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Certificate of Incorporation; 1997

Buffalo Quarters Historical Society

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CERTIFICATE OF INCORPORATION OF
BUFFALO QUARTERS HISTORICAL SOCIETY DEVELOPMENT CORPORATION

Under §402 of the
Not-For-Profit Corporation Law

The undersigned, natural persons at least eighteen years of age, for the purpose of forming a corporation pursuant to the provisions of the Not-For-Profit Corporation Law of the State of New York, do hereby certify as follows:

FIRST: The name of the corporation is **BUFFALO QUARTERS HISTORICAL SOCIETY DEVELOPMENT CORPORATION.**

SECOND: The purposes for which it is formed are as follows:

(a) To conduct historical research, including, but not limited to, in the areas of Black History, the Civil War, and the Underground Railroad.

(b) To provide, in connection with such research, community and economic development services, exclusively for educational and charitable purposes.

(c) To operate the Buffalo Quarters Historical Society.

(d) To conduct and sponsor the Buffalo Quarters Underground Railroad Reenactment Celebration.

(e) To conduct, sponsor and prepare other historical reenactments for the education of the general public.

(f) To develop outreach services to youths, seniors and other target populations in order to share information in areas

related to historical research and preservation.

(g) To further its educational and charitable purposes as stated above, to acquire, by purchase or lease or manufacture or otherwise, any personal property deemed necessary or proper or useful in the equipment, furnishing, improvement, development, or management of any property, real or personal, at any time owned, held or occupied by the corporation and in any personal property deemed beneficial to the corporation, to mortgage, pledge, sell, let or otherwise dispose of any personal property at any time owned or held by the corporation.

(h) To further its educational and charitable purposes as stated above, to acquire by purchase or lease, gift, grant, devise or bequest or otherwise, lands and interests in lands in this or any other state or territory of the United States or a foreign country and to own, hold, improve, employ, develop, use and manage and deal with any real estate so acquired by the corporation, buildings or other structures with their appurtenances and to manage, operate, lease, re-build, enlarge, alter or improve any buildings or other structures now or hereafter erected on any lands so owned, held or occupied and to mortgage, pledge, create a security interest in, sell, convey, lease, exchange, transfer or otherwise dispose of any lands or interests in lands and any buildings or other structures and any stores, shops, rooms or part of any buildings or other structures at any time owned or held by the corporation.

(i) To do everything necessary, suitable or proper for the accomplishment, attainment or furtherance of, to do every other act or thing incidental to, appurtenant to, growing out of or connected with, the purposes, objects or powers set forth in this Certificate of Incorporation, whether alone or in association with others; to possess all the rights, powers and privileges now or hereafter conferred by the laws of the State of New York upon a Not-For-Profit Corporation organized under the laws of the State of New York and, in general, to carry on any of the activities and to do any of the things herein set forth to the same extent and as fully as a natural person or partnership might or could do; provided, that nothing herein set forth shall be construed as authorizing the corporation to possess any purpose, object or power, or to do any act or thing forbidden by law to a Not-For-Profit Corporation organized under the Laws of the State of New York.

THIRD: The corporation shall be a Type B corporation under §201 of the Not-For-Profit Corporation Law.

FOURTH: Notwithstanding any other provision of these articles, the corporation is organized exclusively for one or more of the purposes, as specified in §501(c)(3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws.

FIFTH: 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 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 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 §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 §170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

SIXTH: Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of §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 the New York State Supreme Court, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

SEVENTH: In any taxable year in which the corporation is a private foundation as described in §509(a) of the Internal Revenue Code of 1954, the corporation shall distribute its income for said period at such time and manner as not to subject it to tax under §4942 of the Code and the corporation shall not:

(a) engage in any act of self-dealing as defined in §4941(d) of the Code;

(b) retain any excess business holdings as defined in §4943(c) of the Code;

(c) make any investments in such manner as to subject the corporation to tax under §4944 of the Code; or

(d) make any taxable expenditures as defined in §4945(d) of the Code or corresponding provisions of any subsequent Federal tax laws.

EIGHTH: The corporation is a corporation as defined in §102(a)(5) of the Not-For-Profit Corporation Law.

NINTH: The names and addresses of the persons who are to serve as the initial directors of the corporation are as follows:

LILLION BATCHELOR
295 LaSalle Avenue
Buffalo, NY 14215

VIRGINIA BATCHELOR ROBINSON
295 LaSalle Avenue
Buffalo, NY 14215

·TONNALEE BATCHELOR
200 Easton Avenue
Buffalo, NY 14215

TENTH: The office of the corporation is to be located in the County of Erie and State of New York.

ELEVENTH: The duration of the corporation is to be perpetual.

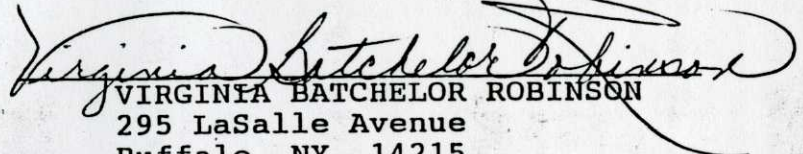
TWELFTH: The Secretary of State is hereby designated as agent of the corporation upon whom any process in any action or proceeding against it may be served. The address to which the Secretary of State shall mail a copy of process in any action or proceeding against the corporation which may be served upon it is:

BUFFALO QUARTERS HISTORICAL SOCIETY
DEVELOPMENT CORPORATION
P.O. Box 1542
Central Park Station
Buffalo, NY 14215-1542.

THIRTEENTH: There is no requirement of the New York Not-For-Profit Corporation Law or any other statute of the State of New York that any approval or consent be required before filing of this Certificate of Incorporation.

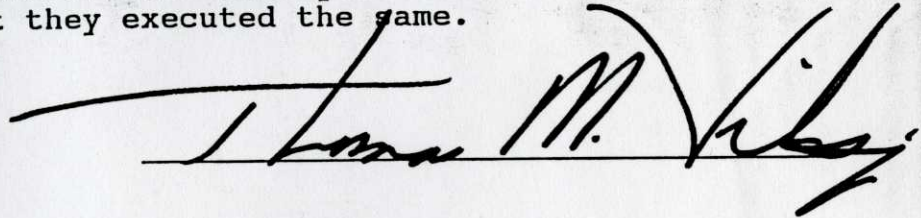
IN WITNESS WHEREOF, we have made, subscribed and acknowledged this Certificate of Incorporation this 23rd day of July, 1997.



LILLION BATCHELOR
295 LaSalle Avenue
Buffalo, NY 14215


VIRGINIA BATCHELOR ROBINSON
295 LaSalle Avenue
Buffalo, NY 14215

STATE OF NEW YORK)
 : SS.
COUNTY OF ERIE)

On the 23rd day of July, 1997, before me personally came LILLION BATCHELOR and VIRGINIA BATCHELOR ROBINSON, to me known and known to me to be the same persons described in and who executed the foregoing Certificate of Incorporation and they duly acknowledged to me that they executed the same.



THOMAS M. VIKSJO
Notary Public, State of New York
Qualified in Erie County
My Commission Expires Oct. 31, 1998 

FILING RECEIPT

ENTITY NAME : BUFFALO QUARTERS HISTORICAL SOCIETY DEVELOPMENT CORPORATION

DOCUMENT TYPE : DOMESTIC (NOT-FOR-PROFIT) CORPORATIO TYPE: B COUNTY: ERIE

SERVICE COMPANY : CSC NETWORKS/PRENTICE HALL SERVICE CODE: 45

FILED: 08/15/1997 DURATION: PERPETUAL CASH #: 970815000158 FILM #: 970815000149

ADDRESS FOR PROCESS

EXIST DATE

THE CORPORATION
PO BOX 1542
BUFFALO, NY 14215-1542

08/15/1997

REGISTERED AGENT



CENTRAL PARK STATION

RECEIPT OF SECRETARY OF STATE

FILER	FEES	PAYMENTS
THOMAS M. VIKSJO, ESQ. VIKSJO & MALOY, ATTY AT LAW 69 DELAWARE AVENUE, SUITE 500 BUFFALO, NY 14202	100.00 FILING : 75.00 TAX : 0.00 CERT : 0.00 COPIES : 0.00 HANDLING: 25.00	100.00 CASH : 0.00 CHECK : 0.00 BILLED: 100.00 REFUND: 0.00