

New York State
Department of State
Division of Corporations
Albany, NY 12231
www.dos.state.ny.us

CERTIFICATE OF INCORPORATION OF

Rochester Cross Country Ski Foundation, Inc.

(Insert Corporation Name)

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

FIRST: The name of the corporation is: Rochester Cross Country Ski Foundation, Inc.

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

THIRD: The purpose or purposes for which the corporation is formed are as follows *(type or print clearly)*:

The purposes for which the above-referenced Corporation is to be formed are for athletic, educational, and charitable purposes. Rochester Cross Country Ski Foundation, Inc. aims to foster the development of recreational and amateur competition in sports, most especially that of cross country skiing, promoting year round healthy lifestyles for the community.

Therefore, the Corporation sets out to achieve its mission in the following ways:

1. Provide a structure for the development of cross country ski recreation, sport, and racing for all ages and abilities.
2. Improve access to safe, well maintained cross country skiing trails and facilities, primarily those of local parks, as needed to support development of the sport. Such progress entails expanded and enhanced trail development, including, but not limited to improvements in skier safety, snow grooming, track-setting, and reporting of snow conditions.
3. Promote public awareness of and encourage participation in cross country skiing to support development of the sport, for example, through the distribution of a newsletter and the offering of clinics and other training programs open to the general public.

4. Serve as the coordinating organization for cross country skiing in the Greater Rochester New York region, and to both establish and expand already present links to regional, state, and national entities.

The Rochester Cross Country Ski Foundation will work to bring greater attention to the world of cross country skiing, thereby hoping to increase participation on local, state, national, and international levels. Regardless of abundant snowfall in Western New York, and in particular Rochester, cross country skiing has remained an isolated activity. Through the creation of both mass participation and racing events, the improvement of ski trail development, the building of facilities on trails for the use of skiers, and the formation of this organization to provide education about the sport, the Corporation will help Rochester transform into a more "ski-friendly" community.

FOURTH: The corporation shall be a Type B corporation pursuant to Section 201 of the Not-for-Profit Corporation Law. *(Please insert Type A, B, C or D, as appropriate.)*

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

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

Robert Witkowski – 1012 Oak Ridge Drive, Victor, New York 14564

David Valvo – 164 High Stone Circle, Pittsford, New York 14534

Joseph Ricci – 3859 Rush-Mendon Road, Mendon, New York 14506

Leeland Mahood – 9249 US Route 20A, Hemlock, New York 14466

Ruth Hayes – 22 York Street, Honeoye Falls, New York 14472

SEVENTH: The Secretary of State is designated as agent of the corporation upon whom process against it may be served. The address which the Secretary of State shall mail a copy of any process accepted on behalf of the corporation is:

Rochester Cross Country Ski Foundation, Inc.

P.O. Box 482

Mendon, New York 14506

EIGHTH: *(Corporations seeking tax exempt status may include language required by the International Revenue Service in this paragraph. See instructions, paragraph eighth.)*

Notwithstanding any other provisions of these articles, the corporation is organized exclusively for one or more of the purposes as specified in §501(c)(3) of the Internal Revenue Code of 1954 (the "IRC"), and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under IRC § 501(c)(3) or corresponding provisions of any subsequent Federal tax laws.

No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no member, trustee, officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporation assets on dissolution of the corporation.

No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by IRC §501(h)), and the corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

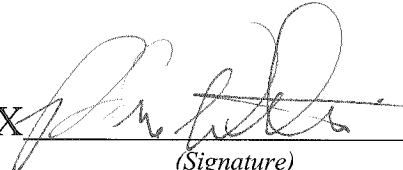
In the event of dissolution, all of the remaining assets and property of the corporation shall, after necessary expenses thereof, be distributed to another organization exempt under IRC §501(c)(3), or corresponding provisions of any subsequent Federal tax laws, or to the Federal government, or state or local government for a public purpose, subject to the approval of a Justice of the Supreme Court of the State of New York.

The incorporator or incorporators must sign the Certificate of Incorporation and type or print his/her name and address.

Robert Witkowski

(Type or print name of incorporator)

X


(Signature)

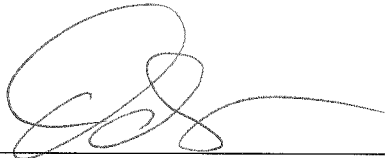
1012 Oak Ridge Drive, Victor, New York 14564

(Address)

David Valvo

(Type or print name of incorporator)

X


(Signature)

164 High Stone Circle, Pittsford, New York 14534

(Address)

Joseph Ricci

(Type or print name of incorporator)

X


(Signature)

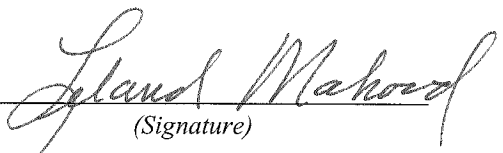
3859 Rush-Mendon Road, Mendon, New York 14506

(Address)

Leeland Mahood

(Type or print name of incorporator)

X


(Signature)


9249 US Route 20A, Hemlock, New York 14466

(Address)

Ruth Hayes

(Type or print name of incorporator)

X


(Signature)

22 York Street, Honeoye Falls, New York 14472

(Address)

CERTIFICATE OF INCORPORATION OF

Rochester Cross Country Ski Foundation, Inc.

(Insert Corporation Name)

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

Filed by: Richard P. Staropoli, Esq.

Adair Law Firm, LLP

(Name)

300 Linden Oaks, Suite 220

(Mailing address)

Rochester, New York 14625

(City, State and Zip Code)

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

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