

FILING RECEIPT

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ENTITY NAME: FRIENDS OF DOWNTOWN PARKS NYC, INC.

DOCUMENT TYPE: INCORPORATION (NOT-FOR-PROFIT)

TYPE: B COUNTY: NEWY

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FILER:

SULLIVAN & CROMWELL LLP
125 BROAD STREET

EXIST DATE

01/07/2013

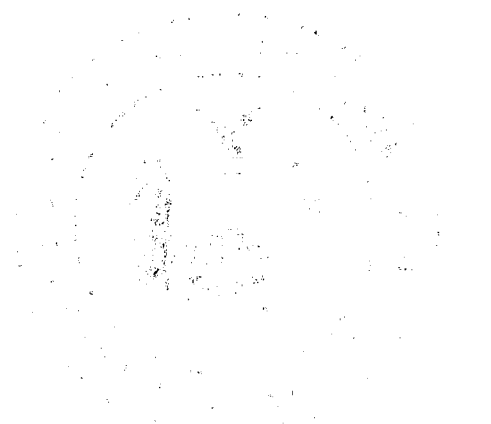
NEW YORK, NY 10004

ADDRESS FOR PROCESS:

THE CORPORATION
C/O CORAL J. DAWSON
NEW YORK, NY 10012

93 MERCER ST., APT. 2W

REGISTERED AGENT:



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SERVICE COMPANY: DELANEY CORPORATE SERVICES LTD. - 30

SERVICE CODE: 30

FEES 145.00

FILING 75.00
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COPIES 20.00
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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 January 8, 2013.

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

Daniel E. Shapiro
First Deputy Secretary of State

**CERTIFICATE OF
INCORPORATION
OF
FRIENDS OF DOWNTOWN PARKS NYC, INC.**

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

THE UNDERSIGNED, desiring to form a corporation pursuant to Section 402 of the Not-for-Profit Corporation Law (the "Law") of the State of New York, hereby certifies:

FIRST: The name of the Corporation is FRIENDS OF DOWNTOWN PARKS NYC, INC.

SECOND: The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Law. The Corporation shall be a Type B corporation pursuant to Section 201 of the Law.

THIRD: The Corporation is organized and shall be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("the Code"), including supporting the formation, development and maintenance of public parks, playgrounds and other open, public spaces in the downtown area of the County of New York, New York. The Corporation will pursue its purposes by promoting community involvement in the development of open spaces, advocating for and participating in the support and development of existing and potential open spaces, and providing financial support for the maintenance, development and improvement of parks, playgrounds and other open spaces.

In furtherance thereof, the Corporation may receive money or property by gift, devise or bequest, invest and reinvest the same, and apply the income and principal thereof, as the Board of Directors may from time to time determine, either directly or through contributions to any charitable organization or organizations, exclusively for charitable purposes, and engage in any lawful act or activity for which corporations may be organized under the Law, except as restricted herein.

Nothing herein shall be construed as authorizing the Corporation, directly or indirectly, to undertake or carry on any of the activities set forth in Section 404 of the Law or Section 460-a of the Social Services Law of the State of New York.

In furtherance of its corporate purposes, the Corporation shall have all the general powers enumerated in Section 202 of the Law as now in effect or as may hereafter be amended, together with the power to solicit grants and contributions for such purposes.

The term "charitable organization," as used in this Certificate, shall include only a corporation, trust, community chest, fund or foundation which is organized and operated exclusively for charitable purposes and which otherwise qualifies as an organization described in Section 501(c)(3) of the Code.

FOURTH: The office of the Corporation is to be located in the County of New York, State of New York.

FIFTH: The names and addresses of the individuals who are to serve as the initial directors of the Corporation until the first annual meeting or until their successors are elected and qualify are:

<u>Name</u>	<u>Address</u>
Coral J. Dawson	93 Mercer St. Apt. 2W New York, New York 10012
Margaret C. Goldsmith	100 Morton St. L6BE New York, New York 10014
Kristi K. Avram	225 Lafayette St. 7C New York, New York 10012

SIXTH: The Corporation shall have no members. The Corporation shall be governed by a Board of Directors, the number of which shall be fixed from time to time by the By-Laws. The initial Board of Directors shall be appointed by the incorporator.

SEVENTH: The Corporation hereby designates the Secretary of State of the State of New York as its agent upon whom process against it may be served. The address to which the Secretary of State shall mail a copy of any process against the Corporation served upon him is: Friends of Downtown Parks NYC, Inc., c/o Coral J. Dawson, 93 Mercer St., Apt. 2W, New York, New York 10012.

EIGHTH: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any director or officer of the Corporation, or any private person, 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 purposes set forth in Article THIRD thereof.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise permitted by Section 501(h) of the Code and in any corresponding law of the State of New York), and the Corporation shall not participate or intervene in (including the publishing or distribution of statements concerning), any political campaign on behalf of, or in opposition to, any candidate for public office.

In any taxable year in which the Corporation is a "private foundation" as described in Section 509 of the Code, the Corporation shall distribute its income for said period at such time and in such manner so as not to subject it to tax under Section 4942 of the Code; and the Corporation shall not (1) engage in any act of self-dealing as defined in Section 4941(d) of the Code, (2) retain any excess business holdings as defined in Section 4943(c) of the Code,

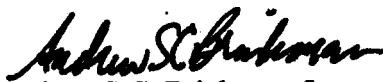
(3) make any investments or otherwise acquire assets in such manner so as to subject the Corporation to tax under Section 4944 of the Code and retain any assets which would subject the Corporation to tax under Section 4944 of the Code if the directors have acquired such assets, and
(4) make any taxable expenditures as defined in Section 4945(d) of the Code.

Notwithstanding any other provision of these articles, the Corporation shall not directly or indirectly carry on any activity not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

NINTH: Upon the dissolution or final liquidation of the Corporation, all of the remaining assets and property of the Corporation shall, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation and for the necessary expenses thereof, be distributed to such organization or organizations organized and operated exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or to the federal government, or to a state or local government, for a public purpose. Any such assets and property not so disposed of shall be disposed of by a Justice of the Supreme Court of New York of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization(s), as said Court shall determine, which are organized and operated exclusively for such purposes.

Any assets donated to the Corporation for specific purposes shall be distributed to such organization or organizations organized and operated exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or to the federal government, or to a state or local government, for a public purpose with instructions from the Board of Directors that such funds be used by such organization for sufficiently similar purposes.

IN WITNESS WHEREOF, the undersigned, a natural person at least eighteen years of age, has subscribed this Certificate this Third day of January, 2013, and affirmed under penalties of perjury that the statements made herein are true.


Andrew S.C. Brinkman, Incorporator
125 Broad St.
New York, New York 10004

130107000 37Y

**CERTIFICATE OF
INCORPORATION
OF
FRIENDS OF DOWNTOWN PARKS NYC, INC.**

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

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Filed By:
Sullivan & Cromwell LLP
125 Broad Street
New York, NY 10004

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130107000

STATE OF NEW YORK
DEPARTMENT OF STATE

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WITNESS my hand and official seal of
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Albany, on January 8, 2013.

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Daniel E. Shapiro
First Deputy Secretary of State

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