

STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the Department of State, at the City of Albany, on October 5, 2012.

A handwritten signature in black ink, appearing to read "Daniel E. Shapiro".

Daniel E. Shapiro
First Deputy Secretary of State

CERTIFICATION OF INCORPORATION**OF****ST. JOSEPH'S NEIGHBORHOOD CENTER, INC.****UNDER SECTION 402 OF THE NEW YORK NOT-FOR-PROFIT CORPORATION LAW**

The undersigned, for the purpose of forming a not-for-profit corporation under Section 402 of the Not-for-Profit Corporation Law of the State of New York, hereby certifies that:

1. The name of the Corporation is St. Joseph's Neighborhood Center, Inc.
2. The Corporation is a corporation as defined in Section 102(a)(5) of the Not-for-Profit Corporation Law and is not formed, conducted or operated for purposes of pecuniary profit or financial gain. The Corporation is a Type C Corporation under Section 201 of the Not-for-Profit Corporation Law.
3. Tax Language: The Corporation is formed and shall be operated exclusively for the charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (the "Code").
4. The purpose for which the Corporation is formed is to serve and improve the quality of life of the poor and needy of the greater Rochester, New York area and elsewhere. Among the specific means to fulfill this purpose are:
 - Operating a neighborhood center in a low-income or impoverished community that will provide basic needs and services to less fortunate individuals and families;
 - Donating access to and use of office facilities within the neighborhood center to health care, dental and mental health professionals so that licensed health care, dental and mental health professionals may provide health care, dental and mental health care services to individuals who do not have health insurance or are underinsured. The Corporation shall restrict the provision of counseling services to instruction, advice, support encouragement or information to individuals, families and relational groups, as long as this does not include the diagnose of mental, emotional, nervous or behavioral disorders, unless authorized to do so under an operating certificate or licensed by an appropriate, state, regional or local agency;
 - Donating non-professional administrative and support services to the health care, dental and mental health professionals willing to provide their services at the neighborhood center, but the Corporation will not engage in the practice of medicine, nursing, dentistry, mental health care, social work or any other licensed profession and will not operate a hospital or

health related facility. The Corporation will not engage in any profession licensed by Title VIII of the New York State Education Law;

- Serving as a resource for accessing and learning about benefits, programs and services available from government and other social service organizations;
- Providing supportive programs to the poor and needy that will promote health and wellness, parenting and family skills development, job readiness and nutritional guidance in order to empower them to live self-sufficient and productive lives.

By improving access to health care, dental and mental health care services for those who have no health insurance or are underinsured, the Corporation will achieve the lawful public or quasi-public objective of alleviating and lessening the burdens of and otherwise benefitting the Greater Rochester, New York community.

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

(b) 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 Section 501(h) of the Code. The Corporation shall not participate or intervene (including the publication or distribution of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office.

(c) Notwithstanding any other provision of this Certificate, the Corporation is organized exclusively for charitable purposes, as specified in Section 501(c)(3) of the Code. The Corporation shall not carry on any activities not permitted to be carried on: (i) by 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.

(d) In the event of the liquidation, dissolution, or winding up of the Corporation, whether voluntary or involuntary or by operation of law, all of the remaining assets and property of the Corporation shall after necessary expenses thereof be disposed of according to a plan adopted by the Members of the Corporation and approved by a Justice of the Supreme Court of the State of New York, provided that at such time, any recipient of remaining funds shall qualify as an organization described in Section 501(c)(3) of the Code.

6. The office of the Corporation in the State of New York shall be located in the County of Monroe.

7. The names and addresses of the initial directors of the Corporation are:

NAME

ADDRESS

Nancy J. Adams

45 Gordon Park
Webster, NY 14580

Robert H. Thompson

3367 West Lake Road
Canandaigua, NY 14424

Ellen O'Neil

41 Charrington Road
Rochester, NY 14609

Steven Smith

342 Rugby Avenue
Rochester, NY 14619

8. The Secretary of State of the State of New York is hereby designated as the agent of the Corporation upon whom process in any action or proceeding against the Corporation may be served. The post office address to which the Secretary of State shall mail a copy of any such process so served is:

St. Joseph's Neighborhood Center, Inc.
Attn: Executive Director
417 South Avenue
Rochester, New York 14620

IN WITNESS WHEREOF, the undersigned incorporator, being at least eighteen years of age, has signed this Certificate this 1st day of October, 2012, and hereby affirms the truth of the statements contained herein under penalty of perjury.

/s/ Christine Wagner

Christine Wagner, Incorporator
1017 Lake Avenue
Rochester, NY 14613

STATE OF NEW YORK
THE STATE EDUCATION DEPARTMENT
Albany, New York

CONSENT TO FILING WITH THE DEPARTMENT OF STATE
(General Use)

Consent is hereby given to the filing of the annexed certificate of incorporation

of St. Joseph's Neighborhood Center, Inc.

[name of entity]

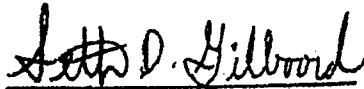
pursuant to the applicable provisions of the Education Law, the Not-for-Profit Corporation Law, the Business Corporation Law, the Limited Liability Company Law or any other applicable statute.

This consent is issued solely for purposes of filing the annexed document by the Department of State and shall not be construed as approval by the Board of Regents, the Commissioner of Education or the State Education Department of the purposes or objects of such entity, nor shall it be construed as giving the officers or agents of such entity the right to use the name of the Board of Regents, the Commissioner of Education, the University of the State of New York or the State Education Department in its publications or advertising matter.

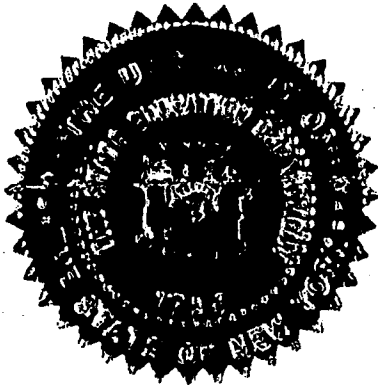
IN WITNESS WHEREOF this instrument is executed and the seal of the State Education Department is affixed.

JOHN B. KING, JR.
Commissioner of Education

By:


Seth D. Gilboord

Commissioner's authorized designee



Date

SEP 21 2012

THIS DOCUMENT IS NOT VALID WITHOUT THE SIGNATURE OF THE
COMMISSIONER'S AUTHORIZED DESIGNEE AND THE OFFICIAL SEAL OF THE
STATE EDUCATION DEPARTMENT.

121004000 819

CERTIFICATION OF INCORPORATION

OF

ST. JOSEPH'S NEIGHBORHOOD CENTER, INC.


UNDER SECTION 402 OF THE NEW YORK NOT-FOR-PROFIT CORPORATION LAW

2012 OCT -4 PM 4:12
FILED

LCC
STATE OF NEW YORK
DEPARTMENT OF STATE
FILED

OCT -4 2012

TAX \$ _____

BY: 

RECEIVED

2012 OCT -4 PM 12:20

LCS
DRAWDOWN - #AL

Manner
Type C

Filed by:

LACY KATZEN LLP
The Granite Building
130 East Main Street
Rochester, New York 14604-1686

Customer Ref. # 43513

898