaction Date: 04/14/2020 09:08:10 PM EDT

Payment Date: 04/14/2020

Account Information

Cardholder Name:

Card Type: Master Card

Card Number: *****4467

**Application for Recognition of Exemption
Under Section 501(c)(3) of the Internal Revenue Code**

Do not enter social security numbers on this form as it may be made public.

Go to www.irs.gov/Form1023 for instructions and the latest information.**Note:** *If exempt status is approved, this application will be open for public inspection.*

Use the "?" buttons throughout this form for help in completing this application. For additional help, call IRS Exempt Organizations Customer Account Services toll-free at 1-877-829-5500.

If you cannot complete required responses within the textbox limits throughout this form, upload your additional narratives with the other required documents.

Part I Identification of Applicant

1a Full Name of Organization (exactly as it appears in your organizing document) FALLS VILLAGE COMMUNITY DEVELOPMENT CORPORATION			b Care of Name (if applicable)		
c Mailing Address (Number, street and room/suite) 108 MAIN STREET - PO BOX 47		d City FALLS VILLAGE		e Country UNITED STATES	
f State CONNECTICUT		g Zip Code + 4 06031	h Foreign Province (or State)		i Foreign Postal Code
2 Employer Identification Number 84-5107230		3 Month Tax Year Ends DECEMBER		4 Person to Contact if More Information is Needed (officer, director, trustee, or authorized representative) FELICIA BRODZKYJONES - DIRECTOR	
5 Contact Telephone Number 646-285-3712		6 Fax Number (optional)		7 User Fee Submitted \$600.00	
8 Organization's Website (if available): N/A					
9 List the names, titles, and mailing addresses of your officers, directors, and/or trustees.					
First Name: FELICIA		Last Name: BRODZKY JONES		Title: DIRECTOR & PRESIDENT	
Mailing Address: 108 MAIN STREET - PO BOX 47		City: FALLS VILLAGE			
State (or Province): CONNECTICUT		Zip Code (or Foreign Postal Code): 06031			
First Name: MIKHAEL		Last Name: WILKINSON		Title: DIRECTOR & VP	
Mailing Address: 108 MAIN STREET - PO BOX 47		City: FALLS VILLAGE			
State (or Province): CONNECTICUT		Zip Code (or Foreign Postal Code): 06031			
First Name: G WARREN		Last Name: WHITAKER		Title: DIRECTOR & SECRETARY	
Mailing Address: 108 MAIN STREET - PO BOX 47		City: FALLS VILLAGE			
State (or Province): CONNECTICUT		Zip Code (or Foreign Postal Code): 06031			
First Name: DAVID		Last Name: WILBURN		Title: DIRECTOR & TREASURER	
Mailing Address: 108 MAIN STREET - PO BOX 47		City: FALLS VILLAGE			
State (or Province): CONNECTICUT		Zip Code (or Foreign Postal Code): 06031			
First Name: HENRY		Last Name: TODD		Title: DIRECTOR	
Mailing Address: 108 MAIN STREET - PO BOX 47		City: FALLS VILLAGE			
State (or Province): CONNECTICUT		Zip Code (or Foreign Postal Code): 06031			

 Check here to add more officers, directors, and/or trustees.

ALICE MACCHI, DIRECTOR, 108 MAIN ST - PO BOX 47, FALLS VILLAGE, CONNECTICUT 06031

Part II Organizational Structure

- 1** You must be a corporation, limited liability company (LLC), unincorporated association, or trust to be tax exempt.

Select your type of organization.

Corporation

At the end of this form, you must upload a copy of your articles of incorporation (and any amendments) that shows proof of filing with the appropriate state agency.

Limited Liability Company (LLC)

At the end of this form, you must upload a copy of your articles of organization (and any amendments) that shows proof of filing with the appropriate state agency. Also, if you adopted an operating agreement, upload a copy, along with any amendments.

Unincorporated Association

At the end of this form, you must upload a copy of your articles of association, constitution, or other similar organizing document that is dated and includes at least two signatures. Include signed and dated copies of any amendments.

Trust

At the end of this form, you must upload a signed and dated copy of your trust agreement. Include signed and dated copies of any amendments.

- 2** Enter the date you formed. (MM/DD/YYYY)

02/27/2020

- 3** Select your state (or U.S. territory) of incorporation or other formation. If you were formed under the laws of a foreign country, select Foreign Country.

Connecticut

- 4** Have you adopted bylaws? If "Yes," at the end of this form, upload a current copy showing the date of adoption. If "No," explain how you select your officers, directors, or trustees.

Yes No

- 5** Are you a successor to another organization?

Yes No

Answer "Yes" if you have taken or will take over the activities of another organization, you took over 25% or more of the fair market value of the net assets of another organization, or you were established upon the conversion of an organization from for-profit to nonprofit status. If "Yes," complete Schedule G.

Part III Required Provisions in Your Organizing Document

Part III helps ensure that, when you submit this application, your organizing document contains the required provisions to meet the organizational test under section 501(c)(3).

If you cannot check "Yes" in both Lines 1 and 2, your organizing document does not meet the organizational test. DO NOT file this application until you have amended your organizing document. Remember to upload your original and amended organizing documents at the end of this form.

- 1** Section 501(c)(3) requires that your organizing document limit your purposes to one or more exempt purposes within section 501(c)(3), such as charitable, religious, educational, and/or scientific purposes.

The following is an example of an acceptable purpose clause: The organization is organized exclusively for charitable, religious, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Does your organizing document meet this requirement?

Yes No

- 1a** State specifically where your organizing document meets this requirement, such as a reference to a particular article or section in your organizing document (Page/Article/Paragraph):

PAGE 2, SECTION 4

- 2** Section 501(c)(3) requires that your organizing document provide that upon dissolution, your remaining assets be used exclusively for section 501(c)(3) exempt purposes, such as charitable, religious, educational, and/or scientific purposes. Depending on your entity type and the state in which you are formed, this requirement may be satisfied by operation of state law.

The following is an example of an acceptable dissolution clause: Upon the dissolution of this 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.

Does your organizing document meet this requirement?

Yes No

- 2a** State specifically where your organizing document meets this requirement, such as a reference to a particular article or section in your organizing document (Page/Article/Paragraph) or indicate that you rely on state law.

PAGE 2, SECTION 5

Part IV Your Activities

1 Describe completely and in detail your past, present, and planned activities. Do not refer to or repeat the purposes in your organizing document. For each past, present, or planned activity, include information that answers the following questions:

- a. What is the activity?
- b. Who conducts the activity?
- c. Where is the activity conducted?
- d. What percentage of your total time is allocated to the activity?
- e. How is the activity funded (for example, donations, fees, etc.) and what percentage of your overall expenses is allocated to this activity?
- f. How does the activity further your exempt purposes?

Falls Village Community Development Corporation (the 'Corporation') was formed on February 27, 2020 by filing a certificate of incorporation with the State of Connecticut. To date, the Corporation has not been funded and has not conducted any activities other than forming the entity and preparing filings related thereto. The Corporation's planned or anticipated activities may be summarized as follows:

A. WHAT IS THE ACTIVITY?

The Corporation plans to fund and engage in various projects that improve the economic conditions and quality of life in the downtown neighborhood of Canaan, Connecticut known as Falls Village. For example, the Corporation plans to provide repairs and aesthetic improvements (e.g., sidewalk repairs) in order to make the town more functional and appealing, which will benefit local businesses and lessen the burdens of government. The Corporation also plans on engaging in projects that will increase the amount of affordable housing available in Falls Village. The Corporation plans to engage in projects that stimulate tourism in Falls Village, such as providing resources to market the Appalachian Trail that runs through Falls Village as a recreational and educational attraction. The Corporation also plans to create programming and provide other assistance (e.g., group business coaching sessions) to current and prospective small business owners. The Corporation plans to renovate two vacant buildings owned by the town and provide space therein to the Village Green Market Corporation, a separate non-profit organization, initially on a rent-free basis. The Village Green Market Corporation plans to use the space to open the town's only grocery store, assisting current and prospective small business owners and creating new part-time jobs for Falls Village residents. The Corporation does not plan to make any grants to organizations, except that it might provide reasonable compensation to contractors (e.g., accountants, attorneys, and other advisors) for services necessary to carry out the Corporation's exempt purposes and to comply with the requirements imposed on the Corporation by law.

B. WHO CONDUCTS THE ACTIVITY?

The Corporation's Officers, at the direction of the Board of Directors.

C. WHERE IS THE ACTIVITY CONDUCTED?

The Town of Canaan, Connecticut (which is sometimes referred to as 'Falls Village' after the Falls Village neighborhood that makes up downtown Canaan).

D. WHAT PERCENTAGE OF YOUR TOTAL TIME IS ALLOCATED TO THE ACTIVITY?

It is estimated that each Board Member will spend an average of 5-10 hours per month on Corporation matters. 100% of this time will be allocated to the activities described above.

E. HOW IS THE ACTIVITY FUNDED AND WHAT PERCENTAGE OF YOUR OVERALL EXPENSES IS ALLOCATED TO THIS ACTIVITY?

The Corporation will apply for federal and state grants and will also accept private donations. All of the Corporation's expenses will be incurred in furtherance of the Corporation's goal to improve the economic conditions and quality of life in Falls Village.

F. HOW DOES THE ACTIVITY FURTHER YOUR EXEMPT PURPOSE?

The Corporation's activities will lessen the burdens of government and combat community deterioration. The local government of Canaan (aka Falls Village) recognizes that the Corporation's planned activities will be those for which the government would otherwise be responsible. The Corporation will operate out of town hall and its Board of Directors must always include at least one member of the town's Board of Selectmen and one member of either the town's Board of Finance or the town's Finance and Zoning Commission. Falls Village has suffered from community deterioration as a result of economic constriction and dislocation. The Falls Village community is suffering from inadequate employment opportunities, declining elementary and high school enrollment, insufficient social opportunities and an eroding infrastructure. The Corporation intends to combat this community deterioration by assisting businesses located in Falls Village by providing information, expertise, repairs to the community's infrastructure and other services.

Part IV Your Activities *(continued)*

2 Enter the 3-character NTEE Code that best describes your activities.

S20

Or check here if you want the IRS to select the NTEE Code that best describes your activities.

3 Do any of your programs limit the provision of goods, services, or funds to a specific individual or group of specific individuals? For example, answer "Yes" if goods, services, or funds are provided only for a particular individual, your members, individuals who work for a particular employer, or graduates of a particular school. If "Yes," explain the limitation and how recipients are selected for each program.

Yes No

4 Do any individuals who receive goods, services, or funds through your programs have a family or business relationship with any officer, director, trustee, or with any of your highest compensated employees or highest compensated independent contractors? If "Yes," explain how these related individuals are eligible for goods, services, or funds.

Yes No

5 Do you or will you support or oppose candidates in political campaigns in any way? If "Yes," explain.

Yes No

6 Do you or will you attempt to influence legislation? If "Yes," explain how you attempt to influence legislation.

Yes No

Part IV Your Activities (continued)

- 6a** Did you or will you make an election to have your legislative activities measured by expenditures by filing Form 5768? If "No," describe whether your attempts to influence legislation are a substantial part of your activities. Include the time and money spent on your attempts to influence legislation as compared to your total activities. Yes No

- 7** Do you or will you publish, own, or have rights in music, literature, tapes, artworks, choreography, scientific discoveries, or other intellectual property? If "Yes," describe who owns or will own any copyrights, patents, or trademarks, whether fees are or will be charged, how the fees are determined, and how any items are or will be produced, distributed, and marketed. Yes No

- 8** Do you or will you provide educational information to the general public on budgeting, personal finance, financial literacy, saving and spending practices, the sound use of consumer credit, and/or assist individuals and families with financial problems such as credit card debt and foreclosure by providing them with counseling? If "Yes," explain. Yes No

- 9** Do you or will you make grants, loans, or other distributions to organizations? If "Yes," describe the type and purpose of the grants, loans, or distributions, how you select your recipients including submission requirements (such as grant proposals or application forms), and the criteria you use or will use to select recipients. Also describe how you ensure the grants, loans, and other distributions are or will be used for their intended purposes (including whether you require periodic or final reports on the use of funds and any procedures you have if you identify that funds are not being used for their intended purposes). Finally, describe the records you keep with respect to grants, loans, or other distributions you make and identify any recipient organizations and any relationships between you and the recipients. If "No," continue to Line 10. Yes No

Part IV Your Activities (continued)

- 9a** Do you or will you make grants, loans, or other distributions to organizations that are not recognized by the IRS as tax exempt under section 501(c)(3)? If "Yes," name and/or describe the non-section 501(c)(3) organizations to whom you do or will make distributions and explain how these distributions further your exempt purposes. Yes No

- 9b** Do you or will you make grants, loans, or other distributions to foreign organizations? If "Yes," name each foreign organization (if not already provided), the country and region within each country in which each foreign organization operates, any relationship you have with each foreign organization, and whether the foreign organization accepts contributions earmarked for a specific country or organization (if so, specify which countries or organizations). If "No," continue to Line 10. Yes No

- 9c** Do your contributors know that you have ultimate authority to use contributions made to you at your discretion for purposes consistent with your exempt purposes? If "Yes," describe how you relay this information to contributors. Yes No

- 9d** Do you or will you make pre-grant inquiries about the recipient organization? If "Yes," describe these inquiries, including whether you inquire about the recipient's financial status, its tax-exempt status under the Internal Revenue Code, its ability to accomplish the purpose for which the resources are provided, and other relevant information. Yes No

- 9e** Do you or will you use any additional procedures to ensure that your distributions to foreign organizations are used in furtherance of your exempt purposes? If "Yes," describe these procedures, including periodic reporting requirements, auditing grantees, site visits by your employees or compliance checks by impartial experts, etc., to verify that grant funds are being used appropriately. Yes No

Part IV Your Activities (continued)

- 9f** Do you share board members or other key personnel with the recipient organization(s)? If "Yes," identify the relationships. Yes No

- 9g** When you make grants, loans, or other distributions to foreign organizations, will you check the OFAC List of Specially Designated Nationals and Blocked Persons for names of individuals and entities with whom you are dealing to determine if they are included on the list? Describe any other practices you will engage in to ensure that foreign expenditures or grants are not diverted to support terrorism or other non-charitable activities. Yes No

- 9h** Will you comply with all United States statutes, executive orders, and regulations that restrict or prohibit U.S. persons from engaging in transactions and dealings with designated countries, entities, or individuals, or otherwise engaging in activities in violation of economic sanctions administered by OFAC? Yes No

- 9i** Will you acquire from OFAC the appropriate license and registration where necessary? Yes No

- 10** Do you or will you operate in a foreign country or countries? If "Yes," name each foreign country and region within each country in which you do or will operate and describe your operations in each one. If "No," continue to Line 11. Yes No

- 10a** When you conduct activities in foreign countries, will you check the OFAC List of Specially Designated Nationals and Blocked Persons for names of individuals and entities with whom you are dealing to determine if they are included on the list? Describe any other practices you will engage in to ensure that foreign expenditures or grants are not diverted to support terrorism or other non-charitable activities. Yes No

- 10b** Will you comply with all United States statutes, executive orders, and regulations that restrict or prohibit U.S. persons from engaging in transactions and dealings with designated countries, entities, or individuals, or otherwise engaging in activities in violation of economic sanctions administered by OFAC? Yes No

- 10c** Will you acquire from OFAC the appropriate license and registration where necessary? Yes No

Part IV Your Activities (continued)

- 11** Are you a sponsoring organization that maintains one or more donor advised funds? If yes, please provide a complete description of your program, including the specific advice that such donors may provide. Describe in detail the control you maintain (or will maintain) over the use of the funds. Yes No

- 12** Do you or will you operate a school? Yes No
If "Yes," complete Schedule B.

- 13** Is your principal purpose or function to provide hospital or medical care? Yes No
If "Yes," complete Schedule C.

- 14** Do you or will you provide low-income housing? Yes No
If "Yes," complete Schedule F.

- 15** Do you or will you provide scholarships, fellowships, educational loans, or other educational grants to individuals, including grants for travel, study, or other similar purposes? Yes No
If "Yes," complete Schedule H - Section I.

- 16** Check any of the following fundraising activities that you will undertake (check all that apply):

- | | |
|--|--|
| <input checked="" type="checkbox"/> Website, mail, email, personal, and/or phone solicitations | <input checked="" type="checkbox"/> Foundation grant solicitations |
| <input type="checkbox"/> Receive donations from another organization's website | <input checked="" type="checkbox"/> Government grant solicitations |
| <input type="checkbox"/> Bingo | <input type="checkbox"/> Other (non-bingo) gaming activities |
| <input type="checkbox"/> Other (describe) | |

- We will not engage in fundraising activities.

- 17** Do you or will you engage in fundraising activities for other organizations? If "Yes," describe these arrangements, including the names or descriptions of the organizations for which you raise funds. Yes No

Part V Compensation and Other Financial Arrangements

- 1** Do you or will you compensate officers, directors, or trustees, or do or will you have highest compensated employees, or highest compensated independent contractors? If "No," continue to Line 2. Yes No

In establishing compensation for your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors:

- 1a** Do or will the individuals that approve compensation arrangements follow a conflict of interest policy? Yes No

- 1b** Do or will you approve compensation arrangements in advance of paying compensation? Yes No

- 1c** Do or will you document in writing the date and terms of approved compensation arrangements? Yes No

- 1d** Do or will you record in writing the decision made by each individual who decided or voted on compensation arrangements? Yes No

- 1e** Do or will you approve compensation arrangements based on information about compensation paid by similarly situated taxable or tax-exempt organizations for similar services, current compensation surveys compiled by independent firms, or actual written offers from similarly situated organizations? Yes No

- 1f** Do or will you record in writing both the information on which you relied to base your decision and its source? Yes No

- 1g** Do or will you have any other practices you use to set reasonable compensation? If "Yes," describe these practices. Yes No

- 2** Have you adopted a conflict of interest policy consistent with the sample conflict of interest policy in Appendix A to the instructions? If you are a hospital, answer "Yes" if your conflict of interest policy includes provisions consistent with the additional healthcare related provisions in the sample document. If "No," describe the procedures you will follow to ensure that persons who have a conflict of interest will not have influence over setting their own compensation or regarding business deals with themselves. Yes No

- 3** Do you or will you compensate any of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors through non-fixed payments, such as discretionary bonuses or revenue-based payments? If "Yes," describe all non-fixed compensation arrangements, including how the amounts are determined, who is eligible for such arrangements, whether you place a limitation on total compensation, and how you determine or will determine that you pay no more than reasonable compensation for services. Yes No

Part V Compensation and Other Financial Arrangements (continued)

- 4 Do you or will you purchase or sell any goods, services, or assets from or to: (i) any of your officers, directors, or trustees; (ii) any family of any of your officers, directors, or trustees; (iii) any organizations in which any of your officers, directors, or trustees are also officers, directors, or trustees, or in which any individual officer, director, or trustee owns more than a 35% interest; (iv) your highest compensated employees; or (v) your highest compensated independent contractors? If "Yes," describe any such transactions that you made or intend to make, with whom you make or will make such transactions, how the terms are or will be negotiated at arm's length, and how you determine you pay no more than fair market value or you are paid at least fair market value. Yes No

- 5 Do you or will you have any leases, contracts, loans, or other agreements with: (i) your officers, directors, or trustees; (ii) any family of any of your officers, directors, or trustees; (iii) any organizations in which any of your officers, directors, or trustees are also officers, directors, or trustees, or in which any individual officer, director, or trustee owns more than a 35% interest; (iv) your highest compensated employees; or (v) your highest compensated independent contractors? If "Yes," describe any written or oral arrangements that you made or intend to make, with whom you have or will have such arrangements, how the terms are or will be negotiated at arm's length, and how you determine you pay no more than fair market value or you are paid at least fair market value. Yes No

- 6 Do you or will you contract with another organization to develop, build, market, or finance your facilities? Yes No
If "Yes," describe each facility, the role of the other organization, and any business or family relationship between the organization and your officers, directors, or trustees. Explain how that entity is selected, how the terms of any contract(s) are negotiated at arm's length, and how you determine you will pay no more than fair market value for services.

Part V Compensation and Other Financial Arrangements *(continued)*

- 7 Does or will someone other than your own employees or volunteers manage your activities or facilities? Yes No
- If "Yes," describe the activities or facilities that will be managed by others, the names of the persons or organizations that manage or will manage your activities or facilities, and any business or family relationship between the organization and your officers, directors, or trustees. Explain how these managers were or will be selected, how the terms of any contracts or other agreements were or will be negotiated, and how you determine you will pay no more than fair market value for services.

- 8 Do you participate in any joint ventures, including partnerships or limited liability companies treated as partnerships, in which you share profits and losses with partners? If "Yes," state your ownership percentage in each joint venture, list your investment in each joint venture, describe the tax status of other participants in each joint venture (including whether they are section 501(c)(3) organizations), describe the activities of each joint venture, describe how you exercise control over the activities of each joint venture, and describe how each joint venture furthers your exempt purposes. Yes No

Part VI Financial Data

- 1 Select the option that best describes you to determine the years of revenues and expenses you need to provide.
- You completed less than one tax year.
Provide a total of three years of financial information (including the current year and two future years of reasonable and good faith projections of your future finances) in the following Statement of Revenues and Expenses.
- You completed at least one tax year but fewer than five.
Provide a total of four years financial information (including the current year and three years of actual financial information or reasonable and good faith projections of your future finances) in the following Statement of Revenues and Expenses.
- You completed five or more tax years.
Provide financial information for your five most recent tax years (including the current year) in the following Statement of Revenues and Expenses.

Part VI Financial Data (continued)**A. Statement of Revenues and Expenses**

Type of revenue	Current tax year	4 prior tax years or 2 succeeding tax years			
	From: 02/27/2020 To: 12/31/2020	From: 01/01/2021 To: 12/31/2021	From: 01/01/2022 To: 12/31/2022	From: 01/01/2023 To: 12/31/2023	From: _____ To: _____
1 Gifts, grants, and contributions received (do not include unusual grants)	\$0	\$100,000	\$100,000	\$100,000	
2 Membership fees received	\$0	\$0	\$0	\$0	
3 Gross investment income	\$0	\$0	\$0	\$0	
4 Net unrelated business income	\$0	\$0	\$0	\$0	
5 Taxes levied for your benefit	\$0	\$0	\$0	\$0	
6 Value of services or facilities furnished by a governmental unit without charge (not including the value of services generally furnished to the public without charge)	\$0	\$0	\$0	\$0	
7 Any revenue not otherwise listed above or in lines 9 - 12 below (provide an itemized list below)	\$0	\$0	\$0	\$0	
8 Total of lines 1 through 7	\$0	\$100,000	\$100,000	\$100,000	\$0
9 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to your exempt purposes (provide an itemized list below)					
10 Total of lines 8 and 9	\$0	\$100,000	\$100,000	\$100,000	\$0
11 Net gain or loss on sale of capital assets (provide an itemized list below)	\$0	\$0	\$0	\$0	
12 Unusual grants (provide an itemized list below)	\$0	\$0	\$0	\$0	
13 Total Revenue (add lines 10 through 12)	\$0	\$100,000	\$100,000	\$100,000	\$0
Type of expense	Current tax year	4 prior tax years or 2 succeeding tax years			
14 Fundraising expenses	\$0	\$0	\$0	\$0	
15 Contributions, gifts, grants, and similar amounts paid out (provide an itemized list below)	\$0	\$0	\$0	\$0	
16 Disbursements to or for the benefit of members (provide an itemized list below)	\$0	\$0	\$0	\$0	
17 Compensation of officers, directors, and trustees	\$0	\$0	\$0	\$0	
18 Other salaries and wages	\$0	\$0	\$0	\$0	
19 Interest expense	\$0	\$0	\$0	\$0	
20 Occupancy (rent, utilities, etc.)	\$0	\$0	\$0	\$0	
21 Depreciation and depletion	\$0	\$0	\$0	\$0	
22 Professional fees	\$0	\$0	\$0	\$0	
23 Any expense not otherwise classified, such as program services (provide an itemized list below)	\$0	\$50,000	\$50,000	\$50,000	
24 Total Expenses (add lines 14 through 23)	\$0	\$50,000	\$50,000	\$50,000	\$0

25 Itemized financial data

\$50,000 - Projected Program Service Expenses This entry estimates that the Corporation will spend \$50,000 per year on program services. This amount is entirely an estimate, and the actual amount will depend on the amount of grant proceeds raised by the Corporation. For example, the Corporation may spend \$50,000 in a given year to repair broken sidewalks to make Falls Village more aesthetically pleasing and accessible.

Part VI Financial Data (continued)

B. Balance Sheet (for your most recently completed tax year)		Year End: 12/31/2020
Assets		
1	Cash	\$0
2	Accounts receivable, net	\$0
3	Inventories	\$0
4	Bonds and notes receivable (provide an itemized list below)	\$0
5	Corporate stocks (provide an itemized list below)	\$0
6	Loans receivable (provide an itemized list below)	\$0
7	Other investments (provide an itemized list below)	\$0
8	Depreciable assets (provide an itemized list below)	\$0
9	Land	\$0
10	Other assets (provide an itemized list below)	\$0
11	Total Assets (add lines 1 through 10)	\$0
Liabilities		
12	Accounts payable	\$0
13	Contributions, gifts, grants, etc. payable	\$0
14	Mortgages and notes payable (provide an itemized list below)	\$0
15	Other liabilities (provide an itemized list below)	\$0
16	Total Liabilities (add lines 12 through 15)	\$0
Fund Balances or Net Assets		
17	Total fund balances or net assets	\$0
18	Total Liabilities and Fund Balances or Net Assets (add lines 16 and 17)	\$0

19 Itemized financial data

Part VII Foundation Classification

Part VII is designed to classify you as an organization that is either a private foundation or a public charity. Public charity classification is a more favorable tax status than private foundation classification. If you are a private foundation, this part will further determine whether you are a private operating foundation.

1 Select the foundation classification you are requesting from the list below.

- You are described in 509(a)(1) and 170(b)(1)(A)(vi) as an organization that receives a substantial part of its financial support in the form of contributions from publicly supported organizations, from a governmental unit, or from the general public.
- You are described in 509(a)(2) as an organization that normally receives not more than one-third of its financial support from gross investment income and receives more than one-third of its financial support from contributions, membership fees, and gross receipts from activities related to its exempt functions (subject to certain exceptions).
- You are described in 509(a)(1) and 170(b)(1)(A)(i) as a church or a convention or association of churches. Complete Schedule A.
- You are described in 509(a)(1) and 170(b)(1)(A)(ii) as a school. Complete Schedule B.
- You are described in 509(a)(1) and 170(b)(1)(A)(iii) as a hospital, a cooperative hospital service organization, or a medical research organization operated in conjunction with a hospital. Complete Schedule C.
- You are described in 509(a)(1) and 170(b)(1)(A)(iv) as an organization operated for the benefit of a college or university that is owned or operated by a governmental unit.
- You are described in 509(a)(1) and 170(b)(1)(A)(ix) as an agricultural research organization directly engaged in the continuous active conduct of agricultural research in conjunction with a college or university.
- You are described in 509(a)(3) as an organization supporting either one or more organizations described in 509(a)(1) or 509(a)(2) or a publicly supported section 501(c)(4), (5), or (6) organization. Complete Schedule D.
- You are described in 509(a)(4) as an organization organized and operated exclusively for testing for public safety.
- You are a publicly supported organization and would like the IRS to decide your correct classification.
- You are a private foundation.

1a As a private foundation, section 508(e) requires special provisions in your organizing document in addition to those that apply to all organizations described in section 501(c)(3). Check this box to confirm that your organizing document includes these provisions or you rely on state law.

State specifically where your organizing document meets this requirement, such as a reference to a particular article or section in your organizing document (Page/Article/Paragraph) or state that you rely on state law.

1b Do you or will you provide scholarships, fellowships, educational loans, or other educational grants to individuals, including grants for travel, study, or other similar purposes? Yes No
If "Yes," complete Schedule H - Section II.

1c Are you a private operating foundation? Yes No

To be a private operating foundation you must engage directly in the active conduct of charitable, religious, educational, and similar activities, as opposed to indirectly carrying out these activities by providing grants to individuals or other organizations.

Part VII Foundation Classification *(continued)*

- 1d** Describe how you meet the requirements for private operating foundation status, including how you meet the income test and either the assets test, the endowment test, or the support test. If you've been in existence for less than one year, describe how you are likely to satisfy the requirements for private operating foundation status.

- 2** If you have been in existence more than 5 years, you must confirm your public support status. To confirm your qualification as a public charity described in 509(a)(1) and 170(b)(1)(A)(vi) in existence for five or more tax years, you must have received one-third or more of your total support from governmental agencies, contributions from the general public, and contributions or grants from other public charities; or 10% or more of your total support from governmental agencies, contributions from the general public, and contributions or grants from other public charities and the facts and circumstances indicate you are a publicly supported organization. Calculate whether you meet this support test for your most recent five-year period.

- i.** Did you receive contributions from any person, company, or organization whose gifts totaled more than the 2% amount of line 8 in Part VI-A? Yes No

If "Yes," identify each person, company, or organization by letter (A, B, C, etc.) and indicate the amount contributed by each. Keep a list showing the name of and amount contributed by each of these donors for your records.

- ii.** Based on your calculations, did you receive at least one-third of your support from public sources or did you normally receive at least 10 percent of your support from public sources and you have other characteristics of a publicly supported organization? Yes No

- 2a** If you have been in existence more than 5 years, you must confirm your public support status. To confirm your qualification as a public charity described in 509(a)(2) in existence for five or more tax years, you must have normally received more than one-third of your support from contributions, membership fees, and gross receipts from activities related to your exempt functions, or a combination of these sources, and not more than one-third of your support from gross investment income and net unrelated business income. Calculate whether you meet this support test for your most recent five-year period.

- i.** Did you receive amounts from any disqualified persons? Yes No

If "Yes," identify each disqualified person by letter (A, B, C, etc.) and indicate the amount contributed by each. Keep a list showing the name of and amount contributed by each of these donors for your records.

- ii.** Did you receive amounts from individuals or organizations other than disqualified persons that exceeded the greater of \$5,000 or 1% of the amount on line 10 of Part VI-A Statement of Revenues and Expenses? Yes No

If "Yes," identify each individual or organization by letter (A, B, C, etc.) and indicate the amount contributed by each. Keep a list showing the name of and amount contributed by each of these donors for your records.

- iii.** Based on your calculations, did you normally receive more than one-third of your support from a combination of gifts, grants, contributions, membership fees, and gross receipts (from permitted sources) from activities related to your exempt functions and normally receive not more than one-third of your support from investment income and unrelated business taxable income? Yes No

Part VIII Effective Date

In general, a determination letter recognizing exemption of an organization described in section 501(c)(3) is effective as of the date of formation of an organization if: (1) its purposes and activities prior to the date of the determination letter have been consistent with the requirements for exemption; and (2) it has filed an application for recognition of exemption within 27 months from the end of the month in which it was organized.

- 1 Are you submitting this application within 27 months of the end of the month in which you were legally formed? Yes No

If "No," complete Schedule E.

Part IX Annual Filing Requirements

If you fail to file a required information return or notice for three consecutive years, your exempt status will be automatically revoked.

- 1 Certain organizations are not required to file annual information returns or notices (Form 990, Form 990-EZ, or Form 990-N, e-Postcard). If you are granted tax-exemption, are you claiming to be excused from filing Form 990, Form 990-EZ, or Form 990-N? Yes No

If "Yes," are you claiming you are excused from filing because you are:

- A church or association of churches
- An integrated auxiliary (such as a men's or women's organization, religious school, mission society, or religious group)
- A church-affiliated organization (other than a section 509(a)(3) organization) that is exclusively engaged in managing funds or maintaining retirement programs and is described in Revenue Procedure 96-10, 1996-1 C.B. 577
- A school below college level affiliated with a church or operated by a religious order
- A mission society (other than a section 509(a)(3) supporting organization) sponsored by, or affiliated with, one or more churches or church denominations, if more than half of the society's activities are conducted in, or directed at, persons in foreign countries
- An affiliate of a governmental unit that meets the requirements of Revenue Procedure 95-48, 1995-2 C.B. 418 (other than a section 509(a)(3) supporting organization)
- Other (describe)

Part X Signature

- I declare under the penalties of perjury that I am authorized to sign this application on behalf of the above organization and that I have examined this application, and to the best of my knowledge it is true, correct, and complete.

FELICIA BRODZKY JONES

(Type name of signer)

DIRECTOR & PRESIDENT

(Type title or authority of signer)

04/14/2020

(Date)

Upload checklist:

- Organizing document (and any amendments)
- Bylaws, if adopted
- Form 2848, Power of Attorney and Declaration of Representative (if applicable)
- Form 8821, Tax Information Authorization (if applicable)
- Supplemental responses (if applicable)
- Expedited handling request (if applicable)

Schedule A. Churches

- 1 Do you have a written creed, statement of faith, or summary of beliefs? If "Yes," describe your written creed, statement of faith, or summary of beliefs. Yes No

- 2 Do you have a literature of your own? If "Yes," describe your literature. Yes No

- 3 Do you have a formal code of doctrine and discipline? If "Yes," describe your code of doctrine and discipline. Yes No

- 4 Describe your religious hierarchy or ecclesiastical government.

- 5 Are you part of a group of churches with similar beliefs and structures? If "Yes," explain. Yes No

- 6 Do you have a form of worship? If "Yes," describe your form of worship. Yes No

- 7 Do you have regularly scheduled religious services? If "Yes," describe the nature of the services. Yes No

- 7a What is the average attendance at your regularly scheduled religious services?

- 8 Do you have an established place of worship? If "Yes," describe your established place of worship or where you meet to hold regularly scheduled religious services. Yes No

Schedule A. Churches (continued)

9 Do you have an established congregation or other regular membership group? If "No," continue to Line 10. Yes No

9a How many members do you have?

9b Do you have a process by which an individual becomes a member? If "Yes," describe the process. Yes No

9c Do your members have voting rights, rights to participate in religious functions, or other rights? If "Yes," describe the rights your members have. Yes No

9d May your members be associated with another denomination or church? Yes No

9e Are all of your members part of the same family? Yes No

10 Do you conduct baptisms, weddings, funerals, or other religious rites? Yes No

11 Do you have a school for the religious instruction of the young? Yes No

12 Do you have ministers or religious leaders? If "Yes," describe these roles and explain whether the ministers or religious leaders are ordained, commissioned, or licensed after a prescribed course of study. Yes No

13 Do you have schools for the preparation of your ordained ministers or religious leaders? Yes No

14 Do you ordain, commission, or license ministers or religious leaders? If "Yes," describe the requirements for ordination, commission, or licensure. Yes No

15 Do you have other information you believe should be considered regarding your status as a church? If "Yes," explain. Yes No

Schedule B. Schools, Colleges, and Universities

- 1** Do you normally have a regularly scheduled curriculum, a regular faculty of qualified teachers, a regularly enrolled student body, and facilities where your educational activities are regularly carried on? Yes No
- 2** Is the primary function of your school the presentation of formal instruction? If "No," continue to Line 3. Yes No

2a Select the best description(s) of your school:

- Elementary school
- Secondary school
- Charter school
- College or university
- Technical school
- Other school (describe)

- 3** Are you a public school because you are operated by a state or subdivision of a state or operated wholly or predominantly from government funds or property? If "Yes," explain how you are operated by a state or subdivision of a state. Do not complete the remainder of Schedule B. Yes No

- 4** Were you formed or substantially expanded at the time of public school desegregation in the school district or county in which you are located? Yes No

- 5** Has a state or federal administrative agency or judicial body ever determined that you are racially discriminatory? If "Yes," explain. Yes No

- 6** Has your right to receive financial aid or assistance from a governmental agency ever been revoked or suspended? If "Yes," explain. Yes No

Information Required by Revenue Procedure 75-50 as Modified by Revenue Procedure 2019-22

- 7** Have you adopted a racially nondiscriminatory policy as to students in your organizing document, bylaws, or by resolution of your governing body? Yes No

State where the policy is located or if adopted by resolution of your governing body.

- 8** Do your brochures, application forms, advertisements, and catalogues dealing with student admissions, programs, and scholarships contain a statement of your racially nondiscriminatory policy? If "Yes," continue to Line 9. Yes No

- 8a** By checking this box, you agree that all future printed materials, including website content, will contain the required nondiscriminatory policy statement.

Schedule B. Schools, Colleges, and Universities (continued)

9 Have you made your racially nondiscriminatory policy known to all segments of the general community you serve by: a) publishing a notice of your policy in a newspaper of general circulation that serves all racial segments of the community; b) publicizing your policy over broadcast media in a way that is reasonably expected to be effective; or c) displaying a notice of your policy at all times on your primary, publicly accessible internet home page in a manner reasonably expected to be noticed by visitors to the homepage? If "Yes," continue to Line 10. Yes No

9a By checking this box, you agree that you will publicize your nondiscriminatory policy in a way that meets the requirements of Revenue Procedure 75-50, 1975-2 C.B. 587, as modified by Revenue Procedure 2019-22, I.R.B. 1260.

10 Do or will you (or any department or division of your organization) discriminate in any way on the basis of race with respect to admissions, use of facilities or exercise of student privileges, faculty or administrative staff, or scholarship or loan programs? If "Yes," for any of the above, explain fully. Yes No

11 Complete the table below to show the racial composition for the current academic year and projected for the next academic year. If you are not operational, submit an estimate based on the best information available (such as the racial composition of the community you serve).

For each racial category, enter the number of (a) students, (b) faculty, and (c) administrative staff. Provide actual numbers rather than percentages for each racial category.

Racial Category	(a) Student Body		(b) Faculty		(c) Administrative Staff	
	Current Year	Next Year	Current Year	Next Year	Current Year	Next Year
Total						

12 In the table below, enter the number and amount of loans and scholarships awarded to enrolled students by racial categories. Provide actual numbers rather than percentages for each racial category.

Check here if you will not provide any loans or scholarships to students.

Racial Category	Number of Loans		Amount of Loans		Number of Scholarships		Amount of Scholarships	
	Current Year	Next Year	Current Year	Next Year	Current Year	Next Year	Current Year	Next Year
Total								

Schedule B. Schools, Colleges, and Universities *(continued)*

13 List your incorporators, founders, board members, and donors of land or buildings, whether individuals or organizations.

14 Do any of your incorporators, founders, board members, and donors of land or buildings, whether individuals or organizations, have an objective to maintain segregated public or private school education? If "Yes," explain.

Yes No

15 Will you maintain records according to the nondiscrimination provisions contained in Revenue Procedure 75-50? If "No," explain.

Yes No

Schedule C. Hospitals and Medical Research Organizations

1 Are you a medical research organization (an organization whose principal purpose or function is medical research and which is directly engaged in the continuous active conduct of medical research) operated in conjunction with a hospital? If "No," continue to Line 2. Yes No

1a Name the hospitals with which you have a relationship and describe the relationship.

1b List your assets showing their fair market value and the portion of your assets directly devoted to medical research.

Do not complete the remainder of Schedule C.

2 Are you applying for exemption as a cooperative hospital service organization described in section 501(e)? If "Yes," explain. Yes No

Do not complete the remainder of Schedule C.

3 Are all the doctors in the community eligible for staff privileges? If "No," give the reasons why and explain how the medical staff is selected. Yes No

Schedule C. Hospitals and Medical Research Organizations (continued)

- 4** Do or will you provide medical services to all individuals in your community who can pay for themselves or are able to pay through some form of insurance? If "No," explain. Yes No

- 5** Do you or will you maintain a full-time emergency room? If "Yes," continue to Line 6. Yes No

- 5a** Are you a specialty hospital or would emergency services be duplicative based on your region or locality? Yes No

- 6** Do you provide free or below cost services? If "Yes," describe your policy for determining when and to whom you provide these services and how these services promote the organization's benefit to the community. Yes No

- 7** Do you or will you carry on a formal program of medical training or medical research? If "Yes," describe such programs, including the type of programs offered, the scope of such programs, and affiliations with other hospitals or medical care providers with which you carry on the medical training or research programs. Yes No

- 8** Do you or will you carry on a formal program of community education? If "Yes," describe such programs, including the type of programs offered, the scope of such programs, and affiliation with other hospitals or medical care providers with which you offer community education programs. Yes No

Schedule C. Hospitals and Medical Research Organizations *(continued)*

9 Is your board of directors composed of a majority of individuals who are representative of the community you serve, or do you operate under a parent organization whose board of directors is composed of a majority of individuals who are representative of the community you serve? If "Yes," continue to Line 10. Yes No

9a List each board member's name and business, financial, or professional relationship with the hospital. Also, identify each board member who is representative of the community and describe how that individual is a community representative. If you operate under a parent organization whose board of directors is not composed of a majority of individuals who are representative of the community you serve, provide the requested information for your parent's board of directors as well.

10 Do you operate a facility which is required by a state to be licensed, registered, or similarly recognized as a hospital? If "No," do not complete the rest of Schedule C. Yes No

10a Do you conduct a community health needs assessment (CHNA) at least once every three years and adopt an implementation strategy to meet the community health needs identified in the assessment as required by section 501(r)(3)? If "No," explain. Yes No

10b Do you have a written financial assistance policy (FAP) and a written policy relating to emergency medical care as required by section 501(r)(4)? If "No," explain. Yes No

Schedule C. Hospitals and Medical Research Organizations *(continued)*

10c Do you both (1) limit amounts charged for emergency or other medically necessary care provided to individuals eligible for assistance under your FAP to not more than amounts generally billed to individuals who have insurance covering such care, and (2) prohibit use of gross charges as required by section 501(r)(5)? If "No," explain. Yes No

10d Do you make reasonable efforts to determine whether an individual is FAP-eligible before engaging in extraordinary collection actions as required by section 501(r)(6)? If "No," explain. Yes No

Schedule D. Section 509(a)(3) Supporting Organizations

1 List the names, addresses, and EINs of the organizations you support.

--

2 Are all your supported organizations public charities under section 509(a)(1) or (2)? If "Yes," continue to Line 3. Yes No

2a Are your supported organizations tax exempt under section 501(c)(4), 501(c)(5), or 501(c)(6) and do your supported organizations meet the public support test under section 509(a)(2)? If "No," explain how each organization you support is a public charity under section 509(a)(1) or 509(a)(2). Yes No

--

3 Which of the following describes your relationship with your supported organization(s)?

- A majority of your governing board or officers are elected or appointed by your supported organization(s). (Type I supporting organization)
- Your control or management is vested in the same persons who control or manage your supported organization(s). (Type II supporting organization)
- One or more of your officers, directors, or trustees are elected or appointed by the officers, directors, trustees, or membership of your supported organization(s), or one or more of your officers, directors, trustees, or other important office holders, are also members of the governing body of your supported organization(s), or your officers, directors, or trustees maintain a close and continuous working relationship with the officers, directors, or trustees of your supported organization(s). (Type III supporting organization)

4 Describe how your governing board and officers are selected. If you are a Type III organization, also describe how your officers, directors, or trustees maintain a close and continuous working relationship with the officers, directors, or trustees of your supported organization(s).

--

Schedule D. Section 509(a)(3) Supporting Organizations (continued)

- 5** Do any persons who are disqualified persons (except individuals who are disqualified persons only because they are foundation managers) with respect to you or persons who have a family or business relationship with any disqualified persons appoint any of your foundation managers? If "Yes," (1) describe the process by which disqualified persons appoint any of your foundation managers, (2) provide the names of these disqualified persons and the foundation managers they appoint, and (3) explain how control is vested over your operations (including assets and activities) by persons other than disqualified persons. Yes No

- 6** Do any persons who are disqualified persons (except individuals who are disqualified persons only because they are foundation managers) have any influence regarding your operations, including your assets or activities? If "Yes," (1) provide the names of these disqualified persons, (2) explain how influence is exerted over your operations (including assets and activities), and (3) explain how control is vested over your operations (including assets and activities) by individuals other than disqualified persons. Yes No

- 7** Does your organizing document specify your supported organization(s) by name? Yes No
 If "Yes" and you selected Type I above, continue to Line 8.
 If "Yes," and you selected Type II, do not complete the rest of Schedule D.
 If "No" and you selected Type III above, amend your organizing document to specify your supported organization(s) by name or you will not meet the organizational test and need to reconsider your requested public charity classification; then continue to Line 8.

- 7a** Does your organizing document name a similar purpose or charitable class of beneficiaries as to your supported organization(s)? If "No," amend your organizing document to specify your supported organization(s) by name, purpose, or class or you will not meet the organizational test and need to reconsider your requested public charity classification. Yes No

If you selected Type II above, do not complete the rest of Schedule D.

- 8** Do you or will you receive contributions from any person who alone, or combined with family members or an entity at least 35% controlled by that person, controls any of your supported organizations, or will you receive contributions from any family member of, or an entity at least 35% controlled by, any person who controls any of your supported organizations? If "Yes," explain. Yes No

If you selected Type I above, do not complete the rest of Schedule D.

Schedule D. Section 509(a)(3) Supporting Organizations *(continued)*

- 9 Do the officers, directors, or trustees of your supported organization have a significant voice in your investment policies, the timing and making of grants, the selection of grant recipients, and in otherwise directing the use of your income or assets? If "Yes," explain. Yes No

- 10 In each taxable year, do you or will you provide each of your supported organizations with (a) a written notice addressed to a principal officer of the supported organization describing the type and amount of all of the support you provided to the supported organization during the immediately preceding taxable year, (b) a copy of your most recently filed Form 990-series return or notice, and (c) a copy of your governing documents? If 'No,' explain. Yes No

- 11 Do you exercise a substantial degree of direction over the policies, programs, and activities of your supported organization(s) and appoint or elect (directly or indirectly) a majority of the officers, directors, or trustees of your supported organization(s)? If "Yes," explain. Yes No

- 12 Do substantially all of your activities directly further the exempt purposes of one or more supported organizations to which you are responsive by performing the functions of, or carrying out the purposes of, such supported organization(s) and but for your involvement would normally be engaged in by such supported organization(s). If "Yes," explain and do not complete the rest of Schedule D. Yes No

Schedule D. Section 509(a)(3) Supporting Organizations *(continued)*

13 Do you distribute at least 85% of your annual net income or 3.5% of the aggregate fair market value of all of your non-exempt-use assets (whichever is greater) to your supported organization(s)? If "No," explain. Yes No

13a How much do you contribute annually to each supported organization?

13b What is the total annual revenue of each supported organization?

13c Do you or the supported organization(s) earmark your funds for support of a particular program or activity? If "Yes," explain. Yes No

Schedule E. Effective Date

- 1** Are you applying for reinstatement of exemption after being automatically revoked for failure to file required returns or notices for three consecutive years? If "No," continue to Line 2. Yes No

- 1a** Revenue Procedure 2014-11, 2014-1 C.B. 411, provides procedures for reinstating your tax-exempt status. Select the section of Revenue Procedure 2014-11 under which you want us to consider your reinstatement request.

- Section 4. You are seeking retroactive reinstatement under section 4 of Revenue Procedure 2014-11. By selecting this line, you attest that you meet the specified requirements of section 4, that your failure to file was not intentional, and that you have put in place procedures to file required returns or notices in the future. Do not complete the rest of Schedule E.

- Section 5. You are seeking retroactive reinstatement under section 5 of Revenue Procedure 2014-11. By selecting this line, you attest that you meet the specified requirements of section 5, that you have filed required annual returns, that your failure to file was not intentional, and that you have put in place procedures to file required returns or notices in the future.

Describe how you exercised ordinary business care and prudence in determining and attempting to comply with your filing requirements in at least one of the three years of revocation and the steps you have taken or will take to avoid or mitigate future failures to file timely returns or notices. Do not complete the rest of Schedule E.

- Section 6. You are seeking retroactive reinstatement under section 6 of Revenue Procedure 2014-11. By selecting this line, you attest that you meet the specified requirements of section 6, that you have filed required annual returns, that your failure to file was not intentional, and that you have put in place procedures to file required returns or notices in the future.

Describe how you exercised ordinary business care and prudence in determining and attempting to comply with your filing requirements in each of the three years of revocation and the steps you have taken or will take to avoid or mitigate future failures to file timely returns or notices. Do not complete the rest of Schedule E.

- Section 7. You are seeking reinstatement under section 7 of Revenue Procedure 2014-11, effective the date you are filling this application. Do not complete the rest of Schedule E.

- 2** Generally, if you did not file Form 1023 within 27 months of formation, the effective date of your exempt status will be the date you filed Form 1023 (submission date). Requests for an earlier effective date may be granted when there is evidence to establish you acted reasonably and in good faith and the grant of relief will not prejudice the interests of the government.

- Check this box if you accept the submission date as the effective date of your exempt status. Do not complete the rest of Schedule E.

- Check this box if you are requesting an earlier effective date than the submission date.

- 2a** Explain why you did not file Form 1023 within 27 months of formation, how you acted reasonably and in good faith, and how granting an earlier effective date will not prejudice the interests of the Government.

You may want to include the events that led to the failure to timely file Form 1023 and to the discovery of the failure, any reliance on the advice of a qualified tax professional and a description of the engagement and responsibilities of the professional as well as the extent to which you relied on the professional, a comparison of (1) what your aggregate tax liability would be if you had filed this application within the 27-month period with (2) what your aggregate liability would be if you were exempt as of your formation date, or any other information you believe will support your request for relief.

Schedule F. Low-Income Housing

- 1** Describe each facility including the type of facility, whether you own or lease the facility, how many residents it can accommodate, the current number of residents, and whether the residents purchase or rent housing from you.

- 2** Describe who qualifies for your housing in terms of income levels or other criteria and explain how you select residents.

- 3** Do you meet the safe harbor requirements outlined in Revenue Procedure 96-32, 1996-1 C.B. 717, which provides guidelines for providing low-income housing that will be treated as charitable, including for each project that (a) at least 75 percent of the units are occupied by residents that qualify as low-income and (b) either at least 20 percent of the units are occupied by residents that also meet the very low-income limit for the area or 40 percent of the units are occupied by residents that also do not exceed 120 percent of the area's very low-income limit, and less than 25 percent of the units are provided at market rates to persons who have incomes in excess of the low-income limit? Yes No

- 4** Is your housing affordable to low-income residents? If "Yes," describe how your housing is made affordable to low-income residents. Yes No

- 5** Do you impose any restrictions to make sure that your housing remains affordable to low-income residents? If "Yes," describe these restrictions. Yes No

Schedule F. Low-Income Housing *(continued)*

- 6 In addition to rent or mortgage payments, do residents pay periodic fees or maintenance charges? If "Yes," describe what these charges cover and how they are determined. Yes No

- 7 Do you provide social services to residents? If "Yes," describe these services. Yes No

- 8 Do you participate in any government housing programs? If "Yes," describe these programs. Yes No

Schedule G. Successors to Other Organizations

- 1** List the name, last address, and EIN of your predecessor organization and describe its activities.

- 2** List the owners, partners, principal stockholders, officers, and governing board members of your predecessor organization. Include their names, addresses, and share/interest in the predecessor organization (if for-profit).

- 3** Are you a successor to a for-profit organization? If "Yes," explain your relationship with the predecessor organization that resulted in your creation and explain why you took over the activities or assets of a for-profit organization or converted from for-profit to nonprofit status; continue to Line 4. Yes No

- 3a** Explain your relationship with the other organization that resulted in your creation and why you took over the activities or assets of another organization.

Schedule G. Successors to Other Organizations (continued)

- 4 Do or will you maintain a working relationship with any of the persons listed in question 2 or with any for-profit organization in which these persons own more than a 35% interest? If "Yes," describe the relationship. Yes No

- 5 Were any assets transferred, whether by gift or sale, from the predecessor organization to you? If "Yes," provide a list of assets, indicate the value of each asset, explain how the value was determined, and attach an appraisal, if available. For each asset listed, also explain if the transfer was by gift, sale, or combination thereof and describe any restrictions that were placed on the use or sale of the assets. Yes No

- 6 Were any debts or liabilities transferred from the predecessor for-profit organization to you? If "Yes," provide a list of the debts or liabilities that were transferred to you, indicating the amount of each, how the amount was determined, and the name of the person to whom the debt or liability is owed. Yes No

- 7 Will you lease or rent any property or equipment to or from the predecessor organization or any persons listed in Line 2 or a for-profit organization in which these persons own more than a 35% interest? If "Yes," describe the arrangement(s) including how the lease or rental value was determined. Yes No

Schedule H. Organizations Providing Scholarships, Fellowships, Educational Loans, or Other Educational Grants to Individuals and Private Foundations Requesting Advance Approval of Individual Grant Procedures

Section I Public charities and private foundations complete lines 1 through 8 of this section.

- 1 Describe the types of educational grants you provide to individuals, such as scholarships, fellowships, loans, etc., including the purpose, number and amount(s) of grants, how the program is publicized, and if you award educational loans, the terms of the loans.

- 2 Do you maintain case histories showing recipients of your scholarships, fellowships, educational loans, or other educational grants, including names, addresses, purposes of awards, amount of each grant, manner of selection, and relationship (if any) to officers, trustees, or donors of funds to you? If "No," explain. Yes No

- 3 Describe the specific criteria you use to determine who is eligible for your program (for example, eligibility selection criteria could consist of graduating high school students from a particular high school who will attend college, writers of scholarly works about American history, etc.).

- 4 Describe the specific criteria you use to select recipients (for example, specific selection criteria could consist of prior academic performance, financial need, etc.).

Schedule H. Organizations Providing Scholarships, Fellowships, Educational Loans, or Other Educational Grants to Individuals and Private Foundations Requesting Advance Approval of Individual Grant Procedures *(continued)*

- 5 Describe any requirement or condition you impose on recipients to obtain, maintain, or qualify for renewal of a grant (for example, specific requirements or conditions could consist of attendance at a four-year college, maintaining a certain grade point average, teaching in public school after graduation from college, etc.).

- 6 Describe your procedures for supervising the scholarships, fellowships, educational loans, or other educational grants. Explain whether you obtain reports and grade transcripts from recipients, or you pay grants directly to a school under an arrangement whereby the school will apply the grant funds only for enrolled students who are in good standing. Also, describe your procedures for taking action if the terms of the award are violated.

- 7 How do you determine who is on the selection committee for the awards made under your program?

- 8 Are relatives of members of the selection committee, or of your officers, directors, or substantial contributors eligible for awards made under your program? If "Yes," what measures do you take to ensure unbiased selections?

Yes No

Do not complete the rest of Schedule H. If you are a private foundation, you will be directed to complete Section II of Schedule H later in the application.

Schedule H. Organizations Providing Scholarships, Fellowships, Educational Loans, or Other Educational Grants to Individuals and Private Foundations Requesting Advance Approval of Individual Grant Procedures *(continued)*

Section II

Private foundations complete lines 1 through 7 of this section. Public charities do not complete this section.

- 1** As a private foundation, do you want this application to be considered as a request for advance approval of grant making procedures? Yes No

If "No," do not complete the rest of Schedule H.

- 1a** Check the box(es) indicating under which section(s) you want your grant making procedures to be considered.

- 4945(g)(1) - Scholarship or fellowship grant to an individual for study at an educational institution
- 4945(g)(3) - Other grants, including loans, to an individual for travel, study, or other similar purposes, to enhance a particular skill of the grantee or to produce a specific product

- 2** Do you represent that you will (1) arrange to receive and review grantee reports annually and upon completion of the purpose for which the grant was awarded, (2) investigate diversions of funds from their intended purposes, and (3) take all reasonable and appropriate steps to recover diverted funds, ensure other grant funds held by a grantee are used for their intended purposes, and withhold further payments to grantees until you obtain grantees' assurances that future diversions will not occur and that grantees will take extraordinary precautions to prevent future diversions from occurring? Yes No

- 3** Do you represent that you will maintain all records relating to individual grants, including information obtained to evaluate grantees, identify whether a grantee is a disqualified person, establish the amount and purpose of each grant, and establish that you undertook the supervision and investigation of grants described in Line 2? Yes No

- 4** Do you or will you award scholarships, fellowships, and educational loans to attend an educational institution based on the status of an individual being an employee of a particular employer? Yes No

If "No," do not complete the rest of Schedule H.

- 5** Will you comply with the seven conditions and either the percentage tests or facts and circumstances test for scholarships, fellowships, and educational loans to attend an educational institution as set forth in Revenue Procedures 76-47, 1976-2 C.B. 670, and 80-39, 1980-2 C.B. 772, which apply to inducement, selection committee, eligibility requirements, objective basis of selection, employment, course of study, and other objectives? Yes No

- 6** Do you or will you provide scholarships, fellowships, or educational loans to attend an educational institution to employees of a particular employer? If "No," continue to Line 7. Yes No

- 6a** Will you award grants to 10% or fewer of the eligible applicants who were actually considered by the selection committee in selecting recipients of grants in that year as provided by Revenue Procedures 76-47 and 80-39? Yes No

- 7** Do you provide scholarships, fellowships, or educational loans to attend an educational institution to children of employees of a particular employer? Yes No

If "No," do not complete the rest of Schedule H.

- 7a** Will you award grants to 25% or fewer of the eligible applicants who were actually considered by the selection committee in selecting recipients of grants in that year as provided by Revenue Procedures 76-47 and 80-39? Yes No

If "Yes," do not complete the rest of Schedule H.

Schedule H. Organizations Providing Scholarships, Fellowships, Educational Loans, or Other Educational Grants to Individuals and Private Foundations Requesting Advance Approval of Individual Grant Procedures *(continued)*

7b Will you award grants to 10% or fewer of the number of employees' children who can be shown to be eligible for grants (whether or not they submitted an application) in that year, as provided by Revenue Procedures 76-47 and 80-39? If "Yes," describe how you will determine who can be shown to be eligible for grants without submitting an application, such as by obtaining written statements or other information about the expectations of employees' children to attend an educational institution; do not complete the rest of Schedule H. Yes No

7c Will you award grants based on facts and circumstances that demonstrate that the grants will not be considered compensation for past, present, or future services or otherwise provide a significant benefit to the particular employer? If "Yes," describe the facts and circumstances you believe will demonstrate that the grants are neither compensatory nor a significant benefit to the particular employer. In your explanation, describe why you cannot satisfy either the 25% test or the 10% test in questions 7a and 7b. Yes No

FALLS VILLAGE COMMUNITY DEVELOPMENT CORPORATION
ATTACHMENTS TO FORM 1023

EXHIBIT A: CERTIFICATE OF INCORPORATION

EXHIBIT B: BYLAWS

EXHIBIT C: FORM 2848 – POWER OF ATTORNEY & DECLARATION OF REPRESENTATIVE

EXHIBIT A

CERTIFICATE OF INCORPORATION



SECRETARY OF THE STATE OF CONNECTICUT

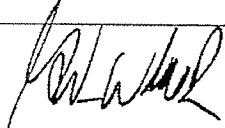
MAILING ADDRESS: COMMERCIAL RECORDING DIVISION, CONNECTICUT SECRETARY OF THE STATE, P.O. BOX 150470, HARTFORD, CT 06115-0470
DELIVERY ADDRESS: COMMERCIAL RECORDING DIVISION, CONNECTICUT SECRETARY OF THE STATE, 30 TRINITY STREET, HARTFORD, CT 06106
PHONE: 860-509-6003 WEBSITE: www.concord-sols.ct.gov

CERTIFICATE OF INCORPORATION
NONSTOCK CORPORATION

FILING #0006792422 PG 01 OF 02 VOL B-02634
FILED 02/27/2020 02:00 PM PAGE 01019
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

USE INK. COMPLETE ALL SECTIONS. PRINT OR TYPE. ATTACH

Form with sections: FILING PARTY (CONFIRMATION WILL BE SENT TO THIS ADDRESS); FILING FEE: \$50; 1. NAME OF CORPORATION: FALLS VILLAGE COMMUNITY DEVELOPMENT CORPORATION; 2. PLACE A CHECK NEXT TO THE APPROPRIATE STATEMENT; 3. APPOINTMENT OF REGISTERED AGENT; BUSINESS ADDRESS; RESIDENCE ADDRESS; B. BUSINESS ENTITY AGENT NAME.

ACCEPTANCE OF APPOINTMENT: X <u><i>Felicia Brodzky Jones</i></u> _____ FELICIA BRODZKY JONES SIGNATURE OF AGENT		
4. THE NATURE OF THE ACTIVITIES TO BE CONDUCTED OR THE PURPOSES TO BE PROMOTED BY THE CORPORATION: The organization is formed exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, as amended.		
5. OTHER INFORMATION: Upon the dissolution of this 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.		
6. CORPORATION EMAIL ADDRESS - <u>REQUIRED</u> : (IF NONE, MUST STATE "NONE.") NONE		
7. EXECUTION: CERTIFICATE MUST BE SIGNED BY EACH INCORPORATOR DATED THIS 27th DAY OF February , 20 20		
NAME OF INCORPORATOR	ADDRESS	SIGNATURE(S)
G. WARREN WHITAKER	ADDRESS: DAY PITNEY LLP 605 THIRD AVENUE, 31ST FL. NEW YORK, NY 10158 CITY STATE: ZIP:	
	ADDRESS: CITY STATE: ZIP:	
	ADDRESS: CITY STATE: ZIP:	
	ADDRESS: CITY STATE: ZIP:	

STATE OF CONNECTICUT }
OFFICE OF THE CLERK OF THE STATE } SS. HARTFORD

I hereby certify that this is a true copy of record
in this Office.

In Testimony whereof, I have hereunto set my hand
and affixed the Seal of said State, at Hartford,

this 28th day of FEBRUARY A.D. 2020

Reverie H. Merrill

SECRETARY OF THE STATE

EXHIBIT B

BYLAWS

**BYLAWS
OF
FALLS VILLAGE COMMUNITY
DEVELOPMENT CORPORATION
(a Connecticut Nonstock Corporation)**

Adopted as of March 3, 2020

TABLE OF CONTENTS

ARTICLE I:	NAME AND AREA.....	Page 3
ARTICLE II:	VISION, MISSION & FUNCTION.....	Page 4
ARTICLE III:	BOARD OF DIRECTORS.....	Page 5
ARTICLE IV:	OFFICERS.....	Page 7
ARTICLE V:	OPERATING PROCEDURES.....	Page 9
ARTICLE VI:	CORPORATE SEAL.....	Page 11
ARTICLE VII:	AMENDMENTS & REVIEW.....	Page 11
ARTICLE VIII:	DISSOLUTION.....	Page 12
ARTICLE IX:	CONFLICTS OF INTEREST.....	Page 12
ARTICLE X:	MISCELLANEOUS	Page 16

ATTACHMENTS:

- EXHIBIT A: MAP

**BYLAWS
OF
FALLS VILLAGE COMMUNITY
DEVELOPMENT CORPORATION**

**ARTICLE I:
NAME & AREA**

Section 1.1 - Name

The name of the corporation is “**Falls Village Community Development Corporation**” (hereinafter referred to as “FVCDC” or the “Corporation”), a nonstock corporation organized pursuant to the Connecticut Revised Nonstock Corporation Act (the “Act”).

Section 1.2 - Area

FVCDC’s primarily objective is to service part or the entire neighborhood commonly called “downtown Falls Village” in the Town of Canaan, Connecticut (“Falls Village”). The boundaries of Falls Village are as follows: The intersection of Route 7 and Main Street, along Main Street to Railroad Street, along Railroad Street to Route 7 and north on Route 7 back to Main Street. The Board of Directors (as defined below) may direct FVCDC’s activities to a specific priority target area within Falls Village as appropriate. Likewise, the Board of Directors may authorize FVCDC to conduct activities outside of Falls Village if it determines, in its sole discretion, that such activities will be of direct benefit to FVCDC or Falls Village.

Section 1.3 - Status

The Corporation shall observe all local, state and federal laws that apply to a non-profit organization as defined in Section 501(c)(3) of the Internal Revenue Code, as may be amended from time to time (the “Code”).

**ARTICLE II:
VISION, MISSION & FUNCTION**

Section 2.1 – Vision

The stated vision of FVCDC is to restore Falls Village Downtown Center to the vibrant commercial and social center it once was and to energize the growth of the community as a whole.

Section 2.2 – Mission Statement

The purpose of FVCDC is to create a professional and sustainable non-profit organization and Board (as defined below) capable of accessing and administering funding to engage in projects with the intention of improving economic conditions and quality of life in Falls Village. Like many rural small town across the nation, Falls Village has experienced economic dislocation over recent decades. FVCDC will utilize “smart growth” techniques to engage in projects that stimulate tourism and employment and work to create a community that will attract young families, keep Falls Village’s schools viable and ensure economic, environmental and social sustainability. These projects will include Main Street revitalization, small business assistance, affordable housing, enhancing parks and outdoor spaces and marketing Falls Village as a recreational and tourist destination.

Section 2.3 – Function

The function of FVCDC is to utilize the “community development corporation” model to access state, federal and foundation funding as a stimulus to establish businesses and socially beneficial enterprises, including establishing affordable housing and business incubators within Falls Village.

Section 2.4 – Intended Result

FVCDC’s intended result is to improve the aesthetic and social interest of the Falls Village community, attract businesses and services to the downtown, and create

affordable rental housing opportunities so that Falls Village will attract younger people and families to the area. FVCDC believes such actions will help balance the community and shift the demographics to have a positive impact on the declining local elementary school and high school enrollment, inadequate workforce pool, lack of social opportunities and eroding infrastructure and general visual appeal.

Section 2.5 - Offices

The principal office of the Corporation shall be located in the Town of Canaan (Falls Village) town hall building located at 108 Main Street, PO Box 47, Falls Village, CT 06031. The Board may establish other offices, from time to time, within the State of Connecticut, as the affairs of the Corporation require.

Section 2.6 - Non-Discrimination

In all of its dealings with all persons, the Corporation and its duly authorized agents and bodies shall not discriminate against any individual or group for reasons of race, color, religion, sex, age, culture, national origin, sexual orientation, familial status, or handicap (disability).

ARTICLE III: BOARD OF DIRECTORS

Section 3.1 – Governing Authority

Pursuant to Section 33-1055 of the Act, the Corporation shall have no members and shall be governed by a board of directors (the “Board of Directors” or the “Board”). The Board of Directors shall have all general management powers permitted by the Act to manage the Corporation’s business, property and affairs and shall elect all officers of the Corporation.

Section 3.2 - Number, Election and Term of Office

The Board of Directors shall be composed of no fewer than five (5) and no more than eleven (11) individuals (each, a “Director”). The Board shall at all times be comprised of

residents of Falls Village and include at least one (1) member of the Board of Selectmen and one (1) member of either the Board of Finance or Planning and Zoning Commission. The actual number of Directors may be adjusted from time to time by resolution adopted by the Directors.

The Directors shall serve staggered terms as permitted by Section 33-1086 of the Act. Each Director shall have a term of three (3) years, except that the total amount of initial Directors shall be divided into three (3) groups, with each group containing approximately the same percentage of the total, as near as possible, with the term of one group expiring each year. Directors shall hold office until the expiration of their term or, if later, until their successors are duly elected or appointed. Notwithstanding the foregoing, no Director shall serve more than three (3) terms.

Section 3.3 - Elections/Appointment; Voting

Election and appointment of Directors shall take place at the annual meeting and conducted in accordance with Article V.

Section 3.4 - Vacancies; Removal

Vacancies on the Board of Directors shall be filled for the unexpired term by vote of the Directors. A Director may be removed, with or without cause, by at least a three-fourths (3/4) vote of the Directors (other than the Director being removed). Vacancies may be filled by vote of the Directors at any regular meeting or at a special meeting called for that purpose.

Section 3.5 - Committees

The Board of Directors may establish one or more committees (each, a "Committee"), which shall in each case consist of one (1) or more Directors and shall have such purposes, powers and duties as prescribed from time to time by the Board. The Board shall appoint one Director serving on a Committee to serve as the chairperson of such Committee (the "Committee Chair"). The Committee Chair may recruit volunteers from the community to assist in the duties of the Committee.

Section 3.6 - Compensation

The Directors may not receive compensation for the execution of their offices; however, a Director may request reimbursement for expenses incurred in connection with the administration of his or her duties as Director at the meeting prior to the date the expected expense is incurred, or as otherwise approved by the Board.

ARTICLE IV: OFFICERS

Section 4.1 - Titles, Elections and Duties

The Board shall choose by ballot, from among the Directors, officers that shall consist of a President, Vice President, Secretary and a Treasurer, and the Board may from time to time appoint one or more additional Vice Presidents, an Assistant Treasurer and such other officers as the Directors deem expedient (each, an “Officer”). The duties of the Officers of the Corporation shall be such as are imposed by these Bylaws and from time to time prescribed by the Directors. Only a Director shall serve as an Officer.

Section 4.2 - President

The President of the Board shall preside at all meetings of the Board. The President shall be the Chief Executive Officer of the Corporation and shall have general supervision over its affairs and interests.

Section 4.3 - Vice President

In case of the death, disqualification, absence, or inability to act of the President, the Vice President shall have all the powers and perform all the duties of the President, and at other times, when specifically authorized by the Board of Directors, shall have such powers and perform such duties of the President as the Board of Directors may from time to time determine.

Section 4.4 - Secretary

The Secretary shall keep the minutes of the meetings of Directors, give notice of all meetings required by these Bylaws and have custody of the seal of the Corporation and of all books, records and papers of the Corporation, except those in the custody of some other person authorized to have custody and possession thereof by resolution of the Board of Directors.

Section 4.5 - Treasurer

The Treasurer shall receive, hold and deposit in the name of the Corporation all of its funds. Subject to the direction of the Directors or a Committee or agent thereof, the Treasurer shall invest and reinvest all funds of the Corporation, including any funds the Corporation may hold in trust. The Treasurer shall be responsible for the disbursement of such funds at the direction of the Board of Directors. In order to carry out such directions, either the President, Vice President, Secretary or Treasurer must sign all checks drawn upon any bank accounts in which the funds of the Corporation are on deposit. The Treasurer shall make an annual report to the Corporation, which shall be audited by auditors appointed by the Board of Directors. The Treasurer shall give bond to the Corporation in such amount as the Directors may from time to time order. The Board of Directors may at any time appoint an Assistant Treasurer to aid the Treasurer in the performance of his or her duties or to perform those duties in the absence or disability of the Treasurer, and the Board may appoint a bank or trust company as its fiscal agent.

Section 4.6 - Compensation

The Officers of the Corporation may not receive compensation for the execution of their offices except for reimbursable expenses as noted above in Section 3.6.

Section 4.7 - Term of Office

Each Officer shall serve for a term of two (2) years or until his or her successor is chosen. Any Officer may be removed by the Board of Directors at any time, with or without

cause, and with or without notice of hearing, by a three-quarters (3/4) vote of the Directors (other than any Director who is the Officer being removed). Any vacancies among the Officers by reason of death, resignation or other cause shall be filled by the Board of Directors.

Section 4.8 - Delegation of Duties

Upon the approval of the Board of Directors present at any regular or special meeting called for that purpose, any Officer of the Corporation, except the President, may from time to time delegate to another Director or to a professional management agent any or all of the powers, duties and discretion connected with his or her office. Any such delegation may later be revoked by the Board of Directors.

ARTICLE V: OPERATING PROCEDURES

Section 5.1 - Meetings; Quorum

Annual, regular and special meetings of the Board of Directors shall be held at such times and places as the Board may determine or as otherwise provided by this Article V. A simple majority of Directors, without regard to vacancies, shall constitute a quorum for any meeting. When a quorum is present, a majority of the Directors present shall decide any question brought before such meeting, with each Director having one vote. Directors shall not act by proxy. Roberts' Rules of Order shall govern all FVCDC meetings.

Section 5.2 – Deadlock

In the event that (a) the entire Board is comprised of an even number of Directors and (b) at a meeting at which all Directors are present, there are an equal number of votes cast for any against and proposed action (a "Deadlock"), the decision of the Board on the matter giving rise to the Deadlock shall be made by (i) holding a special meeting within seven (7) days of the Deadlock and voting again on the issue, and (ii) if such revote still results in a Deadlock, a Deadlock shall be considered a negative vote.

Section 5.3 – Board Meeting Calendar

An annual calendar of Board meetings shall be established at the first Board meeting following the annual meeting. The Board of Directors shall be notified at least five (5) days in advance of any changes in meeting date, time, or place.

Section 5.4 – Annual Meeting

An annual meeting of the Corporation shall be held upon call of the President at a date in June each year, at such time and place in the Town of Canaan (Falls Village), Connecticut as the President shall appoint. At the annual meeting, the President shall report to the Board on the activities of the Corporation for the prior year, the Board shall elect and appoint Directors and Officers, and the Board may also address any other matters brought forth at the meeting. Written or electronic notice of the time and place of each annual meeting shall be given to each Director at least five (5) business days before the meeting. Such notice shall include the names of the nominees proposed for the election of Directors or Officers.

Section 5.5 - Special Meetings

Special meetings of the Board of Directors shall be held upon call of the President or any two (2) Directors. Notice of the date, hour and place of all special meetings shall be given to each Director in writing, via email or orally at least twenty-four (24) hours in advance of such special meeting.

Section 5.6 - Directors' Action without Meeting

If all Directors consent in writing (or electronic communication) to any action taken, such action shall be as valid a corporate action as though it had been authorized at a meeting of the Board of Directors. The Secretary shall file such consents with the minutes of the meetings of the Board of Directors.

Section 5.7 - Directors' Telephone Participation in Meetings

A Director may participate in a meeting of the Board of Directors by means of conference telephone or similar communications equipment enabling all Directors participating in the meeting to hear one another, and participation in a meeting pursuant to this section shall constitute presence in person at such a meeting.

Section 5.8 – Certain Actions Requiring Written Notice

Notwithstanding any of the foregoing, no provision set forth by these Bylaws may be brought up for adoption, amendment or repeal in any meeting unless the Directors are provided with advance written notice of the meeting, as required by Section 33-1098 of the Act.

**ARTICLE VI:
CORPORATE SEAL**

Section 6.1 - Design

The corporate seal of the Corporation shall be circular with the name of the Corporation around the border and the words "Connecticut" and "Seal" in the center.

**ARTICLE VII:
AMENDMENTS & REVIEW**

Section 7.1 – Amendments

These Bylaws may be amended by the vote of at least two-thirds (2/3) of all Directors at any duly called meeting, provided written notice of the meeting and such proposed action is given to each Director as required by Section 33-1098 of the Act.

Section 7.2 - Review

These Bylaws shall be reviewed at least once every five (5) years by an ad hoc Bylaw Committee which shall recommend to the Board any changes that it deems advisable.

**ARTICLE VIII:
DISSOLUTION**

Section 8.1 - Dissolution

The decision to dissolve the Corporation shall require the unanimous approval of the Board of Directors. Notice of the proposed dissolution of the Corporation shall be given to all Directors no later than one month prior to the meeting at which the proposal is to be acted upon.

Section 8.2 – Distribution of Assets

In the event that the Corporation is dissolved, the assets of the Corporation shall be distributed by the Board as provided in the Certificate of Incorporation.

**ARTICLE IX:
CONFLICTS OF INTEREST**

Section 9.1 – Interested Person

Any Director, Officer, or member of a Committee with governing Board-delegated powers, who has a direct or indirect Financial Interest, as defined below, is an “Interested Person.”

Section 9.2 – Financial Interest

A person has a “Financial Interest” if the person has, directly or indirectly, through business, investment, or family: (1) an ownership or investment interest in any entity with which FVCDC has a transaction or arrangement; (2) a compensation or employment arrangement with FVCDC or with any entity or individual with which FVCDC has a transaction or arrangement; or (3) a potential ownership or investment interest in, or compensation or employment arrangement with, any entity or individual with which FVCDC is negotiating a transaction or arrangement. For purposes of this Section 9.2, “compensation” includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A person employed by FVCDC has a Financial Interest in matters

pertaining to that person's employment or compensation. However, a Financial Interest is not necessarily a conflict of interest.

Section 9.3 – Duty to Disclose

In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence of the Financial Interest and be given the opportunity to disclose all material facts to the Board of Directors.

Section 9.4 – Determining Whether a Conflict of Interest Exists

Once an Interested Person discloses a Financial Interest and all material facts to the Board as required by Section 9.3, the question of whether an actual conflict exists shall be decided by a majority vote of the Directors excluding the Interested Person (who shall physically remove himself or herself from the room during such discussion and vote) and excluding any other Directors present who have already been disqualified from discussing or voting on the issue because of their own conflict of interest.

Section 9.5 – Procedures for Addressing a Conflict of Interest

- a) An Interested Person may make a presentation at the governing Board meeting, but after such presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or agreement involving the possible conflict of interest.
- b) The Board of Directors shall, if appropriate, appoint a disinterested person or Committee to investigate alternatives to the proposed transaction or agreement.
- c) After exercising due diligence, the Board of Directors shall determine whether FVCDC can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the best interests of FVCDC, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, the Board shall make its decision as to whether to enter into the transaction or arrangement. No Interested Person shall discuss or

vote on any matter which would involve a conflict of interest except that said Interested Person shall discuss such a matter when so requested by the remaining members of the Board.

- e) If the Board of Directors or any Committee or member thereof has reasonable cause to believe that an Interested Person has failed to disclose a Financial Interest that is an actual or potential conflict of interest, the Interested Person shall be informed of the basis for such belief and shall be afforded the opportunity to explain the alleged failure to disclose. If, after hearing the Interested Person's response and after making further investigation as may be warranted under the circumstances, the Board of Directors determines that the Interested Person has failed to disclose an actual or potential conflict of interest, the Board shall take appropriate disciplinary and corrective action as it determines in its sole discretion.

Section 9.6 – Records of Proceedings

The minutes of the Board of Directors shall contain: (1) the names of the persons who disclosed or otherwise were found to have a Financial Interest in connection with an actual or possible conflict of interest, the nature of the Financial Interest, any action taken to determine whether a conflict of interest was present, and the Board's decision as to whether a conflict of interest in fact existed; and (2) the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 9.7 – No Invalidation

No contract or other transaction of the FVCDC shall, in the absence of fraud, be affected or invalidated by the fact that any Director or Officer (or any corporation, firm or association in which a Director or Officer of the Corporation participate as a director, officer, stockholder, or member thereof) may be party to or may have an interest, pecuniary or otherwise, in any such contract or other transaction, provided that the nature

and extent of his/her interest was disclosed to, or known by, the entire Board of Directors before acting on such contract or other transaction in accordance with this Article IX.

Section 9.8 – Periodic Reviews

To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, confirm that (i) no Director or Officer is receiving compensation for his or her services to the Corporation and (ii) any partnerships, joint ventures, or arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit, or in an excess benefit transaction. When conducting a periodic review, the Board may, but need not, use outside advisors. If outside advisors are used, their use shall not relieve the Board of its responsibilities for ensuring periodic reviews are conducted.

Section 9.9 – Conflict of Interest Policy

The Corporation shall maintain a conflict of interest policy in accordance with published Internal Revenue Service guidance that sets forth the policies set forth by this Article IX and any additional policy information that the Board deems advisable. At the annual meeting, each Director and Officer shall sign an annual statement affirming that he or she (i) has received a copy of the Corporation's conflicts of interest policy, (ii) has read and understands the policy, (iii) has agreed to comply with the policy, and (iv) understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

**ARTICLE X:
MISCELLANEOUS**

Section 10.1 – Private Foundation Restrictions

FVCDC, as a not-for-profit, tax-exempt organization, depends on charitable contributions and financial support from public and private resources. In any year in which FVCDC is a private foundation, as described in Section 509(a) of the Code, FVCDC shall distribute any income that it receives at such time and in such manner as not to subject itself to tax under Section 4942 of the Code, and FVCDC shall not (i) engage in self-dealing (as defined by Section 4941(d) of the Code), (ii) retain any excess business holdings (as defined by Section 4943(c) of the Code), (iii) make any investments in such manner as to subject FVCDC to tax under Section 4944 of the Code or (iv) make any taxable expenditures (as defined by Section 4945(d) of the Code). The provisions set forth in the two preceding sentences are designed to comply with the requirements that FVCDC must satisfy in order to qualify as a tax-exempt organization under Section 508(e) of the Code and shall be interpreted accordingly.

Section 10.2 – Indemnification

Each Director and Officer of the Corporation shall be entitled to indemnity from the Corporation for any liability incurred, for any act performed by him or her within the scope of the authority conferred thereon by these Bylaws, and for any act omitted to be performed if such Director or Officer, in good faith, determined that such course of conduct was in the best interests of the Corporation and such course of conduct did not constitute gross negligence or willful misconduct, which indemnification shall include all reasonable expenses incurred, including reasonable legal and other professional fees and expenses. Indemnification shall include payment by the Corporation of expenses in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding upon receipt of an undertaking by the person indemnified to repay such payment if it is ultimately determined that such person is not entitled to indemnification under this Section 10.2.

EXHIBIT A

MAP

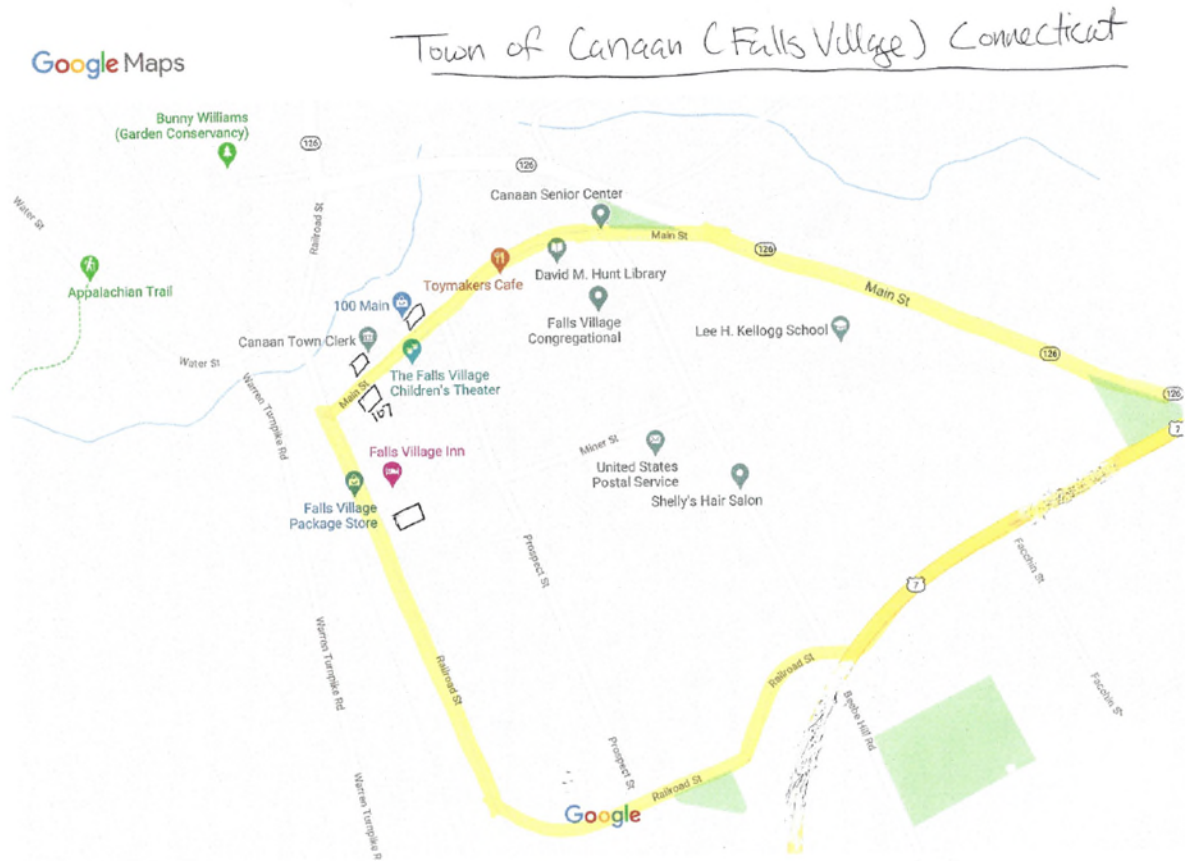


EXHIBIT C

FORM 2848

POWER OF ATTORNEY & DECLARATION OF REPRESENTATIVE

Power of Attorney and Declaration of Representative

For IRS Use Only

Received by: _____
 Name _____
 Telephone _____
 Function _____
 Date / /

▶ Go to www.irs.gov/Form2848 for instructions and the latest information.

Part I Power of Attorney

Caution: A separate Form 2848 must be completed for each taxpayer. Form 2848 will not be honored for any purpose other than representation before the IRS.

1 Taxpayer information. Taxpayer must sign and date this form on page 2, line 7.

Taxpayer name and address FALLS VILLAGE COMMUNITY DEVELOPMENT CORPORATION TOWN HALL BUILDING 108 MAIN STREET , P.O. BOX 47 FALLS VILLAGE, CT 06031	Taxpayer identification number(s) 84-5107230 Daytime telephone number Plan number (if applicable)
--	---

hereby appoints the following representative(s) as attorney(s)-in-fact:

2 Representative s) must sign and date this form on page 2, Part II.

Name and address G. WARREN WHITAKER, ESQ. DAY PITNEY LLP 605 THIRD AVENUE, 31ST FL. NEW YORK, NY 10158 Check if to be sent copies of notices and communications <input type="checkbox"/>	CAF No. 2000-62604R PTIN P00836428 Telephone No. 212-297-2468 Fax No. 718-764-4360 Check if new: Address <input type="checkbox"/> Telephone No. <input type="checkbox"/> Fax No. <input type="checkbox"/>
Name and address STEPHEN ZIOBROWSKI, ESQ. DAY PITNEY LLP ONE INTERNATIONAL PLACE, 17TH FL. BOSTON, MA 02110 Check if to be sent copies of notices and communications <input type="checkbox"/>	CAF No. 2005-07533R PTIN P01069753 Telephone No. 617-345-4648 Fax No. 617-206-9371 Check if new: Address <input type="checkbox"/> Telephone No. <input type="checkbox"/> Fax No. <input type="checkbox"/>
Name and address JUSTIN HANNAN, ESQ. DAY PITNEY LLP ONE INTERNATIONAL PLACE, 17TH FL. BOSTON, MA 02110 (Note: IRS sends notices and communications to only two representatives.)	CAF No. 0311-47183R PTIN P02174035 Telephone No. 617-345-4619 Fax No. 617-607-9281 Check if new: Address <input type="checkbox"/> Telephone No. <input type="checkbox"/> Fax No. <input type="checkbox"/>
Name and address (Note: IRS sends notices and communications to only two representatives.)	CAF No. _____ PTIN _____ Telephone No. _____ Fax No. _____ Check if new: Address <input type="checkbox"/> Telephone No. <input type="checkbox"/> Fax No. <input type="checkbox"/>

to represent the taxpayer before the Internal Revenue Service and perform the following acts:

3 Acts authorized you are required to complete this line 3). With the exception of the acts described in line 5b, I authorize my representative(s) to receive and inspect my confidential tax information and to perform acts that I can perform with respect to the tax matters described below. For example, my representative(s) shall have the authority to sign any agreements, consents, or similar documents (see instructions for line 5a for authorizing a representative to sign a return).

Description of Matter (Income, Employment, Payroll, Excise, Estate, Gift, Whistleblower, Practitioner Discipline, PLR, FOIA, Civil Penalty, Sec. 5000A Shared Responsibility Payment, Sec. 4980H Shared Responsibility Payment, etc.) (see instructions)	Tax Form Number (1040, 941, 720, etc.) (if applicable)	Year(s) or Period(s) (if applicable) (see instructions)
RECOGNITION OF EXEMPTION	1023	2020
INCOME	990	2020, 2021, 2022

4 Specific use not recorded on Centralized Authorization File CAF). If the power of attorney is for a specific use not recorded on CAF, check this box. See the instructions for **Line 4. Specific Use Not Recorded on CAF**

5a Additional acts authorized. In addition to the acts listed on line 3 above, I authorize my representative(s) to perform the following acts (see instructions for line 5a for more information):

Access my IRS records via an Intermediate Service Provider;
 Authorize disclosure to third parties; Substitute or add representative(s); Sign a return; _____

Other acts authorized: _____

b Specific acts not authorized. My representative(s) is (are) not authorized to endorse or otherwise negotiate any check (including directing or accepting payment by any means, electronic or otherwise, into an account owned or controlled by the representative(s) or any firm or other entity with whom the representative(s) is (are) associated) issued by the government in respect of a federal tax liability.
List any other specific deletions to the acts otherwise authorized in this power of attorney (see instructions for line 5b):

6 Retention/revocation of prior power(s) of attorney. The filing of this power of attorney automatically revokes all earlier power(s) of attorney on file with the Internal Revenue Service for the same matters and years or periods covered by this document. If you do not want to revoke a prior power of attorney, check here
YOU MUST ATTACH A COPY OF ANY POWER OF ATTORNEY YOU WANT TO REMAIN IN EFFECT.

7 Signature of taxpayer. If a tax matter concerns a year in which a joint return was filed, each spouse must file a separate power of attorney even if they are appointing the same representative(s). If signed by a corporate officer, partner, guardian, tax matters partner, partnership representative, executor, receiver, administrator, or trustee on behalf of the taxpayer, I certify that I have the legal authority to execute this form on behalf of the taxpayer.

▶ IF NOT COMPLETED, SIGNED, AND DATED, THE IRS WILL RETURN THIS POWER OF ATTORNEY TO THE TAXPAYER.

Felicia Brodzky Jones 4-4-20 PRESIDENT
Signature Date Title (if applicable)

FELICIA BRODZKY JONES FALLS VILLAGE COMMUNITY DEVELOPMENT CORPORATION
Print Name Print name of taxpayer from line 1 if other than individual

Part II Declaration of Representative

Under penalties of perjury, by my signature below I declare that:

- I am not currently suspended or disbarred from practice, or ineligible for practice, before the Internal Revenue Service;
- I am subject to regulations contained in Circular 230 (31 CFR, Subtitle A, Part 10), as amended, governing practice before the Internal Revenue Service;
- I am authorized to represent the taxpayer identified in Part I for the matter(s) specified there; and
- I am one of the following:
 - a Attorney—a member in good standing of the bar of the highest court of the jurisdiction shown below.
 - b Certified Public Accountant—a holder of an active license to practice as a certified public accountant in the jurisdiction shown below.
 - c Enrolled Agent—enrolled as an agent by the Internal Revenue Service per the requirements of Circular 230.
 - d Officer—a bona fide officer of the taxpayer organization.
 - e Full-Time Employee—a full-time employee of the taxpayer.
 - f Family Member—a member of the taxpayer's immediate family (spouse, parent, child, grandparent, grandchild, step-parent, step-child, brother, or sister).
 - g Enrolled Actuary—enrolled as an actuary by the Joint Board for the Enrollment of Actuaries under 29 U.S.C. 1242 (the authority to practice before the Internal Revenue Service is limited by section 10.3(d) of Circular 230).
 - h Unenrolled Return Preparer—Authority to practice before the IRS is limited. An unenrolled return preparer may represent, provided the preparer (1) prepared and signed the return or claim for refund (or prepared if there is no signature space on the form); (2) was eligible to sign the return or claim for refund; (3) has a valid PTIN; and (4) possesses the required Annual Filing Season Program Record of Completion(s). See *Special Rules and Requirements for Unenrolled Return Preparers in the instructions for additional information*
 - k Qualifying Student—receives permission to represent taxpayers before the IRS by virtue of his/her status as a law, business, or accounting student working in an LITC or STCP. See instructions for Part II for additional information and requirements.
 - r Enrolled Retirement Plan Agent—enrolled as a retirement plan agent under the requirements of Circular 230 (the authority to practice before the Internal Revenue Service is limited by section 10.3(e)).

▶ IF THIS DECLARATION OF REPRESENTATIVE IS NOT COMPLETED, SIGNED, AND DATED, THE IRS WILL RETURN THE POWER OF ATTORNEY. REPRESENTATIVES MUST SIGN IN THE ORDER LISTED IN PART I, LINE 2.

Note: For designations d-f, enter your title, position, or relationship to the taxpayer in the Licensing jurisdiction column.

Designation— Insert above letter a-r).	Licensing jurisdiction (State) or other licensing authority (if applicable).	Bar, license, certification, registration, or enrollment number (if applicable).	Signature	Date
a	NJ, NY	1171909, 014801976	<i>G. Warren Whitaker</i> G. WARREN WHITAKER	3/31/20
a	MA	540590	<i>Stephen Ziobrowski</i> STEPHEN ZIOBROWSKI	4/01/2020
a	MA	690630	<i>Justin M. Hannan</i> JUSTIN M. HANNAN	4/01/2020