



**Division of Corporations,
State Records and
Uniform Commercial Code**

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207 New York State
Department of State
**DIVISION OF CORPORATIONS,
STATE RECORDS AND
UNIFORM COMMERCIAL CODE**
One Commerce Plaza
99 Washington Ave.
Albany, NY 12231-0001
www.dos.ny.gov

**CERTIFICATE OF INCORPORATION
OF**

FELICIA'S PROMISE, INC.

(Corporation Name)

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

FIRST: The name of the corporation is:

Felicia's Promise, Inc.

SECOND: The corporation is a corporation as defined in subparagraph (5) of paragraph (a) of Section 102 of the Not-for-Profit Corporation Law.

THIRD: *(Select all that apply)*

The purpose(s) for which the corporation is formed is:

- ☒ any purpose for which corporations may be organized under the Not-for-Profit Corporation Law as a charitable corporation.
- ☐ any purpose for which corporations may be organized under the Not-for-Profit Corporation Law as a non-charitable corporation.
- ☐ any purpose for which corporations may be organized under the Not-for-Profit Corporation Law as a charitable corporation or as a non-charitable corporation. *(Note: Checking this box results in the corporation being categorized as a charitable corporation in paragraph FIFTH.)*
- ☒ the following specific purpose(s):

The Corporation is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The Corporation is being developed to assist primarily disadvantaged young women from underrepresented communities in New York City to develop marketable skills, attain higher education and career opportunities, and become financially self-reliant.

The purposes for which the Corporation is formed to provide technical and non-technical resources and training to train young women on STEM career paths, communication skills, entrepreneurship, leadership, and other necessary skills that the Corporation deems necessary to uphold its mission.

FOURTH: *(Check the appropriate statement)*

☒ 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.

☐ The corporation is formed to engage in an activity or for a purpose requiring consent or approval of a state official, department, board, agency or other body. Such consent or approval is attached.

FIFTH: The corporation is a: ☒ charitable corporation ☐ non-charitable corporation under Section 201 of the Not-for-Profit Corporation Law.

SIXTH: The office of the corporation is to be located in the County of KINGS
State of New York.

SEVENTH: The names and addresses of the initial directors of the corporation are:
(A minimum of three is required)

Name: Brenda J. Canty

Address: 309 Lafayette Avenue, Brooklyn, NY 11238

Name: Janelia R. Meeks

Address: 23 Canterbury Circle, Somerset, NJ 08873

Name: Felicia A. Fonrose

Address: 186 Madison Street, Brooklyn, NY 11216

EIGHTH: 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 any process accepted on behalf of the corporation is: Felicia's Promise, Inc.

Attn: Felicia Fonrose

186 Madison Street, Brooklyn, NY 11216

NINTH: *(Optional – Corporations seeking tax exempt status may include language required by the Internal Revenue Service in this paragraph. See Not-for-Profit Incorporation Instructions.)*

The following language relates to the corporation's tax exempt status and is not a statement of purposes and powers. Consequently, this language does not expand or alter the corporation's purposes or powers set forth in paragraph **THIRD**.

In addition to the foregoing corporate purposes, the Corporation shall have and exercise all of the general and special powers of Corporations set forth in Section 202 of the Not-For-Profit Corporation Law.

Nothing herein shall authorize the Corporation, directly or indirectly, to engage in or include among its purposes any of the activities listed in section 404(a) through (v) of the Not-for-Profit Corporation Law.

Nothing herein shall authorize the Corporation to operate or maintain a nursery school, elementary school, or secondary school.

Nothing herein shall authorize the Corporation to operate or maintain an institution of higher learning or to grant degrees.

Nothing herein shall authorize the Corporation to engage in the practice of the profession of medicine or any other profession required to be licensed by Title VIII of the Education Law.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

NAME, SIGNATURE & ADDRESS OF INCORPORATOR:

Felicia A. Fonrose

(Print or Type Name of Incorporator)

X Felicia A. Fonrose

(Signature of Incorporator)

186 Madison Street

(Address of Incorporator)

Brooklyn NY 11216

(City, State, Zip Code)

CERTIFICATE OF INCORPORATION
OF

FELICIA'S PROMISE, INC.

(Corporation Name)

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

Filer's Name and Mailing Address:

Felicia A. Fonrose

Name:

Company, if Applicable:

186 Madison Street

Mailing Address:

Brooklyn NY 11216

City, State and Zip Code:

NOTES:

1. §301 of the Not-for-Profit Corporation Law requires that the name contain "Incorporated" or "Inc." or one of the other words or abbreviations indicative of corporate character unless the corporation qualifies for one of the exceptions in §301.
2. This sample form is provided by the New York State Department of State for filing a certificate of incorporation.
3. This form is designed to satisfy the minimum filing requirements pursuant to the Not-for-Profit Corporation Law. The Department of State will accept any other form which complies with the applicable statutory provisions.
4. The Department of State recommends that this legal document be prepared under the guidance of an attorney.
5. The Department of State does not provide legal, accounting or tax advice.
6. This certificate must be submitted with a \$75 filing fee made payable to the Department of State.

For DOS use only

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED AUG 06 2020

TAXS

BY: [Signature]

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NEW YORK STATE DEPARTMENT OF STATE
Division of Corporations, State Records and UCC
One Commerce Plaza, 99 Washington Avenue, Albany, NY 12231

TO: FELICIA A. FONROSE
186 MADISON STREET
BROOKLYN NY 11216

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