

**DECLARATION AND CHARTER OF
CITY LIGHTS INSURANCE COMPANY
UNDER ARTICLE 70 OF THE INSURANCE LAW
OF THE STATE OF NEW YORK**

I, the undersigned, being a natural person who is at least eighteen years of age and a citizen of the United States, hereby declare my intention to form a corporation to undertake all activities allowed by law, subject at all times to the limitations on the business of pure captive insurance companies set forth in Article 70 of the New York Insurance Law.

ARTICLE I

NAME AND PRINCIPAL OFFICE

SECTION 1. Name. The name of the corporation shall be City Lights Insurance Company (the “Company”).

SECTION 2. Principal Office. The principal office of the Company shall be located in the County of New York, State of New York.

ARTICLE II

PURPOSE AND POWERS

SECTION 1. Purpose. The purpose for which the Company is organized is to undertake all activities allowed by law, subject at all times to the limitations on the business of pure captive insurance companies set forth in Article 70 of the New York Insurance Law.

SECTION 2. Mode and Manner of Exercising Powers. The mode and manner in which the corporate powers of the Company shall be exercised are through a Board of Directors and through such officers, employees and agents as such Board shall employ.

ARTICLE III

DIRECTORS

SECTION 1. Number of Directors. The number of Directors of the Company shall be not less than three (3) (except for vacancies temporarily unfilled) nor more than ten (10). The number of Directors shall be determined from time to time by a vote of a majority of

the entire Board of Directors. No decrease in the number of Directors shall shorten the term of any incumbent Director.

SECTION 2. Initial Board of Directors. The names and post office residence addresses of the initial Board of Directors who shall serve until the first Annual Meeting of the Company are:

Name	Address
Meredith Jones	NYCEDC 110 William Street New York, NY 10038
Kim Vaccari	NYCEDC 110 William Street New York, NY 10038
Spencer Hobson	NYCEDC 110 William Street New York, NY 10038
John McGlynn	NYCEDC 110 William Street New York, NY 10038

ARTICLE IV

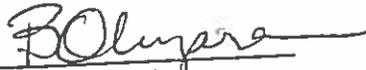
TERM AND CAPITAL

SECTION 1. Term of the Company. The duration of the corporate existence of the Company shall be perpetual.

SECTION 2. Capital. The capital of the Company shall be \$100,000, which shall consist of one hundred thousand (100,000) shares of common stock with a par value of one dollar (\$1) each.

IN WITNESS WHEREOF, we, the undersigned Incorporators, have made and subscribed this Certificate on the date and at the place hereinafter attested.

Incorporator


Busayo M. Olufona

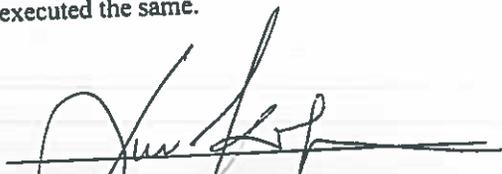
Incorporator


Kimberley Vaccari

State of New York) ss:

County of New York

On the 2nd day of May, 2016, before me, a Notary Public, in and for the State of New York, personally appeared and personally known to me to be the individual incorporator specified in and who executed the foregoing instrument and acknowledged to me that he executed the same.


Notary Public Jean Kangur
Notary Public State of New York
No. 01KA6310066 Qualified in Queens County
Certificate Filed in New York County
Commission Expires 8/18/2018