

CERTIFICATE OF INCORPORATION  
OF

N. I. S. - 27

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PROVIDENCE HOUSING DEVELOPMENT CORPORATION

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

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, hereby certifies that:

1. The name of the Corporation is Providence Housing Development Corporation.
2. The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law and is not formed, conducted or operated for purposes of pecuniary profit or financial gain. The Corporation is a Type B Corporation under Section 201 of the Not-for-Profit Corporation Law.
3. The Corporation is formed and shall operate exclusively for the charitable purpose of increasing and improving the supply of decent, affordable housing available to the indigent, the needy and individuals of low and moderate income in the Roman Catholic Diocese of Rochester. 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)-(v) of the Not-for-Profit Corporation Law.
4. (a) No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, director, or officer of the Corporation or any private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation. No member, trustee, director or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.  
  
(b) 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 Section 501(b) of the Internal Revenue Code of 1986, as now in effect or may hereafter be amended (the "Code"). The Corporation shall not participate or intervene (including the publication or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

(c) Notwithstanding any other provision of these articles, the Corporation is organized exclusively for the charitable purposes as specified in Section 501(c)(3) of the Code. The Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code or (ii) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

(d) In the event of the liquidation, dissolution, or winding up of the Corporation, whether voluntary or involuntary or by operation of law, all of the remaining assets and property of the Corporation shall after necessary expenses thereof be distributed to one or more organizations which are then qualified under Section 501(c)(3) of the Code to be used in such manner as in the judgment of a Justice of the Supreme Court of the State of New York will best accomplish the general purposes for which this Corporation was formed.

5. The office of the Corporation in the State of New York shall be located in the County of Monroe.

6. The names and addresses of the initial directors of the Corporation are:

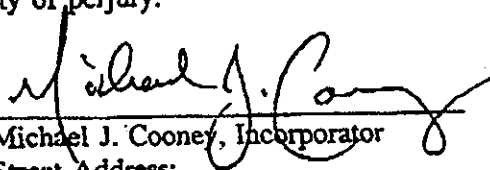
<u>Name</u>	<u>Address</u>
Jack Balinsky	Diocesan Director, Catholic Charities Diocese of Rochester 1150 Buffalo Road Rochester, New York 14624
Martin Moll, Jr.	Dean Witter Reynolds, Inc. 1000 First Federal Plaza Rochester, New York 14614
Martin Birmingham, Jr.	17 Roosevelt Street Rochester, New York 14620

7. The Secretary of State of the State of New York is hereby designated as the agent of the Corporation upon whom process in any action or proceeding against the Corporation may be served. The postoffice address to which the Secretary of State shall mail a copy of any such process so served is:

2

Clinton Square, P.O. Box 1051  
Rochester, New York 14603  
Attention: Michael J. Cooney, Esq.

IN WITNESS WHEREOF, the undersigned incorporator, being at least eighteen years of age, has signed this certificate this 20th day of June, 1994, and hereby affirms the truth of the statements contained herein under penalty of perjury.

  
Michael J. Cooney, Incorporator

Street Address:

Nixon, Hargrave, Devans & Doyle  
Clinton Square, P.O. Box 1051  
Rochester, New York 14603

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FILED

JUN 22 11 05 AM '94

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OF  
PROVIDENCE HOUSING DEVELOPMENT CORPORATION

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

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Type B  
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ATT - F1

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STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED JUN 22 1994

TAX \$ \_\_\_\_\_

BY: SAC

Monroe

Doyle  
Square  
Westchester, New York 14603

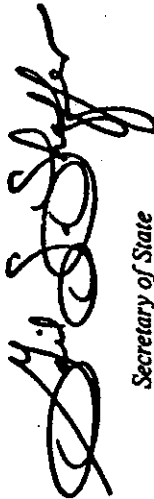
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State of New York }  
Department of State }  
ss:

I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.

JUN 22 1984

Witness my hand and seal of the Department of State on



Secretary of State

N. Y. S. DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS AND STATE RECORDS

162 WASHINGTON AVENUE  
ALBANY, NY 12231

FILING RECEIPT

CORPORATION NAME: PROVIDENCE HOUSING DEVELOPMENT CORPORATION

DOCUMENT TYPE : DOMESTIC (NOT-FOR-PROFIT) CORPORATIO TYPE: B COUNTY: MONR

SERVICE COMPANY : NATIONWIDE INFORMATION SERVICES, INC.

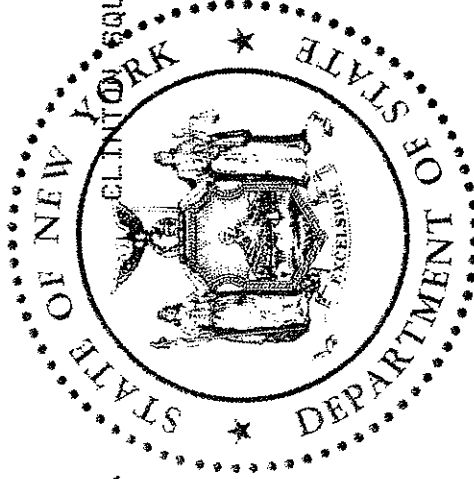
FILED: 06/22/1994 DURATION: PERPETUAL CASH #: 940622000198 FILM #: 9406220000182

ADDRESS FOR PROCESS

THE CORPORATION

ATTN: MICHAEL J. COONEY, ESQ.  
ROCHESTER, NY 14063

REGISTERED AGENT



FILER

NIXON HARGRAVE DEVANS & DOYLE  
PO BOX 1051, CLINTON SQUARE  
ROCHESTER, NY 14603

FEES	110.00	PAYMENTS	110.00
FILING :	75.00	CASH :	0.00
TAX :	0.00	CHECK :	0.00
CERT :	0.00	BILLED:	110.00
COPIES :	10.00		
HANDLING:	25.00		
		REFUND:	0.00

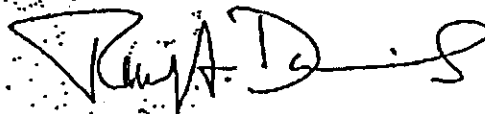
State of New York  
Department of State | SS:

I hereby certify, that the Certificate of Incorporation of PROVIDENCE HOUSING DEVELOPMENT CORPORATION was filed on 06/22/1994, as a Not-for-Profit Corporation and that a diligent examination has been made of the Corporate Index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is an existing corporation.

I further certify, that no other documents have been filed by such Corporation.

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Witness my hand and the official seal  
of the Department of State at the City  
of Albany, this 05th day of May  
two thousand and five.



Secretary of State

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