

COPY

**CERTIFICATE OF INCORPORATION**

**OF**

**NORTHEAST MYCOLOGICAL FEDERATION, INC.**

**(Under Section 402 of the Not-for-Profit Corporation Law)**

The undersigned, being a natural person over the age of eighteen years, desiring to form a corporation pursuant to the provisions of the Not-for-Profit Corporation Law, does hereby certify as follows:

1. The name of the corporation is: **NORTHEAST MYCOLOGICAL FEDERATION, INC.** (hereinafter called "the Corporation")

2. The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law, and shall be a Type B corporation under Section 201 of the Not-for-Profit Corporation Law.

3. The purposes for which the Corporation is formed are to conduct the following activities, which are exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as the same may be amended from time to time (the "Code"):

(a) To receive and administer funds exclusively for charitable purposes within the meaning of the Code and, to that end, to hold any property, or any undivided interest in property, without limitation as to amount or value.

(b) To stimulate interest in mycology and to provide a forum where both amateur and professional mycologists can share their experiences and knowledge and work together cooperatively in studying the fungal flora of eastern North America for scientific and educational purposes and, without limiting the generality of the foregoing, in the absolute discretion of the Board of Directors, to make donations, gifts, contributions and loans without interest out of its annual net income or assets, or both (without limit as to the amount going to any one recipient, or, in the aggregate, to all recipients), to or for the use of any and all corporations, organizations, foundations, institutions or individuals.

(c) To purchase, receive, take by grant, gift, devise, bequest or otherwise acquire, own, hold, manage, improve, employ, use and otherwise deal in and with, real or personal property, wherever situated, from any source, and without limit as to the amount, including without limiting the generality of the foregoing, lands and buildings, and to hold, invest, reinvest, use, mortgage, pledge, sell, lease, assign, give, exchange, transfer or otherwise dispose of the same.

(d) To invest, reinvest, or deal with the principal or the income from any such disposed property in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, this Certificate of Incorporation, the By-laws of the Corporation, or any applicable laws.

(e) To do any other act or thing incidental to or connected with all of the foregoing purposes or in advancement thereof as shall from time to time be found appropriate, but not for the pecuniary profit or financial gain of the Corporation's directors or officers, except as permitted under Article 5 of the Not-for-Profit Corporation Law.

4. 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. The Corporation shall have the right to exercise such other powers as now are, or hereafter may be, conferred by law upon a corporation organized for the purposes hereinabove set forth or necessary or incidental to the powers so conferred, or conducive to the furtherance thereof, subject to the limitations as may be prescribed by law, by this Certificate of Incorporation or the By-laws of this Corporation; provided, however, that:

(a) nothing herein contained shall authorize this Corporation, directly or indirectly, to engage in or include among its purposes any of the activities specified in paragraphs (b) through (v) of Section 404 of the Not-for-Profit Corporation Law; and

(b) nothing herein contained shall authorize the Corporation, directly or indirectly, to engage in any activity not permitted to be engaged in by a corporation exempt from federal income taxation under Section 501(c)(3) of the Code.

5. The principal office of the Corporation within the State of New York is to be located in the County of New York.

6. The affairs of the Corporation shall be managed by the Board of Directors, whose number, qualifications and manner of election shall be as stated in the By-laws. The names and addresses of the persons constituting the initial Board of Directors of the Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Frieda Trainor	535 South St., RD3 Box 355 Highland, New York 12528
Wilbur K. Williams	140 West 13th Street New York, New York 10011
Barbara Eldering	7 Gristone Road Chelmsford, MA 01824

7. The Corporation hereby designates the Secretary of State as its agent upon whom all process in any action or proceedings against it may be served within the State of New York.

8. The address to which the Secretary of State shall mail a copy of process in any action or proceedings against the Corporation which may be served upon him or her is:

Northeast Mycological Federation, Inc.  
Wilbur K. Williams  
140 West 13th Street  
New York, New York 10011

9. It is the intention of this Corporation at all times to qualify and remain qualified as an organization described in Section 501(c)(3) of the Code. Accordingly:

(a) The Corporation shall not be conducted or operated for profit, and no part of its net earnings shall inure to the benefit of, or be distributable to, 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 pursuant to one or more of its purposes, as permitted under Article 5 of the Not-for-Profit Corporation Law); nor shall any net earnings, property or assets of the Corporation be used other than for the purposes of the Corporation.

(b) Except as may otherwise be permitted by the Code or the laws of the State of New York, no substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation; nor shall the Corporation participate in, or intervene in (by the publishing or distribution of statements or otherwise) any political campaign on behalf of (or in opposition to) any candidate for public office.

(c) In the event of the dissolution, liquidation, termination or winding up of the Corporation (whether voluntary or involuntary or by operation of law), and after the payment of all debts and liabilities, the Board of Directors shall dispose of all the property or assets of the Corporation in furtherance of the purposes of the Corporation in such manner, or to such organization or organizations qualified under Section 501(c)(3) of said Code, as the Board of Directors shall determine. Any such assets or property not so distributed shall be disposed of in accordance with the direction of a Court of competent jurisdiction in such manner as will best

accomplish the purposes for which the Corporation was organized. None of the property or assets of the Corporation shall be made available in any way to any trustee, director or officer of the Corporation or to any private individual.

IN WITNESS WHEREOF, the undersigned has made and signed this certificate as of the 10th day of January, 1993 and affirms the statements contained herein as true under penalties of perjury.

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WILBUR K. WILLIAMS, Incorporator  
140 West 13th Street  
New York, NY 10011