

New York State
Department of State
Division of Corporations
Albany, NY 12231
www.dos.state.ny.us

CERTIFICATE OF INCORPORATION OF

The Clear Fund
(*Insert Corporation Name*)

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

FIRST: The name of the corporation is: The Clear Fund

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

THIRD: The purpose or purposes for which the corporation is formed are as follows (*type or print clearly*): A charitable foundation that will build and share a centralized, thorough collection of information on non-profit entities and identify, promote, and financially support those that can most effectively translate funding from the public at large into public benefit.

FOURTH: The corporation shall be a Type B corporation pursuant to Section 201 of the Not-for-Profit Corporation Law. *(Please insert Type A, B, C or D, as appropriate.)*

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

SIXTH: The names and addresses of the initial directors of the corporation are *(a minimum of three are required)*:

Elie Hassenfeld
23 W 75th St, Apt 4B
New York, NY 10023

Robert Elliott
54 West North Street, Apt 116
Stamford, CT 06902

Ryan Geraghty
46 North Sylvan Road
Westport, CT 06880

SEVENTH: The Secretary of State is designated as agent of the corporation upon whom process against it may be served. The address which the Secretary of State shall mail a copy of any process accepted on behalf of the corporation is:

Holden Karnofsky
61 E 3rd St Apt 19
New York, NY 10003

EIGHTH: This corporation is organized and operated exclusively for charitable and educational purposes within the meaning of the 501(c)(3) of the Internal Revenue Code.

The incorporator or incorporators must sign the Certificate of Incorporation and type or print his/her name and address.

Holden Karnofsky _____

(Type or print name of incorporator)

X

(Signature)

61 E 3rd St Apt 19, New York, NY 10003

(Address)

(Type or print name of incorporator)

X

(Signature)

(Address)

(Type or print name of incorporator)

X

(Signature)

(Address)

CERTIFICATE OF INCORPORATION
OF

The Clear Fund

(Insert Corporation Name)

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

Filed by: Holden Karnofsky

(Name)

61 E 3rd St Apt 19

(Mailing Address)

New York, NY 10003

(City, State and Zip code)

NOTE: This sample form is provided by the New York State Department of State Division of Corporations for filing a certificate of incorporation. This form is designed to satisfy the minimum filing requirements pursuant to the Not-for-Profit Corporation Law. The Division will accept any other form which complies with the applicable statutory provisions. The Division recommends that this legal document be prepared under the guidance of an attorney. The Division does not provide legal, accounting or tax advice. This certificate must be submitted with a \$75 filing fee made payable to the "Department of State."

For DOS use only

New York State
Department of State
Division of Corporations, State Records
and Uniform Commercial Code
41 State Street
Albany, NY 12231
www.dos.state.ny.us

**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF**

The Clear Fund
(Insert Corporation Name)

Under Section 803 of the Not-for-Profit Corporation Law

FIRST: The name of the corporation is: **The Clear Fund**

SECOND: The date of filing of the certificate of incorporation with the Department of State is: **February 22, 2007**

THIRD: The law the corporation was formed under is: **Section 402 of the Not-for-Profit Corporation law**

FOURTH: The corporation is a corporation as defined in Section 102(a)(5) of the Not-for-Profit Corporation Law. The corporation is a Type **B** corporation.

FIFTH: The amendment effected by this certificate of amendment is as follows:

Paragraph **9** of the Certificate of Incorporation relating to **Dedication of Assets is hereby added to read in its entirety as follows:**

NINTH: The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall inure to the benefit of any director, officer, or member thereof or to the benefit of any private person. Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

SIXTH: The Secretary of State is designated as agent of the corporation upon whom process against it may be served. The address which the Secretary of State shall mail a copy of any process accepted on behalf of the corporation is:

Holden Karnofsky
61 E 3rd St Apt 19
New York, NY 10003

SEVENTH: This certificate of amendment was authorized by: **The amendment was authorized by the unanimous written consent of the members entitled to vote thereon.**



(Signature)

Holden Karnofsky, Executive Director

(Name and title of signer)

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF

The Clear Fund

(Insert Corporation Name)

Under Section 803 of the Not-for-Profit Corporation Law

Filed by: Holden Karnofsky

(Name)

61 E 3rd St Apt 19

(Mailing Address)

New York, NY 10003

(City, State and Zip code)

NOTE: This sample form is provided by the New York State Department of State. It does not contain all optional provisions under the law. You are not required to use this form. You may draft your own form or use forms available at legal stationery stores. The Department of State recommends that all documents be prepared under the guidance of an attorney. **Please be sure to review Section 804 and Section 404 of the Not-for-Profit Corporation Law to determine if any consents or approvals are required to be attached to this certificate of amendment.** The certificate must be submitted with a \$30 filing fee.

For Office Use Only