

New York State  
Department of State  
Division of Corporations  
Albany, NY 12231

## **CERTIFICATE OF INCORPORATION**

### **OF**

## **FRIENDS OF RENSSELAER ROWING, INC.**

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

**FIRST:** The name of the Corporation is

FRIENDS OF RENSSELAER ROWING, 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 purposes for which the corporation is formed areas follows:

To stimulate and foster interest in, and the success of, competitive intercollegiate rowing by persons who are currently attending and/or who have attended Rensselaer Polytechnic Institute. To uphold the principles and standards of amateur rule. To promote interest in the sport of rowing through competition and the holding and sponsorship of regattas. To use every reasonable endeavor for the advancement and upbuilding of intercollegiate rowing in accordance with the best traditions of sportsmanship.

To lawfully do any and all things necessary, suitable and proper, for the accomplishment of the corporate purposes.

**FOURTH:** The corporation shall be a Type A corporation pursuant to Section 201 of the Not-for-Profit Corporation Law.

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

**SIXTH:** The names and addresses of the initial directors of the corporation are:

Scott M. Meade, PO Box 13664, Albany, NY 12212

Stephen Reilly, 1939 5<sup>th</sup> Avenue, Troy, NY 12180

Todd Rutecki, 128 1<sup>st</sup> Street, Troy, NY 12180

**SEVENTH:** The Secretary of State is designated as the agent of the corporation upon whom processes against it may be served. The address within or without this state to which the Secretary of State shall mail a copy of such process accepted on behalf of the corporation is:

Stephen Reilly, 1939 5<sup>th</sup> Avenue, Troy, NY 12180.

**EIGHTH:** The corporation chooses not to utilize a registered agent upon whom process against the corporation may be served.

**NINTH:** 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, 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)] or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidates 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.

In any taxable year in which the corporation is a private foundation as described in IRC §509(a), the corporation shall distribute its income for said period at such time and manner as not to subject it to tax under IRC §4942, and the corporation shall not (a) engage in any act of self-dealing as defined in IRC §4941(d), retain any excess business holdings as defined in IRC §4943(c), (b) make any investments in such manner as to subject the corporation to tax under IRC §4944, or (c) make any taxable expenditures as defined in IRC §4945(d) or corresponding provisions of any subsequent Federal tax laws.

Scott M. Meade, Incorporator

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