

CERTIFICATE OF INCORPORATION

OF

GRACIE MANSION CONSERVANCY A NOT-FOR-PROFIT CORPORATION

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

I, 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, certify:

FIRST: The name of the Corporation is GRACIE MANSION CONSERVANCY A NOT-FOR-PROFIT CORPORATION.

SECOND: A. The Corporation is a corporation as defined in subparagraph (a)(5) of section 102 of the Not-for-Profit Corporation Law.

B. The Corporation is a Type B corporation under section 201 of the Not-for-Profit Corporation Law.

C. The purposes for which the Corporation is formed are exclusively charitable, educational, scientific and literary within the meaning of section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States internal revenue law), and the Corporation shall be operated exclusively for the purposes of benefiting The City of New York with respect to the restoration, design and

furnishing of Gracie Mansion including: designing the public space in the Mansion and furnishing its Wing; restoration and design of the Mansion's landscape and gardens; planning and operating public education programs in the Mansion, including publications, cultural events, docent services, public tours, and other forms of public access, including affirmative action.

No substantial part (within the meaning and for the purposes of sections 501(c)(3) and 501(h) of the Internal Revenue Code of 1954, as amended, (or the corresponding provisions of any future United States internal revenue law) of the activities of the Corporation shall consist of attempting to influence legislation by propaganda or otherwise. Nor shall the Corporation directly or indirectly participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

No part of the net earnings, if any, of the Corporation shall inure to the benefit of any director, officer, employee or member of the Corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation).

In the event of dissolution, all of the remaining assets and property of the Corporation shall after

FIFTH: The names and addresses of the initial directors are:

<u>NAME</u>	<u>PLACE OF RESIDENCE</u>
William Josephson	58 South Oxford Street Brooklyn, New York 11217
Ann F. Thomas	209 10th Street Hoboken, New Jersey 07030
William Reindel	268 West 84th Street, Apt. 6D New York, New York 10024

SIXTH: The Secretary of State is designated as agent of the Corporation upon whom process against it may be served, and a copy of any process against it served upon him shall be mailed to the Corporation, c/o William Josephson, Esq., Fried, Frank, Harris, Shriver & Jacobson, One New York Plaza, New York, New York 10004.

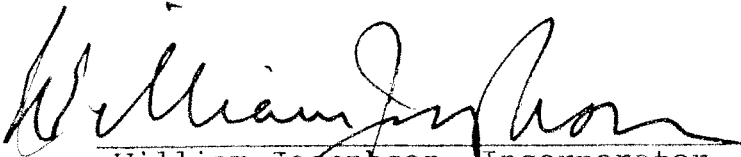
SEVENTH: Prior to delivery to the Department of State for filing, all approvals or consents required by the Not-for-Profit Corporation Law or any other statute of the State of New York will be endorsed upon or annexed to this Certificate.

EIGHTH: At all times the members of the Corporation shall include the Mayor of The City of New York or a

representative designated by him, the Commissioner of Parks and Recreation, and the Chairman of the Landmarks Preservation Commission of The City of New York.

IN WITNESS WHEREOF, the undersigned incorporator, being at least eighteen years of age, affirms under the penalties of perjury that the statements herein are true.

Dated: July 20, 1981

  
William Josephson, Incorporator  
58 South Oxford Street  
Brooklyn, New York 11217

necessary expenses thereof be distributed to The City of New York.

Notwithstanding any other provision of this Certificate, the Corporation shall not carry on activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States internal revenue law) or (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States internal revenue law).

D. Nothing herein shall authorize the Corporation, directly or indirectly, to engage in or include among its purposes, any of the activities mentioned in section 404(b)-(t) of the Not-for-Profit Corporation Law, except as otherwise expressly provided herein. Nothing herein shall be construed as authorizing the Corporation to operate an institution of education. Nothing herein shall authorize the Corporation to operate or maintain a library, museum or historical society.


THIRD: The principal office of the Corporation shall be located in the City, County and State of New York.

FOURTH: The territory in which the operations of the Corporation are principally to be conducted is the State of New York.

I, **ISRAEL RUBIN**, a Justice of the Supreme Court of the First Judicial District, hereby approve the foregoing certificate of incorporation of GRACIE MANSION CONSERVANCY A NOT-FOR-PROFIT CORPORATION.

Dated: *NEW YORK, N.Y.*

SEP 11 1991

  
Justice of the Supreme Court  
of the State of New York

**ISRAEL RUBIN**

*after 10/1/91*

THE UNDERSIGNED HAS NO  
OBJECTION TO THE GRANTING OF  
JUDICIAL APPROVAL HEREON.

ROBERT ABRAMS  
ATTORNEY GENERAL  
STATE OF NEW YORK

*By Robert R. Molic*

**ROBERT R. MOLIC**  
Assistant Attorney General

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