

State of New York }
Department of State } ss:

COPY

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 seal of the Department of State on

SEP 11 2000



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

Special Deputy Secretary of State

F000907000320

CERTIFICATE OF INCORPORATION

OF

EVS FAMILY FOUNDATION, INC.

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, certifies:

1. *Name.* The name of the corporation (hereinafter called "The Corporation") is the EVS FAMILY FOUNDATION, INC. The Corporation is a corporation as defined in Section 102 (a) (5) of the Not-for-Profit Corporation Law.

2. *Purpose.* (A) The Corporation shall be a Type B corporation under Section 201 (b) of the Not-For-Profit Corporation Law of the State of New York. The purposes for which the Corporation is to be formed are exclusively to receive and administer funds for scientific, education and charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986 and to that end to hold any property, or any undivided interests in property, without limitation as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or income in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation without limitation, except such limitations to may be contained in the instrument under which such property is received, this Certificate of Incorporation, the bylaws of the Corporation, or any applicable laws; to do any other thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers, except as permitted under the Not-for-Profit Corporation Law.

(B) No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, trustee 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. No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(C) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal laws.

(D) The Corporation shall not engage in any act of self-dealing as defined in any subsequent Federal Law.

(E) The Corporation shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code of 1986, or corresponding provision of any subsequent Federal law.

(F) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provision of any subsequent Federal law.

(G) The Corporation shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code of 1986, or corresponding provision of any subsequent Federal Law.

(H) Notwithstanding any other provision of this certificate, the Corporation shall not carry on any activities not permitted an organization exempt under Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended, or by an organization, contributions to which are deductible under Section 170 (c) (2) of such Code and Regulations as they now exist or as they may be amended.

(I) Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable, religious, scientific, literary or educational organizations which would then qualify under the provisions of Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended.

(J) The Corporation shall not engage in any of the activities described in Section 404 (a-u) of the Not-for-Profit Corporation Law.

3. *Powers.* In furtherance of its corporate purposes, the Corporation shall have all the general powers enumerated in Section 202 of the Not-for-Profit Corporation Law, together with the power to solicit grants and contributions for the corporate purposes.

4. *Office.* The office of the Corporation is located in the Hamlet of Ray Brook, County of Essex, State of New York.

5. *Territory.* Subject to the provision in Paragraph 2 (A) hereof, the territory in which the operations of the Corporation are principally to be conducted is the United States of America, its territories and possessions, but the operations of the Corporation shall not be limited to such territory.

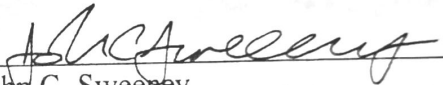
6. *Directors.* The names and addresses of the initial directors until the first annual

meeting of the Corporaton are:

John C. Sweeney, HC2, Box 146B, Wilmington, NY 12997
Theodore C. Sweeney, 132 Bergen Street, Brooklyn, NY 11201
William A. Sweeney, Jr., 132 Bergen Street, Brooklyn, NY 11201

7. *Designation of Secretary of State and Post Office Address:* 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 process in any action or proceeding against the Corporation which may be served upon him is: HC 2, Box 146B, Wilmington, NY 12997

IN WITNESS WHEREOF, the undersigned has signed this Certificate of Incorporation the 30th day of AUGUST, 2000, and affirms that the statements made herein are true under the penalties of perjury.


John C. Sweeney
HC2, Box 146B
Wilmington, NY 12997

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OF

EYS FAMILY FOUNDATION, INC.

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STATE OF NEW YORK
DEPARTMENT OF STATE

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TAX \$ _____
BY: *bxc*

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