

CERTIFICATE OF INCORPORATION
OF
ALLIANCE FOR FLUSHING MEADOWS CORONA PARK CORPORATION

**A Not-For-Profit Corporation
under Section 402 of the Not-For-Profit
Corporation Law of the State of New York**

**Filed by:
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New York City Law Department
100 Church Street
New York, NY 10007**

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THE UNDERSIGNED, being a natural person of at least eighteen years of age and acting as the incorporator of the corporation hereby being formed under the Not-for-Profit Corporation Law of the State of New York, certifies that:

FIRST: The name of the corporation is ALLIANCE FOR FLUSHING MEADOWS CORONA PARK CORPORATION (the "Corporation").

SECOND: The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-For-Profit Corporation Law of the State of New York (the "Not-For-Profit Corporation Law") and shall be a Type B Corporation as defined in Section 201 of the Not-For-Profit Corporation Law.

THIRD: The Corporation is formed, and shall be operated for the benefit of the residents and visitors of the City of New York (the "City"), for exclusively charitable and cultural purposes, as follows:

a) to provide financial support to and supplement the work of the City Department of Parks & Recreation in the improvement, maintenance and operation of Flushing Meadows Corona Park (the "Park"), located in the City;

b) to promote, fund, generate, program and present cultural, recreational, sporting and community activities in the Park; and

c) to conduct any other activities and to perform any and all acts which may be necessary, useful, suitable or proper for the furtherance, accomplishment or attainment of any of the activities described in clauses (a) and (b) hereof.

FOURTH: In furtherance of the promotion of the public interest and the foregoing purposes, the Corporation shall have all the general powers enumerated in Section 202 of the Not-for-Profit Corporation Law and such other powers as are now or hereafter permitted by law for a corporation organized for the foregoing purposes, including, without limitation, the power to solicit grants and contributions for corporate purposes and the power to accrue, assign, gift or pay over to the City, or such other entity, including such other state or municipal entity that the Corporation may direct, corporate funds in connection with the purposes specified herein.

FIFTH: Nothing herein shall authorize the Corporation to engage in any of the activities mentioned in Section 404(a) through (w) of the Not-For-Profit Corporation Law.

SIXTH: The duration of the Corporation is to be perpetual.

SEVENTH: The office of the Corporation shall be located in the County of Queens in the State of New York.

EIGHTH: The Corporation shall be managed by a Board of Directors, which shall, prior to the adoption of the Corporation's By-laws, be comprised of those persons named below each of whom shall serve as Director until her or his successor has been appointed and qualified in accordance with the By-laws of the Corporation. The names, offices and addresses of the initial Directors of the Corporation, each of whom is of legal age to so act, are as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Veronica M. White	Commissioner, City Department of Parks & Recreation	The Arsenal, 830 Fifth Avenue New York, NY 10065
Dorothy Lewandowski	Queens Borough Commissioner, City Department of Parks & Recreation	The Overlook, Forest Park Kew Gardens, NY 11415
Kate D. Levin	Commissioner, City Department of Cultural Affairs	31 Chambers Street New York, New York 10007
Anita Contini		4630 Center Blvd. Apt. 512 Long Island City, NY 11109

NINTH: The Corporation may indemnify, defend and hold harmless each Director, each officer and, to the extent authorized by the Board of Directors, each other person authorized to act for the Corporation or on its behalf, to the fullest extent permitted under the Not-For-Profit Corporation Law.

TENTH: The Secretary of State of the State of New York 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 the Secretary of State as agent of the Corporation is c/o Chief of the Economic Development Division, New York City Law Department, 100 Church Street, New York, New York 10007.

ELEVENTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in any manner provided by statute.

TWELFTH: Notwithstanding any other provision of this Certificate of Incorporation, the Corporation is organized exclusively for charitable purposes, and intends at all times to qualify and remain qualified as exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as it may be amended (the "Code"), or corresponding provisions of any subsequent federal tax laws, and in connection therewith:

a) The Corporation shall not carry on any activities not permitted to be carried on by (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.


b) The Corporation will be performing an essential government function on behalf of the City within the meaning of Section 115(1) of the Code.

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

d) The Corporation is not formed for pecuniary profit or for financial gain. The property of the Corporation is irrevocably dedicated to its charitable purposes. All income and earnings of the Corporation shall be used exclusively for its corporate purposes. No part of the income or earnings of the Corporation shall inure to the benefit or profit of, nor shall any distribution of its property or assets be made to any director or officer of the Corporation, or private person, corporate or individual, or to any other private interest, except that the Corporation shall be authorized to pay reasonable compensation for goods purchased or services rendered in connection with the furtherance of the purposes of the Corporation set forth herein and to make payments and distributions in furtherance of Section 501(c)(3) purposes.

e) In the event of dissolution of the Corporation or the winding up of its affairs, the Board of Directors of the Corporation shall, after paying or making provision for the payment of all of the debts and liabilities of the Corporation, distribute all of the remaining assets and property of the Corporation to (i) the City for a public purpose or (ii) an organization described in Section 501(c)(3) of the Code, or corresponding provisions of any subsequent Federal tax laws or to the Federal government, or state or local government for a public purpose, subject to any requisite approval and/or jurisdiction of the Supreme Court of the State of New York, or whose income is also excludible from gross income under Section 115(1) of the Code. 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.

IN WITNESS WHEREOF, this certificate has been signed this 4th day of
November, 2013 by the undersigned.

A handwritten signature in black ink, appearing to read "Megan Churnetski", written over a horizontal line.

MEGAN CHURNETSKI, INCORPORATOR
NEW YORK CITY LAW DEPARTMENT
100 CHURCH STREET
NEW YORK, NY 10007