

DC-08

CERTIFICATE OF INCORPORATION

OF

THE ALBANY WATERWAY, INC.

UNDER SECTION 402 OF THE NOT-FOR-PROFIT CORPORATION LAW

The undersigned, a natural person of the age of eighteen or over, desiring to form a corporation pursuant to the provisions of the Not-for-Profit Corporation Law of the State of New York, does hereby certify:

FIRST: The name of the Corporation is: The Albany Waterway, Inc.

SECOND: The Corporation is formed for any purpose for which corporations may be organized under New York Not-for-Profit Corporation Law, is a charitable corporation under Section 201 of the New York Not-for-Profit Corporation Law, and is a corporation as defined in subparagraph (a)(5) of section 102 of the New York Not-for-Profit Corporation Law.

THIRD: The Corporation is formed to create and realize an inclusive, transformative economic impact in the Capitol City of the Empire State, and beyond, by introducing the Albany Waterway, connecting the Hudson River with the origins of the original Erie Canal.

In furtherance of the foregoing charitable purposes, the Corporation shall:

- (i) Create and implement a vision of a waterway, taking advantage of public private partnerships, in order to revitalize The City of Albany by providing the source for new internal and external significant investments, opportunities for increased workforce, tourism and connections benefitting neighborhoods and families;
- (ii) Create and engender enthusiastic civic pride in the heritage of The City of Albany, present and future, as a model and destination for the history,

education and culture of the region by significant infrastructure improvements, once again connecting the Hudson River to one of the oldest and most significant cities in America;

- (iii) Create relationships and collaborate with organizations by providing a forum for individuals, private organizations and government to combine talents, ideas and treasure to support the other stated purposes for which this corporation is formed; and
- (iv) Conduct any and all lawful activities which may be used in accomplishing the foregoing purposes.

Nothing herein shall authorize the Corporation to operate a nursery school, an elementary school, a secondary school, an institution of higher learning, a cable television facility, or an educational television station. Nothing herein shall authorize the Corporation to operate or maintain a public library, museum, archives, or historical society or to own or hold public collections, nor shall the Corporation engage in any of the professions designated in Title VIII of the Education Law.

FOURTH: In furtherance of the foregoing purposes, the Corporation shall have all of the general powers enumerated in Section 202 of the Not-for-Profit Corporation Law and such other powers as are now or hereafter permitted by law for a corporation organized for the foregoing purposes, including, without limitation, the power to solicit grants and contributions for any corporate purpose and the power to maintain a fund or funds of real and/or personal property in furtherance of such purposes.

FIFTH: 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. No consent or approval is required.

SIXTH: Notwithstanding any other provision of these articles, the Corporation is organized exclusively for charitable preservation 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, as it may be amended (the "Code") and, in connection therewith:

(a) The Corporation shall not, directly or indirectly, engage in or include among its purposes any of the activities mentioned in subparagraphs (b) through (w) of Section 404 of the Not-for-Profit Corporation Law.

(b) The Corporation is not formed for and shall not be conducted nor opened for pecuniary profit or financial plan, and no part of its assets, income or profit shall be distributed or paid to the benefit of any private individual or individuals; providing that nothing shall prevent the Corporation from paying reasonable compensation to any person for activities rendered to or for the Corporation in furtherance of one or more of its purposes.

(c) No substantial part of the activities of the Corporation shall be devoted to carrying on propaganda or otherwise attempting to influence legislation, except to the extent permitted by the Code whether pursuant to an election under Section 501(h) or otherwise, and no part of the activities of the Corporation shall be devoted to participating in or intervening in (including the publishing or distributing of statements) any political campaigns on behalf of or in opposition to any candidate to public office.

(d) The Corporation shall not engage in or include among its purposes, any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3) as of the Code, as it may be amended.

SEVENTH: The office of the Corporation shall be located in the County of Albany, State of New York.

EIGHTH: The names and addresses of the initial directors of the Corporation, each of which is full of age, are as follows:

<u>Name</u>	<u>Address</u>
Bartley J. Costello, Esq.	30 Berkshire Blvd Albany, New York 12208
Paul Grondahl	5031 Coons Road Schenectady, New York 12303
Chet Opalka	6 Heather Ridge Averill Park, New York 12061
Marcus Pryor	319 State Street Albany, New York 12210
William Reynolds	135 Wildwood Lane Selkirk, New York 12158
Richard Scarano	109 Van Weis Point Road Glenmont, New York 12077
Len Tantillo	243 Irish Hill Road Nassau, New York 12123

NINTH: The New York Secretary of State is hereby designated as agent of the Corporation upon whom process against the Corporation may be served. The post office address to which the Secretary shall mail a copy of said process against the Corporation served upon him is:

The Albany Waterway, Inc.
c/o Bartley J. Costello, III, Esq.
Hinman Straub P.C.
121 State Street
Albany, New York 12207

TENTH: In the event of dissolution of the Corporation, all of the assets and property of the Corporation remaining after the proper payment of expenses and the satisfaction of all liabilities shall be distributed in accordance with Section 1102 of the Not-for-Profit Corporation Law, as it may be amended, to further the not-for-profit purposes of the Corporation and/or to such charitable and educational organizations as shall qualify under Section 501(c)(3) of the Code.

IN WITNESS WHEREOF, the undersigned has signed this Certificate of Incorporation and made the representations herein under the penalties of perjury this 30th day of March, 2022.



Name: Richard J. Miller, Jr., Esq.
Title: Incorporator
1271 Avenue of the Americas
New York, New York 10020

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OF

THE ALBANY WATERWAY, INC.
(Corporation Name)

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

Filed by:

Blank Rome LLP
1271 Avenue of the Americas
New York, New York 10020
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