

NEW YORK STATE DEPARTMENT OF STATE
Division of Corporations, State Records and UCC
One Commerce Plaza, 99 Washington Avenue, Albany, NY 12231

TO: PAULA SEGAL, LINCOLN SQUARE LEGAL
SERVICES, INC. FORDHAM UNIVERSITY
150 WEST 62ND STREET, NINTH FLOOR
NEW YORK CITY NY 10023

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**Certificate of Incorporation
Of
NYC REIC, Inc.**

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

Section I

The name of the corporation is NYC REIC, Inc.

Section II

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

Section III

The corporation is organized for the charitable and educational purposes of combating community deterioration and advancing long-term stability, diversity, vibrancy, and cohesion in New York City neighborhoods most affected by disinvestment and displacement. The corporation develops solutions to preserve, restore, and enhance local spaces for cultural, commercial, and charitable uses by promoting community investments in real property.

Section IV

The corporation is not formed to engage in any activity or for any purpose requiring consent or approval of any state official, department, board, agency or other body.

Section V

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

Section VI

The office of the corporation is to be located in Kings County, State of New York.

Section VII

The name and address of the initial directors of the corporation are:

- Adele Eisenstein, 33-51 84th St. - Apt. 4G, Jackson Heights, NY 11372
- Todd Arena, 1143 Dean St. - 3rd fl., Brooklyn, NY 11216
- Samuel Gray, 12 Herbert St. - #2, Brooklyn, NY 11222
- David Glick, 152 Woodpoint Rd., Brooklyn, NY 11211
- Joe Rinchart - 385 E. 18th St. Apt. 3G Brooklyn, NY, 11226
- Oksana Mironova, 608 Rugby Rd. - Apt. D8, Brooklyn, NY 11230
- Mara Dawn Kravitz, 340 E 5th Street Apt C1 New York, NY 10003
- Katherine A. Samuels, MD, 104 East 126th Street Suite 1B New York, NY 10035

Section VIII

The Secretary of State is designated as agent of the corporation upon whom process against it may be served. The address to which the Secretary of State shall mail a copy of any process accepted on behalf of the corporation is: c/o 596 Acres, Inc. 540 President St #2E, Gowanus, Brooklyn NY 11215.

Section IX

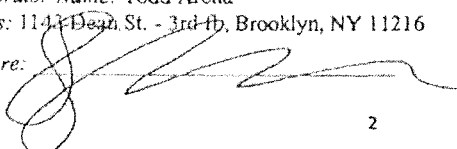
The following language relates to the corporation's tax exempt status and is not a statement of purposes and powers. Consequently, this language does not expand or alter the corporation's purposes or powers set forth in Section III.

Notwithstanding any other provisions of this certificate, the corporation is organized exclusively for charitable purposes, and intends at all times to qualify and remain qualified as exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") (or the corresponding provision of any future federal tax code or U.S. Internal Revenue Service rule or regulation) and, in connection therewith:

- (a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 purposes set forth in Section III hereof. 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. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.
- (b) Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Incorporator Name: Todd Arena
Address: 1147 Dean St. - 3rd fl, Brooklyn, NY 11216

Signature:



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

FILED BY: Name: Paula Segal
Mailing Address: Lincoln Square Legal Services, Inc.
Fordham University School of Law
150 West 62nd Street, Ninth Floor
City: New York City
State: New York
Zip Code: 10023

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STATE OF NEW YORK
DEPARTMENT OF STATE

FILED NOV 18 2016

TAX \$ _____

BY: McC

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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 November 21, 2016.

A handwritten signature in black ink, appearing to read "B. Fitzgerald", written over a horizontal line.

Brendan W. Fitzgerald
Executive Deputy Secretary of State