

***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 July 29, 2014.

*Anthony Giardina*

Anthony Giardina  
Executive Deputy Secretary of State

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**CSC 45  
DRAW DOWN**

**CERTIFICATE OF INCORPORATION**

**OF**

**NYC NEIGHBORHOOD CAPITAL CORPORATION**

**UNDER SECTION 402 OF THE**

**NOT-FOR-PROFIT CORPORATION LAW OF THE STATE OF NEW YORK**

THE UNDERSIGNED INCORPORATOR, being a natural person of at least 18 years of age, for the purpose of forming a not-for-profit corporation pursuant to Section 402 of the Not-for-Profit Corporation Law of the State of New York (the "N-PCL"), does hereby certify as follows:

**FIRST:** The name of the corporation is NYC Neighborhood Capital Corporation (the "Corporation").

**SECOND:** The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the N-PCL. The Corporation is a charitable corporation under Section 201 of the N-PCL.

**THIRD:** The purposes of the Corporation shall be any and all purposes for which corporations may be organized under the N-PCL as a charitable corporation.

**FOURTH:** The Corporation shall have all powers now and hereafter granted to a corporation under the N-PCL.

**FIFTH:** The Corporation is not formed to engage in any activity or for any purpose requiring approval or consent from, or notice to, any State of New York official, department, board, agency or other body. No such approval, consent or notice is required to form the Corporation.

**SIXTH:** The office of the Corporation shall be located in the County of New York, City of New York, State of New York.

**SEVENTH:** The Corporation shall have a single class of members. The number, tenure and other matters in respect of members, and the procedure for appointing members, shall be set forth in the By-Laws of the Corporation.

**EIGHTH:** The Corporation shall be managed by a board of directors, which shall, prior to the adoption of the By-Laws of the Corporation, be comprised of those persons named in Paragraph NINTH hereof. The number, tenure and other matters in respect of the board of directors shall be set forth in the By-Laws of the Corporation.

NINTH: The names and addresses of the individuals who shall serve as the initial directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Kyle Kimball	110 William Street New York, NY 10038
Benjamin Branham	110 William Street New York, NY 10038
James Katz	110 William Street New York, NY 10038
Charles Gans	110 William Street New York, NY 10038
Nathan Bliss	110 William Street New York, NY 10038
Ana Arino	110 William Street New York, NY 10038
Elizabeth Verostek	110 William Street New York, NY 10038
Christina DeRose	110 William Street New York, NY 10038
Kate Van Tassel	110 William Street New York, NY 10038
Alejandro Baquero-Cifuentes	110 William Street New York, NY 10038
Miquela Craytor	110 William Street New York, NY 10038

TENTH: The Secretary of State of the State of New York (the "Secretary") is hereby designated as agent of the Corporation upon whom process against it may be served. The post office address to which the Secretary shall mail a copy of any process against the Corporation served upon the Secretary is c/o New York City Economic Development Corporation, 110 William Street, New York, New York 10038, Attention: General Counsel.

ELEVENTH: Notwithstanding any other provision hereof to the contrary, the Corporation is organized exclusively for charitable purposes, as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or corresponding provisions of any subsequent federal tax laws, and the Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under section 501(c)(3) of the Code, or the corresponding section of any subsequent federal tax laws, or (b) a corporation, contributions to which are deductible under section 170(c)(2) of the Code, or the corresponding section of any subsequent federal tax laws.

TWELFTH: No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

THIRTEENTH: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the Corporation's purposes set forth in Paragraph THIRD hereof.

FOURTEENTH: In the event of the liquidation, dissolution or winding up of the affairs of the Corporation, whether voluntary, involuntary or by operation of law, no member, director, officer or other private person, corporate or individual, or other private interest, is entitled to any distribution or division of the Corporation's remaining funds and other assets. The Corporation, after the payment of all of its debts and liabilities of whatsoever kind and nature (including the payment of loans and contributions), shall distribute the balance of its assets to the City of New York for a public purpose that is an exempt purpose under Section 501(c)(3) of the Code, or the corresponding section of any subsequent federal tax laws.

FIFTEENTH: In any taxable year in which the Corporation is a private foundation as defined in Section 509(a) of the Code, the Corporation shall distribute its income for said period at such time and in such manner as not to subject it to tax under Section 4942 of the Code, and the Corporation shall not (a) engage in any act or self-dealing which is subject to tax under Section 4941 of the Code, (b) retain any excess business holdings which are subject to tax under Section 4943 of the Code, (c) make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code or (d) make any taxable expenditures which are subject to tax under Section 4945 of the Code.

IN WITNESS WHEREOF, this Certificate of Incorporation of NYC Neighborhood Capital Corporation has been subscribed by the undersigned Incorporator this 28th day of July 2014.



Michael Lee, Incorporator  
New York City Economic Development Corporation  
110 William Street  
New York, NY 10038

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# CSC 45 DRAW DOWN

CERTIFICATE OF INCORPORATION  
OF  
NYC NEIGHBORHOOD CAPITAL CORPORATION  
UNDER SECTION 402 OF THE  
NOT-FOR-PROFIT CORPORATION LAW OF THE STATE OF NEW YORK

CC

STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED JUL 28 2014

TAXS \_\_\_\_\_  
BY: AM

Filed by: Michael Lee, NYCEDC  
(Name)  
110 William Street  
(Mailing Address)  
New York, NY 10038  
(City, State and Zip Code)

cust. ref # 2317334MM

For DOS use only

RECEIVED  
2014 JUL 28 AM 11:02

2014 JUL 28 PM 3:08

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FILING RECEIPT

ENTITY NAME: NYC NEIGHBORHOOD CAPITAL CORPORATION

DOCUMENT TYPE: INCORPORATION (NOT-FOR-PROFIT)

TYPE: C COUNTY: NEWY

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MICHAEL LEE, NYCEDC  
110 WILLIAM STREET

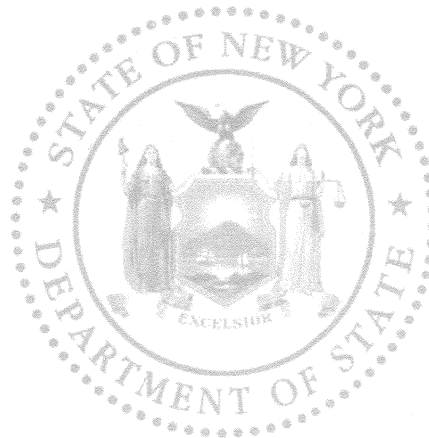
07/28/2014

NEW YORK, NY 10038

ADDRESS FOR PROCESS:

C/O NEW YORK CITY ECONOMIC DEVELOPMENT CORPORATION  
ATTN: GENERAL COUNSEL 110 WILLIAM STREET  
NEW YORK, NY 10038

REGISTERED AGENT:



SERVICE COMPANY: CORPORATION SERVICE COMPANY - 45

SERVICE CODE: 45

FEE'S            160.00  
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FILING           75.00  
TAX               0.00  
CERT              0.00  
COPIES           10.00  
HANDLING        75.00

PAYMENT'S      160.00  
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CASH              0.00  
CHECK             0.00  
CHARGE            0.00  
DRAWDOWN        160.00  
OPAL               0.00  
REFUND            0.00

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