

CERTIFICATE OF INCORPORATION  
OF  
SULLIVAN COUNTY VISITORS ASSOCIATION, INC.

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

Filed by:

Michael Davidson  
139 Hidden Ridge  
Monticello, NY 12701

CERTIFICATE OF INCORPORATION  
OF  
SULLIVAN COUNTY VISITORS ASSOCIATION, INC.

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

The undersigned, being a natural person over the age of eighteen (18), desiring to form a corporation pursuant to the Not-For-Profit Corporation Law, hereby makes, subscribes and acknowledges this Certificate as follows:

1. The name of the corporation shall be the Sullivan County Visitors Association, Inc.
2. The corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-For-Profit Corporation Law in that it is not formed for pecuniary profit or financial gain, and no part of the assets, income, or profit of the corporation is distributable to, or inures to the benefit of, its members, directors or officers except to the extent permissible under the Not-For-Profit Corporation Law.
3. The corporation is a Type C corporation as defined in Section 201 of the Not-For-Profit Corporation Law.
4. The office of the corporation shall be located in the County of Sullivan, State of New York.
5. The purposes for which the corporation is organized are: to promote Sullivan County as an attraction for tourists and visitors; to solicit groups, conventions, meetings, trade shows, exhibits, expositions, and special events to convene and take place in Sullivan County through advertising, sales contracts, publications, and distribution of descriptive materials and such other means as may be necessary or expedient; to develop increased civic interest in Sullivan County as a visitor attraction; and to generally do all those things necessary or appropriate to carry out such purposes.
6. The lawful public and quasi-public objectives to be achieved by the purposes for which the corporation is organized are: the development, promotion, enhancement, and retention of the tourism industry and its associated employment base within the County of Sullivan, for the economic benefit of the people of the County; coordination of the efforts of various governmental agencies and private business interests related to the tourism industry; and maximization of the effect of such combined efforts and respective contributions to the development, retention, and promotion of the recreation and tourism industry through the County, thereby lessening the burdens of government and acting in the public interest.
7. Notwithstanding any other provision of these articles, the corporation is organized exclusively for one or more of the purposes specified in Section 501(c)(6) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.
8. All income and earnings of the corporation shall be used exclusively for its corporate purposes; and no part of the income or earnings of the corporation shall inure to the benefit of, nor shall any distribution of its property or assets be made to, any member or private person, corporate or individual, or any other private interest, except that the corporation shall be

authorized to repay loans, and shall be authorized to repay contributions made to it by any political subdivision, municipal corporation, or public authority.

9. No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in or intervening in any political campaign on behalf of or in opposition to any candidate for public office, except as such activity may be permitted to corporations organized exclusively for one or more of the purposes specified in Section 501(c)(6) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

10. In the event of dissolution, all of the remaining assets and property of the corporation shall, after necessary expenses thereof, be distributed to another organization exempt under Section 501(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws, or to the Federal government, or to State or local government for a public purpose upon approval of a Justice of the Supreme Court of the State of New York.

11. In any taxable year in which the corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code of 1954, the corporation shall distribute its income for such period at such time and manner as not to subject it to tax under Section 4942 of the Code; and the corporation shall not (a) engage in any act of self-dealing as defined in Section 4941(d) of the Code; (b) retain any excess business holdings as defined in Section 4943(c) of the Code; (c) make any investments in such manner as to subject the corporation to tax under Section 4944 of the Code; or (d) make any taxable expenditures as defined in Section 4945(d) of the Code or corresponding provisions of any subsequent Federal tax laws.

12. The number of directors of the corporation shall be not less than three (3) as fixed by the by-laws of the corporation. The names and addresses of the directors constituting the initial Board of Directors of the corporation are:

NAME	ADDRESS
John J. Sipos	220 North Road Forestburgh, New York 12777
Bruce Siegel	2 Delaware Avenue Ext. Liberty, New York 12754
Lisa M. Lyons	Beaverkill Road P.O. Box 717 Livingston Manor, New York 12758

13. The Secretary of State is hereby designated as agent of the corporation upon whom process against it may be served, and the post office address to which the Secretary of State shall mail a copy of any process against it served upon him is P.O. Box 982, Monticello, New York 12701.

14. No director of the corporation shall have any personal liability for damage for any breach of duty in such capacity, provided that the foregoing shall not apply to the liability of any director if a judgment or other final adjudication adverse to him establishes that his acts or omissions were in bad faith or that he personally gained a financial profit or other advantages to

which he was not legally entitled or that his acts violated Section 719 of the Business Corporation Law.

**IN WITNESS WHEREOF**, the undersigned incorporator has made and executed this certificate on the \_\_\_\_ day of October, 1997.

\_\_\_\_\_  
Michael Davidson  
139 Hidden Ridge  
Monticello, NY 12701

State of New York  
County of Sullivan, ss:

On the \_\_\_ day of October, 1997, before me personally came Michael Davidson, known to me to be the individual described in and who executed the foregoing instrument, and acknowledged that he executed the same.

\_\_\_\_\_  
Notary Public