

CERTIFICATE OF INCORPORATION

of

CONCHOLOGISTS OF AMERICA, INC.

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

The undersigned for the purpose of forming a corporation under Section 402 of the Not-For-Profit Corporation Law, hereby certify:

1. The name of the corporation is CONCHOLOGISTS OF AMERICA INC.
2. The corporation has not been formed for pecuniary profit or financial gain, and no part of the assets, income or profit of the corporation is distributable to, or enures to the benefit of its members, directors or officers except to the extent permitted under the Not-For-Profit Corporation Law.
3. The purposes for which the corporation is to be formed are to promote the study of the science of Malacology and Conchology through the encouragement of research and the dissemination of educational material both by lecture and publication to persons interested in the said science; to further the education and interests of members of the corporation and of the general public through lectures, educational advertising and public exhibits; to promote and encourage the understanding of ecology so that future generations can enjoy Malacology and Conchology. In furtherance of its corporate purposes, the corporation shall have all general powers enumerated in Section 202 of the Not-For-Profit Corporation Law.
4. The corporation is a corporation as defined in subparagraph (a) (5) of Section 102 (definitions) of the Not-For-Profit Corporation Law. Nothing herein shall authorize this corporation, directly or indirectly, to engage in or include among its purposes, any of the activities mentioned in Not-for-Profit Corporation Law, Section 404 (b) - ~~(4) or Executive Law, Section 757~~, without the approval of the agency involved.

5. The City and County in which the office of the Corporation is to be located is in the Town of Hempstead in the County of Nassau.

6. The number of its directors shall be four (4).

7. The names and residences of the directors until the first annual meeting are:

<u>NAMES</u>	<u>ADDRESSES:</u>
GERRIE WALKLET	Randolph Farms #1401 13300 Indian Rock Road Largo, Florida 33540
RICHARD W. FORBUSH	17598 Millbrook Drive Chagrin Falls, Ohio 44022
CLAIR STAHL	3235 N.E. 61st Avenue Portland, Oregon 97213
RICHARD GOLDBERG	49-77 Fresh Meadow Lane Flushing, New York 11366

8. No part of the income of the corporation shall inure to the benefit of any member, trustee, director, 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, 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.

9. No part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

10. Upon the dissolution of the organization, the governing body of the organization shall, after paying or making provision for the payment of all the liabilities of the organization, dispose of all the assets of the organization in such manner, or to such organization or organizations organized and operating exclusively for religious, charitable, scientific, testing for public safety, literary or educational purposes or for the prevention of cruelty to children or animals as shall at the time qualify for exemption as an exempt organization or organizations under Sec. 501(c) (3) of the Internal Revenue Code of 1955.

11. The post office address to which the Secretary of State shall mail a copy of any notice required by law is c/o MARTIN LERNER, Esq., 401 Broadway, New York, N.Y. 10013.

12. All the subscribers hereto are of full age; that at least two-thirds of them are citizens of the United States; at least one of them is a resident of the State of New York; and that of the persons named as directors, at least one is a citizen of the United States and a resident of the State of New York.

13. Prior to delivery to the Department of State for filing, all approvals or consents required by law will be endorsed upon or annexed to this certificate.

IN WITNESS WHEREOF, this certificate has been signed by each of the subscribers this 12th day of August, 1979.

ERNEST E. TOVO
22 Sunny Road
~~St. James, New York 11780~~

Ernest E. Tovo
Ernest E. Tovo

MARY S. SNEDIKER
2562 Ramona Street
East Meadow, New York 11554

Mary S. Snediker
Mary S. Snediker

MARC A. GOLDBERG
49-77 Fresh Meadow Lane
Flushing, New York 11365

Marc A. Goldberg
Marc A. Goldberg

IRENE ROSS
43-32 Kissena Blvd.
Flushing, New York 11355

Irene Ross
Irene Ross

HENRY FOGLINO
4 Trent Court
Smithtown, New York 11787

Henry Foglino
Henry Foglino

STATE OF NEW YORK)
COUNTY OF NEW YORK)

ss.:

On the 12 day of August, 1979 before me personally came ERNEST E. TOVO, MARY S. SNEDIKER, MARC A. GOLDBERG, IRENE

ROSS and HENRY FOGLINO to me known and known to me to be the persons described in and who executed the foregoing instrument and acknowledged jointly and severally that they executed the same.

[Signature]
Notary Public, State of New York
No. 502416000
Qualified in Nassau County
Certificate filed in New York County
Office of the Notary Public, State of New York

STATE OF NEW YORK)
COUNTY OF NEW YORK) ss.:

ERNEST E. TOVO, MARY S. SNEDIKER, MARC A. GOLDBERG

IRENE ROSS and HENRY FOGLINO, each being duly sworn, deposes and

says: 1. The purposes set forth in the foregoing certificate of incorporation of the CONCHOLOGISTS OF AMERICA, INC. are the same as those of the unincorporated association, the CONCHOLOGISTS OF AMERICA.

2. The subscribers of the certificate of incorporation of the CONCHOLOGISTS OF AMERICA, INC. constitute a majority of the members of a committee authorized to incorporate said association, CONCHOLOGISTS OF AMERICA by vote as required by the organic law of the association for the amendment of such organic law.

Ernest E. Tovo

Ernest E. Tovo

Mary S. Snediker

Mary S. Snediker

Marc A. Goldberg

Marc A. Goldberg

Irene Ross

Irene Ross

Henry Foglino

Henry Foglino

Sworn to before me this

12 day of August, 1949

Martin Lerner

MARTIN LERNER

Notary Public, State of New York

No. 30,245,850

Qualified in Nassau County

Certificate filed in New York County

Commission Expires March 30, 1951

STATE OF NEW YORK)
COUNTY OF NEW YORK)

ss.:

MARTIN LERNER being duly sworn, deposes and says that

1. He is the attorney and Counselor at Law for the association known as the CONCHOLOGISTS OF AMERICA and also serves in the same capacity for the proposed membership corporation, CONCHOLOGISTS OF AMERICA, INC.

2. No previous application has been made for approval by a Justice of the Supreme Court of the State of New York, of the certificate of incorporation of the CONCHOLOGISTS OF AMERICA Inc.

Martin Lerner

MARTIN LERNER

Sworn to before me this
25th day of August, 1979

DANIEL GOTLIN
Notary Public, State of New York
No. 24-6607370
Qualified in Queens County
Commission Expires March 30, 1980

I hereby approve of the foregoing Certificate of Incorporation of the CONCHOLOGISTS OF AMERICA, INC.

Dated: 9/26, 1979

Frank X. Altamari

Justice of the Supreme Court of
the State of New York

FRANK X. ALTAMARI

Sept. 24, 1979

THE UNDERSIGNED HAS NO
OBJECTION TO THE GRANTING
OF JUDICIAL APPROVAL
HEREON AND WAIVES
STATUTORY NOTICE

ROBERT ABRAMS
ATTORNEY GENERAL
STATE OF NEW YORK

Bernard Toomin

BERNARD TOOMIN
Assistant Attorney General

Filed SEP 20 1979
SUPREME COURT, NASSAU CO
SPECIAL TERM, P.M.
MINEROLA, NEW YORK