

Att A - MFOP Certificate of Incorporation

940413000358

EIN# 11-3195781

CERTIFICATE OF INCORPORATION
OF
MONTAUK FRIENDS OF OLMSTED PARKS, INC.

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

IT IS HEREBY CERTIFIED THAT:

- (1) **THE NAME OF THE CORPORATION IS "MONTAUK FRIENDS OF OLMSTED PARKS, INC."**
- (2) **THE CORPORATION IS A CORPORATION AS DEFINED IN SUBPARAGRAPH (A) (5) OF SECTION 102 (DEFINITIONS) OF THE NOT-FOR-PROFIT LAW.**
- (3) **THE PURPOSE OR PURPOSES FOR WHICH THE CORPORATION IS FORMED ARE AS FOLLOWS:**
- 3(a) To protect, conserve, steward, and promote the parks, roadways, and other easements in Montauk shown on filed Olmsted subdivision maps of "Wompenanit" and "Hither Hills" and conveyed through covenanted agreements through the estate of Arthur W. Benson. Note: See "reservation" properties on filed maps #34 and #496 filed in Riverhead along with the covenanted agreements written "to run with the land" found in approximately 90 deeds between 1904 and 1956 beginning with Liber 546, cp. 524ff (Wompenanit) and Liber 585, cp 416ff (Hither Hills).
- 3(b) To foster, encourage, and promote the fullest use and enjoyment of the Olmsted parks and other covenanted easements by the Montauk community and their guests.
- 3(c) To maintain a non-partisan democratic caucus-process membership organization of Montauk residents to discuss and resolve issues, oversee and allocate funds, and build community as specified in the Bylaws of the organization. Voting membership will be limited to Montauk landowners or certified proxies as set forth in the Bylaws of the organization.
- 3(d) To enter into and/or support any litigation which either (1) is explicitly to protect the rights of Montauk landowners to the use of the land-grant parkland and/or other easements arising from the Benson covenants; or, (2) is for the purposes of mutual conservation of Montauk scenic, recreational, and/or natural resources and is allowable under section 202 of the not-for-profit corporation laws of the State of New York.
- 3(e) The MFOP will seek to consolidate title for the "reservation" lands under its name in order to facilitate conservation and stewardship. Where this is not possible, the MFOP will work closely with the fiducial title-holders of the "reservation" properties to ensure that the covenanted agreements are respected.
- 3(f) To seek recognition for Montauk as a National Historic Site by the Federal government of the United States of America and coordinate and promote any programs which may benefit the Montauk community from such recognition.
- 3(g) To seek financial assistance through grants, fund raising and private donations for the promotion and maintenance of the Olmsted park system in Montauk.
- 3(h) To publish a newsletter and quarterly magazine and sponsor celebrations and events to enhance community awareness and to promote and celebrate the spectacular natural beauty of Montauk.
- 3(i) It is not the intention or purpose of the MFOP to set itself up as an historical society, or to operate or function as a historical society.

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6/29/98 Affidavit of Robert A. Ficalora
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4.) THIS CORPORATION SHALL BE A TYPE B CORPORATION PURSUANT TO SECTION 201 OF THE NOT-FOR-PROFIT CORPORATION LAW.

The names and addresses of the initial directors are as follows:

Helen Ficalora
P.O. Box 393 ^{40 Breakers Motel}
Montauk, NY 11954 ^{OLD MONTAUK Highway}

Louise Nielsen
P.O. Box 301, ^{c/o Twin Pond motel}
Montauk, NY 11954 ^{OLD MONTAUK Highway}

Stella Bruhn
9 South Devon Place
P.O. Box 363
Montauk, NY 11954

5.) THIS CORPORATION IS TO BE LOCATED IN THE UNINCORPORATED VILLAGE OF MONTAUK, TOWNSHIP OF EAST HAMPTON, COUNTY OF SUFFOLK, STATE OF NEW YORK.

6.) THE TERRITORY IN WHICH THE ACTIVITIES OF THE CORPORATION ARE PRINCIPALLY TO BE CONDUCTED IS THE UNINCORPORATED VILLAGE OF MONTAUK, TOWNSHIP OF EAST HAMPTON, COUNTY OF SUFFOLK, STATE OF NEW YORK.

7.) THE SECRETARY OF STATE IS DESIGNATED AS AGENT OF THE CORPORATION UPON WHOM PROCESS AGAINST IT MAY BE SERVED. THE POST OFFICE ADDRESS TO WHICH THE SECRETARY OF STATE SHALL MAIL A COPY OF ANY PROCESS AGAINST THE CORPORATION SERVED UPON HIM IS:

M.F.O.P.
P.O. Box 2612
Montauk, NY 11954

8.) STATE AND FEDERAL EXEMPTION

State and Federal exemption language for Type B and C corporations seeking tax exemption.

Notwithstanding any other provisions of these articles, the corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1954, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income tax under IRC Section 501(c)(3) or corresponding provisions of any subsequent Federal tax laws.

No part of the net earnings of the corporation shall inure to the benefit of 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), and no member, trustee, officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation [except as otherwise provided by IRC Section 501(h)] or participating in (including the publication and distribution of statements), any political campaign of any candidates for public office.

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02/18/94

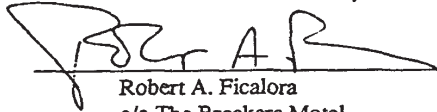
In the event of dissolution, all of the remaining assets and property of the corporation shall, after necessary expenses thereof, be distributed to another organization exempt under IRC Section 501(c)(3), or corresponding provisions of any subsequent Federal tax laws, or to the Federal Government, or state or local government for a public purpose, subject to approval of a Justice of the Supreme Court of the State of New York.

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

9.) APPROVALS AND CONSENTS

All approvals and consents required by the not-for-profit corporation law or any other statute are endorsed upon or attached to this Certificate of Incorporation.

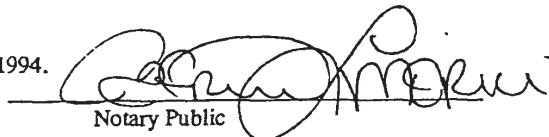
IN WITNESS WHEREOF, I have made this Certificate this 18 day of February, 1994, and I affirm the statements contained therein are true under the penalties of perjury.



Robert A. Ficalora
c/o The Breakers Motel
Old Montauk Highway
P.O. Box 393
Montauk, NY 11954

STATE OF NEW YORK)
COUNTY OF SUFFOLK) ss:
TOWN OF EAST HAMPTON)

Sworn to me this 18 day of February, 1994.


Notary Public

PATRICIA L. MORSE
NOTARY PUBLIC, State of New York
No. 01M04831638
Qualified in Suffolk County
Commission Expires Aug. 31, 1995

F 940413000358

CERTIFICATE OF INCORPORATION

OF

Montauk Friends of OLMSTED PARKS, Inc.
UNDER SECTION 402 OF THE NOT-FOR-PROFIT CORPORATION LAW

FILED BY:

Robert A Ficalora
c/o The Breakers Motel
P.O. Box 2612
Montauk NY 11954

[Handwritten signature]

ICC
STATE OF NEW YORK
DEPARTMENT OF STATE
FILED APR 13 1994
TAX \$ _____
BY: RSZ
Suffolk

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840413000400

N. Y. S. DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS AND STATE RECORDS

162 WASHINGTON AVENUE
 ALBANY, NY 12231

FILING RECEIPT

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 CORPORATION NAME: MONTAUK FRIENDS OF OLMSTED PARKS, INC.

DOCUMENT TYPE : DOMESTIC (NOT-FOR-PROFIT) CORPORATION TYPE: B COUNTY: SUFFOLK
 SERVICE COMPANY : ** NO SERVICE COMPANY **

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 FILED: 04/13/1994 DURATION: PERPETUAL CASH #: 940413000400 FILM #: 9404130003

ADDRESS FOR PROCESS

 THE CORPORATION
 PO BOX 2612
 MONTAUK, NY 11954

REGISTERED AGENT



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FILER	FEES	85.00	PAYMENTS	00
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ROBERT A FICALORA	FILING :	75.00	CASH :	00
C/O THE BREAKERS MOTEL	TAX :	0.00	CHECK :	00
PO BOX 393	CERT :	0.00	BILLED :	00
MONTAUK, NY 11954	COPIES :	10.00		
	HANDLING:	0.00		
			REFUND:	00

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 208-1025 (11/89)

6/29/98 Affidavit of Robert A. Ficalora
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Att. B - Declaration of Rights and Trusteeship

Declaration of Rights and Trusteeship

We, the membership of the Montauk Friends of Olmsted Parks, Inc., in founding and lawfully assembly this 11th day of May, 1996, do hereby and herewith certify, declare and make duly known that:

Whereas, by deeds through the Montauk Tribe of Indians our predecessor proprietors claimed the rights of ownership of Montauk as tenants in common subject to certain agreed upon shared rights of common use with the Tribe of lands at North Neck and Indian Field; and,

Whereas, in a ruling by the New York State Supreme Court dated September 6, 1851, in the case of the several proprietors of Montauk vs. the Trustees of the the Town of East Hampton, it was ordered that the Town Trustees release and surrender all claim to Montauk and issue a deed to the proprietors under official seal (dated March 9th, 1852); and,

Whereas, on April 2nd, 1852, the New York State Assembly at Albany passed a law, at Chapter 139, which caused the proprietors to be incorporated. This act provides for a process of governance and provides that the proprietors, in lawfull assembly, "shall have the power to make such rules and regulations for improving, managing, governing, and using such lands as they may deem proper"; and,

Whereas, the Estate of Arthur W. Benson, for a time the sole proprietor of the undivided lands of Montauk, did further reserve to its successor proprietors certain rights of common use into and over real property through covenanted agreements in deeds which were found valid and enforceable by the judgement and order of the Supreme Court of the State of New York date February 18th, 1994, and upheld on appeal by decision dated February 13th, 1996; and

Whereas, on April 13th, 1994, the aforesaid action caused to be incorporated under the laws of the State of New York a successor re-incorporation of the Proprietors of Montauk, known as Montauk Friends of Olmsted Parks, Inc., (MFOP) the charter, constitution and bylaws of which are to be amended to harmonize with Chapter 139 of the Laws of 1852; and,

It is herewith and hereby declared that the Montauk Friends of Olmsted Parks, corporation, as the not-for-profit re-incorporation of the Proprietors of Montauk, assumes any and all rights, title, priviledges, responsibilities or powers established in law under Chapter 139 of the Laws of 1852 and that notice of this declaration shall be provided to all Town, County, State authorities and to Montauk proprietors of record.

JUN 20 1996

55 MAY 13 PM 3:49

RECEIVED

