

CERTIFICATE OF INCORPORATION

- OF -

SOUTH EAST CONSORTIUM FOR SPECIAL SERVICES, INC.

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

FIRST: (Corporate Name). The name of the Corporation is: **South East Consortium for Special Services, Inc.** (the "Corporation").

SECOND: (Definition; Designation as a Type B Corporation). The Corporation is a corporation as defined in Subparagraph (a)(5) of Section 102 (Definitions) of the (New York) Not-for-Profit Corporation Law (the "N-PCL"). The Corporation is a Type B corporation pursuant to Section 201 of the N-PCL.

THIRD: (Corporate Purposes).

(a) The Corporation is organized and shall be operated exclusively for serving residents of Southeastern Westchester County with mental or physical developmental disabilities; and more particularly, it shall principally serve the twelve municipalities (the "Municipalities") of Pelham, Eastchester, Bronxville, Tuckahoe, Scarsdale, Harrison, Rye Brook, City of Rye, Village of Mamaroneck, Town of Mamaroneck, Village of Larchmont and Village of Port Chester. The programs and services of the Corporation shall be provided principally throughout the Municipalities and shall customarily utilize existing recreational facilities and schools. The Corporation shall be funded via contributions from municipal governments, state and federal grants, as well as private contributions; and its revenue sources shall also include fund-raising (such as direct public solicitation) and its program service income.

(b) The Corporation shall provide therapeutic recreation programs, leisure services and related services that shall be available to all disabled persons irrespective of their age or degree of disability, with an emphasis on identifying and serving individuals with developmental disabilities in accordance with the guidelines of the New York State Office for People with Developmental Disabilities; and included therein, the Corporation is empowered to provide services under the Office for People with Developmental Disabilities home and community based waiver.

(c) The Corporation shall have and exercise, pursuant to Section 202(a)(16) of the N-PCL, all powers necessary to effect any or all of the purposes for which the Corporation has been formed, but subject to, and in accordance with and within the meaning of, Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). (Any reference in this Certificate to a

statute or regulation shall automatically include any amended or successor provisions thereto.)

FOURTH: **(Office).** The office of the Corporation shall be located in the County of Westchester.

FIFTH: **(Agent for Service of Process).** The New York 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: South East Consortium for Special Services, Inc., 740 West Boston Post Road, Suite 301, Mamaroneck, NY 10543.

SIXTH: **(Duration).** The duration of the Corporation shall be perpetual.

SEVENTH: **(Restrictions and Limitations required by the Internal Revenue Code).**

(a) The Corporation is not-for-profit and shall not have or issue shares of stock or make distributions. The Corporation's net earnings shall not inure in whole or in part to the benefit of private shareholders or individuals (*i.e.*, any person having a personal and private interest in the activities of the Corporation).

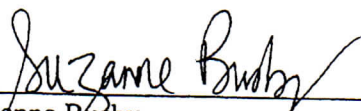
(b) At all times, the Corporation shall be operated and administered exclusively as a charitable organization in accordance with Section 501(c)(3) of the Code. The Corporation shall not undertake any act or conduct which: (i) is contrary to the Code or the Treasury Regulations promulgated thereunder; or (ii) in any manner jeopardizes the tax-exempt status of the Corporation.

(c) Specifically included in the restrictions that are referred to in Paragraph 7(b) next above are the following prohibitions: (i) the Corporation shall not devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise; (ii) the Corporation shall not directly or indirectly participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office; and (iii) the Corporation shall not have objectives or engage in activities which would characterize it as an "action" organization as defined in Treasury Regulation §1.501(c)(3)-1(c)(3).

(d) Upon dissolution, the assets of the Corporation shall be distributed solely to one or more organizations which is/are exempt under Section 501(c)(3) of the Code.

• **Dated** on November 18, 2010.

SOUTH EAST CONSORTIUM FOR SPECIAL SERVICES, INC.

By: 
Suzanne Busby
Its duly-authorized President