

CERTIFICATE OF INCORPORATION
OF
THE RECREATION AND ECONOMIC DEVELOPMENT CORPORATION
OF SUFFOLK COUNTY

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

Filed by:

**Dennis M. Brown
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P.O. Box 6100
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CERTIFICATE OF INCORPORATION

OF

THE RECREATION AND ECONOMIC DEVELOPMENT CORPORATION OF SUFFOLK COUNTY

Under Section 402 of the Not-for-Profit Corporation Law, the undersigned, for the purposes of forming a corporation pursuant to Section 402 of the Not-for-Profit Corporation Law of the State of New York, does hereby certify and set forth:

FIRST: The name of the corporation is THE RECREATION AND ECONOMIC DEVELOPMENT CORPORATION OF SUFFOLK COUNTY (hereinafter referred to as the "Corporation").

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

THIRD: The purpose or purposes for which the Corporation is formed are as follows:

- i) provide year-round recreation in Suffolk County to promote health and wellness;
- ii) provide for the continued implementation of the Suffolk County Marathon;
- iii) promote, foster and maintain economic opportunities;
- iv) advocate for expansion of business opportunities for the benefit of the community;
- v) develop, advance and stimulate business and commercial interests in Suffolk County;
- vi) hold, conduct and organize meetings, discussions and forums to consider community opinion on recreational and economic development activities;
- vii) aid, assist, cooperate, and co-sponsor organizations and groups including, but not limited to, veterans organizations on programs to improve and promote business opportunities in the Suffolk County community; and

viii) work with Suffolk County departments and agencies to ensure the success of planned events.

FOURTH: The purpose for which the Corporation is formed is any purpose for which corporations may be organized under the Not-for-Profit Corporation Law as a charitable corporation.

In furtherance of its corporate purposes, the Corporation shall have all of the general powers enumerated in Section 1411 and Section 202 of the Not-for-Profit Corporation Law that are necessary to fulfill its corporate purposes as set forth in this Certificate of Incorporation, together with the power to solicit grants and contributions for the corporate purposes.

FIFTH: The Corporation is not formed to engage in any activity referenced in the Not-for-Profit Corporation Law, Section 404(a) - (v), or for any purpose requiring consent or approval of any state official, department, board, agency or other body. No consent or approval is required.

SIXTH: The Corporation is a charitable corporation pursuant to Section 201 of the Not-for-Profit Corporation Law.

SEVENTH: The names and address of the initial directors of the corporation are as follows:

Ryan McGarry, 12 Lee Avenue, Patchogue, NY 11722

Ryan Soltan, 200 Spring Meadow Drive, Unit G, Holbrook, NY 11741

AnnMarie Pastore, 55 Highland Avenue, Patchogue, NY 11722

EIGHTH: The following language relates to the corporation's tax exempt status and is not a statement of purposes and powers. Consequently, this language does not expand or alter the corporation's purposes or powers set forth in

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

NINTH: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Articles THIRD and FOURTH hereof.

TENTH: Pursuant to the requirements of Section 1411(e) of the Not-for-Profit Corporation Law:

- i) All income and earnings of the Corporation shall be used exclusively for its corporate purposes with the intent being that all income and earnings will be expended or deposited in appropriate reserves for corporate purposes: to the extent not so used, the income and earnings will accrue and be paid to the New York Job Development Authority to the extent required by Section 1411 of the Not-for-Profit Corporation Law;
- ii) No part of the income or earnings of the Corporation shall inure to the benefit of, nor shall any distribution of its property or assets be made to any member or private person, corporate or individual, or any other private interest, except for the repayment of contributions (other than dues) to the Corporation, but only if and to the extent that any such contribution may not be allowable as a deduction in computing taxable income under the Internal Revenue Code as amended; and
- iii) If the Corporation accepts a mortgage loan or loans from the New York Job Development Authority, the Corporation shall be dissolved in accordance with the provisions of the New York Not-for-Profit Corporation Law, Section 1411, upon the repayment or other discharge in full by the Corporation of all such loans.

ELEVENTH: The Corporation shall not attempt to influence legislation by propaganda or otherwise, or participate in or intervene, directly or indirectly, in any political campaign on behalf of or in opposition to any candidate for public office.

TWELFTH: Notwithstanding any other provision of this document, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any federal tax code.

THIRTEENTH: In the event of the dissolution of the Corporation or the winding down of its affairs, the board of directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, distribute all of the remaining assets and property of the Corporation to the County of Suffolk unless otherwise required by law. Any of such assets not so disposed of shall be disposed of by order of the Supreme Court of the State of New York pursuant to Section 1008 of the Not-for-Profit Corporation Law.

FOURTEENTH: The office of the Corporation is to be located in the County of Suffolk.

FIFTEENTH: The Secretary of State is designated as agent of the Corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the Corporation served upon him is: The Recreation and Economic Development Corporation of Suffolk

County, c/o County Attorney, Suffolk County Department of Law, 100 Veterans
Memorial Highway, H. Lee Dennison Building, P.O. Box 6100, Hauppauge, NY 11788.

SIXTEENTH: The Corporation reserves the right to amend, alter, change or
repeal any provision contained in this Certificate of Incorporation in any manner
now or hereafter provided herein or by law.

IN WITNESS WHEREOF, this certificate has been subscribed to this 12th day
of January, 2016 by the undersigned who affirms that the statements made herein
are true under penalties of perjury.

Lawrence A. Kirsch

LAWRENCE A. KIRSCH
INCORPORATOR
90 State Street, Suite 815
Albany, New York 12207