

CERTIFICATE OF INCORPORATION OF RESTORE HOPE, INC.

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

FIRST: The name of the corporation is: **RESTORE HOPE, INC.**

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

THIRD-Part A: The Corporation is organized exclusively for charitable purposes under Section 501 (c) (3) of the Internal Revenue Code, such purposes being:

RESTORE HOPE WILL ASSIST HOMELESS WOMEN IN IDENTIFYING AND OVERCOMING OBSTACLES TO INDEPENDENT LIVING. RESTORE HOPE WILL FIRST ASSIST WOMEN WITH THEIR BASIC NEEDS OF FOOD, CLOTHING, AND REFERRALS TO SHELTERS. ONCE THESE BASIC NEEDS ARE MET, RESTORE HOPE WILL CONNECT WOMEN TO RESOURCES THAT MEET THEIR DEEPER NEEDS, SUCH AS LEGAL AID, JOBS, AND PERMANENT HOUSING SOLUTIONS.

FOURTH: 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.

FIFTH: The Corporation is a 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 three initial directors of the corporation are:

(A minimum of three are required)

JAKE BOLLES
1920 Harman St. Apt 202
Ridgewood, NY 11385

MEGAN MCGEE
1930 Webster Ave. B8
Bronx, NY 10457

ANGELINA NGO
20 Confucius Plaza, Apt. 9J
New York, NY 10002

EIGHTH: The Secretary of State is designated as agent of the corporation upon whom process against the corporation 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:

**1120 Bay Ridge Parkway
Brooklyn, NY 11228**

NINTH: *(Corporations seeking tax exempt status may include language required by the Internal Revenue Service in this paragraph.)*

The following does not alter or expand the purposes or powers stated in Article Three herein. If this corporation files an application for recognition of exemption under Section 501 (c) (3) of the Internal Revenue Code, the following provisions shall apply:

The corporation is organized exclusively for charitable, religious, educational, and scientific 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.

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 the purpose clause 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.

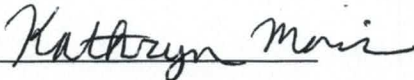
Notwithstanding any other provision of this certificate, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal 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 principle 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.

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), (b) retain any excess business holdings as defined in IRC Section 4943(c), (c) make any investments in such a manner as to subject the corporation to tax under IRC Section 4944, or (d) make any taxable expenditures as defined in IRC Section 4945(d) or corresponding provisions of any subsequent federal tax laws.

Incorporator Name: **KATHRYN MORRIS**
Address: **1120 BAY RIDGE PARKWAY**
BROOKLYN, NY 11228

Signature 

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FILED BY: **Kathryn Morris**
1120 BAY RIDGE PARKWAY
BROOKLYN, NY 11228