

**Pittsford Art Group, Inc.**  
Pittsford, New York 14534

**BY-LAWS**

DRAFT: March 16, 2007

**ARTICLE I: NAME**

This organization shall be known as the PITTSFORD ART GROUP, INCORPORATED, herein occasionally referred to as "the Corporation."

**ARTICLE II: OBJECTIVES**

The objectives of the corporation are to promote the education, appreciation, enjoyment, and distribution of fine art as a non-profit, charitable, organization.

**ARTICLE III: MEMBERSHIP**

Members shall have a keen interest in and appreciation for fine art, actively developing artistic talents, and committed to participation in and contribution to the objectives and activities of the Corporation.

Membership shall be limited to 150 Active Exhibiting and an unlimited number of Associate and Honorary members. In the event that the number of Active Exhibiting Members approaches the maximum number, priority will be given to applicants residing in the Town of Pittsford, paying taxes to the Town of Pittsford, or residing in the Pittsford School District. The Town of Pittsford requires that one (1) member be a Pittsford resident to secure use of the town's meeting room.

## Section 1. Categories of Membership

There are three (3) categories of membership: Active Exhibiting, Associate and Honorary.

**ACTIVE EXHIBITING MEMBERSHIP** is designed for the practicing artist.

Active Exhibiting Members:

- are expected to attend meetings.
- are included in the membership directory.
- are expected to serve on committees and to actively participate in the programs, operations, activities, and exhibits of the Corporation.
- are entitled and expected to vote.

**ASSOCIATE MEMBERSHIP** is designed for the person who is interested in art but not interested in exhibiting. Associate Members:

- are encouraged to attend meetings.
- are included in the membership directory.
- are encouraged to participate on committees and share in the operations and activities of the Corporation.
- are entitled to vote.
- are not permitted to exhibit.
- are not required to submit works of art when applying for membership.

**HONORARY MEMBERSHIP** is designed for the person who has an extraordinary interest and ability in fine art, has been a member of the Pittsford Art Group, Inc. for a minimum of fifteen (15) years, and has contributed exceptional time and energy to the organization. Honorary membership is awarded by action of the Executive Board. Honorary Members:

- may attend meetings.
- are encouraged to participate on committees and share in the programs, operations, activities, and exhibits of the Corporation.
- are entitled to vote.
- are included in the membership directory.
- are permitted to exhibit and accept awards.
- are exempt from paying membership dues.

#### Section 2. Membership Dues.

The Corporation may collect dues in an amount and manner as the Board shall establish and may amend from time to time. The Treasurer shall maintain a list showing the membership dues.

Dues are payable annually on or before June 30th. Non-payment of established dues shall be cause for removal of such delinquent member.

#### Section 3. Lapsed Membership.

Active Exhibiting and Associate Members not paying annual dues by June 30th will be designated lapsed members by action of the Executive Board and will thereafter have no membership rights. Lapsed members may re-apply for membership the following May.

#### Section 4. Application for Membership.

Applications for Active Exhibiting membership are accepted from adults 18 years of age or older. New members are admitted in May. Applicants for membership are required to submit three (3) original examples of two-dimensional artwork to be juried by the Membership Committee.

#### Section 5. Membership Committee

The Membership Committee shall consist of the Membership Chairperson, President, Vice President, and two (2) members at large appointed by the President. The Membership Committee shall review applicants' artwork and will monitor the number of Active Exhibiting Memberships in relation to the limit of 150 Active Exhibiting Members.

#### Section 6. Termination of Membership.

A member's membership in the Corporation shall be terminated by his or her death or by written notice of resignation. Such notice of resignation shall be delivered to the President or the Corresponding Secretary of the Corporation. Resignation shall take effect at the time specified therein or, if no time is specified, then on delivery. Acceptance of the resignation shall not be necessary to make it effective.

#### Section 7. Annual Membership Meeting.

An annual membership meeting shall be held each year, at such time and place as may be designated by the Executive Board of the Corporation and stated in the notice of the meeting. At the annual meeting, the voting members shall elect the officers of the Corporation, receive the annual report and transact such other business as may properly come before the meeting.

### Section 8. Annual Report.

At the annual membership meeting, the President and the Treasurer shall present an annual report showing in appropriate detail the following information:

(a) The financial information described in Article III, Section 6 of these By-Laws;

(b) A summary of the activities of the Corporation during the preceding year;

(c) The number of members of the Corporation as of the date of the report, together with a statement of increase or decrease in such number during the preceding year, and the place where the names and addresses of the current members can be found.

The annual report shall be filed with the minutes of the annual meeting.

### Section 9. Regular Membership Meetings.

Regular membership meetings shall be held on the second Thursday of each month in the months of September through June, except that the annual membership meeting shall be substituted in May.

### Section 10. Special Membership Meetings.

Special membership meetings for any purpose may be called by the President of the Corporation and shall be called by the President or the Corresponding Secretary within fourteen (14) days of receipt of a written request from ten percent (10%) or more of the voting members. Such request shall state the purpose or purposes for the proposed meeting. Business transacted at a special meeting shall be confined to the purposes stated in the notice of such meeting.

Section 11. Notice of Membership Meetings; Waivers.

(a) Notice of each membership meeting shall state the purpose or purposes for which the meeting is called, the place, date and time of the meeting and, unless it is the annual meeting, shall indicate that it is being issued by or at the direction of the person or persons calling the meeting. Such notice shall be given to each voting member not less than ten (10) nor more than fifty (50) days before the date of the meeting. If mailed, the notice is given when deposited in the United States mail, with postage thereon prepaid, directed to a member at his or her address as it appears on the record of members or, if he or she shall have filed with the Secretary a written request that notices be mailed to some other address, then directed to such other address.

(b) Formal notice of meeting need not be given to a voting member if he or she executes a waiver of notice, either before or after the meeting. The attendance of a voting member at a meeting, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice.

Section 12. Quorum of Members.

(a) The presence of voting members entitled to cast at least ten percent (10%) of the total number of votes entitled to be cast shall constitute a quorum for the transaction of business at any annual or special membership meeting.

(b) A majority of the voting members present at a meeting, whether or not a quorum is present, may adjourn any membership meeting to another time and place. Notice of the time and place of holding an adjourned meeting shall be given to all voting members.

Section 13. Action by the Members.

(a) Each voting member in good standing shall be entitled to one vote on each matter properly submitted to the members for action at any meeting of the members. Unless otherwise required by law or these By-Laws, the vote of a majority of voting members present at the time of a vote at a duly convened meeting, provided a quorum is then present, shall be the act of the members.

(b) Every member entitled to vote at a meeting of members may authorize another person or persons to act for him or her by proxy. Every proxy must be signed by the member or the member's attorney-in-fact. No proxy shall be valid after the expiration of eleven (11) months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law.

(c) Any action required or permitted to be taken by the members may be taken without a meeting if all the voting members consent in writing to the adoption of a resolution authorizing the action. The resolution and written consent thereto by the voting members shall be filed with the minutes of the proceedings of the members.

Section 14. Property Rights of Members.

The members shall not have any rights or interests in or to the property or assets of the Corporation.

## ARTICLE IV - EXECUTIVE BOARD

### Section 1. Power of Executive Board.

The Corporation shall be managed by its Executive Board, which shall establish all general policies governing its operations and control and manage its properties.

### Section 2. Number, Election and Term of Directors.

(a) Until changed by amendment of these By-Laws, the number of directors shall be six, constituting the officers of the Corporation elected at the annual membership meeting plus the immediate past President. As used in these By-Laws, "the entire Executive Board" means the total number of directors which the Corporation would have if there were no vacancies on the Board.

(b) All directors shall have a term of office of one year or until their successors have been duly elected. Directors shall be eligible to serve an unlimited number of consecutive terms.

### Section 3. Resignation and Removal of Directors.

(a) Any director of the Corporation may resign at any time by giving written notice to the President or the Corresponding Secretary. Such resignation shall take effect at the time specified therein or, if no time is specified, then on delivery. Acceptance of the resignation shall not be necessary to make it effective.

(b) Any director may be removed from the Board (1) without cause by vote of the members or (2) with cause by vote of the members or by vote of a two-thirds majority of the other directors, provided there is a quorum of not less than a majority of the entire Executive Board present at the meeting at which such action is taken.



(c) A director who resigns or is removed shall also cease to serve as an officer of the Corporation.

Section 4. Newly Created Directorships and Vacancies.

Newly created directorships resulting from an increase in the number of directors and vacancies occurring for any reason shall be filled by vote of the Executive Board. A director elected to fill a vacancy caused by resignation, death, disability or removal shall hold office for the unexpired term of his or her predecessor in office and until a successor is elected and takes office.

Section 5. Annual Meeting.

The annual meeting of the Executive Board shall be held after the annual membership meeting each year at a convenient time and location designated by the Board. Written notice of the annual meeting shall be mailed or delivered to each member of the Board at least ten days prior to the meeting.

Section 6. Annual Report.

The Executive Board shall direct the President and the Treasurer to present at its annual meeting an annual report verified by the President and the Treasurer or by a majority of directors, or certified by an independent public or certified public accountant, showing in appropriate detail the following:

- (1) The assets and liabilities, including any trust funds, of the Corporation as of the end of the preceding fiscal year;
- (2) The principal changes in assets and liabilities, including trust funds, during said fiscal period;
- (3) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, during said fiscal period; and
- (4) The expenses or disbursements of the Corporation for both general and restricted purposes during said fiscal period.

This report shall be filed with the records of the Corporation and a copy thereof entered in the minutes of the meeting.

Section 7. Regular Meetings.

Regular meetings of the Executive Board shall be held at least \_\_\_\_\_ 4 times each year at such times and places as may be determined from time to time by the President. Written notice of regular meetings shall be mailed or delivered to each member of the Board at least five days prior to the meeting.

#### Section 8. Special Meetings.

Special meetings of the Executive Board may be called at any time by the President and shall be called by the Secretary if requested in writing by one-fifth of the entire Board of the Corporation. Written notice of special meetings shall be mailed or delivered to each member of the Board at least three days prior to the meeting. Said notice shall state the purposes, time and place of the special meeting, and no business other than that specified in the notice may be transacted at the special meeting.

#### Section 9. Waivers of Notice.

Notice of a meeting need not be given to any director who submits a signed waiver of notice, whether before, at or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her.

#### Section 10. Quorum and Adjourned Meetings.

(a) One-half of the directors constituting the entire Executive Board shall constitute a quorum for the transaction of business at meetings of the Board. When a quorum is once present to organize a meeting, it shall not be broken by the subsequent withdrawal of any director(s).

(b) A majority of the directors present, whether or not a quorum is present, may adjourn any Board meeting to another time and place, provided that at least three days written notice of the adjourned meeting is mailed or delivered to all directors. If a quorum is present at the adjourned meeting, any business may be transacted that might have been transacted at the originally scheduled meeting.

Section 11. Action by the Executive Board.

(a) Any corporate action to be taken by the Executive Board means action at a meeting of the Board. Each director shall have one vote regarding any corporate action to be taken by the Board. Except as otherwise provided by law or these By-Laws, the vote of a majority of the directors present at the time of the vote at a duly convened meeting at which a quorum is present shall be the act of the Executive Board.

(b) Any one or more members of the Board, or of any committee thereof, may participate in a meeting of such Board or committee by means of a conference telephone or similar equipment that allows all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at such a meeting.

(c) Whenever under the Not-For-Profit Corporation Law the Executive Board is required or permitted to take any action by vote, such action may be taken without a meeting if all directors unanimously consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consent thereto by the members of the Board shall be filed with the minutes of its proceedings.

Section 12. Compensation.

The members of the Executive Board shall receive no compensation for their services, but directors may be reimbursed for reasonable expenses incurred in the performance of Corporation duties.

Section 13. Property Rights.

No director of the Corporation shall, by reasons of that position, have any rights to or interests in the property or assets of the Corporation.

## **ARTICLE V- COMMITTEES**

### Section 1. Standing Committees.

(a) Standing Committees of the Corporation shall consist of at least one voting member of the Corporation and shall have its members appointed annually by the President, subject to the approval of the Executive Board. Standing Committees may or may not include, but are not limited to the following: Membership, Programs, Publicity, Shows, Rotating Exhibits, Refreshments, History, Sunshine, Arts Council Committee.

### Section 2. Special Committees.

The Executive Board, by resolution adopted by a majority of the entire Board, may create Special Committees, which shall have only the powers specifically delegated to them and shall in no case have powers which are not authorized for Standing Committees. The members of Special Committees shall be appointed by the President from among the members of the Corporation.

### Section 3. Meetings.

Meetings of committees shall be held at such times and places as shall be fixed by the respective committee chairpersons, or by vote of a majority of all of the members of the committee. Written notice shall be mailed or delivered to all members of the committee not less than three days before each meeting. Written minutes of the proceedings shall be kept at all committee meetings and shall be submitted at the next meeting of the Board. The President, or his or her designee, may attend all committee meetings.

Section 4. Quorum.

Unless otherwise provided by resolution of the Executive Board, a majority of all of the members of a committee shall constitute a quorum for the transaction of business.

Section 5. Manner of Acting

Any corporate action to be taken by a committee shall mean such action to be taken at a meeting of the committee. Any one or more members of a committee may participate in a meeting by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting. Action by a committee shall be taken by majority vote at a meeting or without a meeting by unanimous written consent.

**ARTICLE VI - OFFICERS**

Section 1. Number and Salary.

The officers of the Corporation shall be a President, a Vice-President, a Recording Secretary, a Corresponding Secretary and a Treasurer. Any two or more offices may be held by the same person, except the offices of President, Recording Secretary and Corresponding Secretary. The officers shall serve without compensation at the pleasure of the Board, but may be reimbursed for reasonable expenses incurred in performing duties for the Corporation.

## Section 2. Terms of Officers.

The officers shall be elected by majority vote at the annual membership meeting from among the members. Each officer shall take office in June for a term of one year or until his or her successor is duly elected. Officers shall be eligible to serve an unlimited number of consecutive terms. The Executive Board shall appoint a Nominating Committee at least thirty days prior to each annual membership meeting. The Nominating Committee shall deliver to all voting members a completed list of nominees not less than ten days before the annual membership meeting. Members of the Nominating Committee shall not be barred from becoming nominees for office. Other nominations may be made from the floor at the annual membership meeting.

## Section 4. Removal of Officers.

Any officer may be removed (a) without cause by vote of the members or (b) with cause by vote of a two-thirds majority of the Executive Board, provided there is a quorum of not less than a majority of the entire Board present at the meeting at which such action is taken. An officer who is removed shall also cease to serve as a director of the Corporation.

## Section 5. Resignation.

Any officer may resign at any time by giving written notice to the Executive Board, the President or the Corresponding Secretary. Any such resignation shall take effect at the time specified therein, or, if no time is specified, then on delivery. Acceptance of the resignation shall not be necessary to make it effective. An officer who resigns shall also cease to serve as a director of the Corporation.

Section 6. Vacancies.

A vacancy in any office of the Corporation shall be filled by the Board of Directors until the next annual membership meeting.

Section 7. President.

The President shall preside at all meetings of the Corporation, and its Executive Board. The President shall perform all the duties that regularly pertain to his or her office. He or she shall perform such other duties as the Executive Board may assign to him or her. The President shall appoint all Standing Committees, subject to approval of the Executive Board. He or she shall appoint, unless otherwise ordered, all special committees.

Section 8. Vice-President.

In the absence of the President, the Vice-President shall assume the duties of the President.

Section 9. Recording Secretary.

The Recording Secretary shall keep the minutes of the Corporation and of the Executive Board, and be responsible for all records of the Corporation.

Section 10. Corresponding Secretary.

The Corresponding Secretary shall attend to the correspondence of the Corporation, printing and mailing of notices, and such other duties as may be directed by the Board.



Section 11. Treasurer.

The Treasurer shall be custodian of the funds of the Corporation; shall pay all bills incurred, upon approval of the Executive Board; shall keep an account of all receipts and expenditures; shall make regular reports of financial matters; shall handle all financial matters of the Corporation; and shall present a budget for the coming year at the first business meeting of the year. The Treasurer may be given permission to pay all bills under a given amount to be specified by the Executive Board.

**ARTICLE VII: GENERAL**

Section 1. Books and Records.

There shall be kept at the principal office of the Corporation (1) correct and complete books and records of account, (2) minutes of the proceedings of the members, the Executive Board and its committees, (3) a current list of the members, directors and officers of the Corporation and their residence addresses, (4) a copy of the Certificate of Incorporation, and (5) a copy of these By-Laws.

Section 2. Fiscal Year.

The fiscal year of the Corporation shall commence on the first day of July of each calendar year and end on the last day of June.

## **ARTICLE VIII INDEMNIFICATION AND INSURANCE**

### **Section 1. Indemnification.**

The Corporation shall, to the fullest extent permitted by law under the particular circumstances, indemnify its directors, officers, employees and other personnel.

### **Section 2. Insurance.**

The Corporation shall not be obligated to purchase directors' and officers' liability insurance, but should applicable law permit, the Corporation may purchase such insurance if authorized and approved by vote of a majority of the entire Executive Board.

### **Section 3. Interested Directors and Officers.**

The Executive Board may adopt a policy regarding conflicts of interest that shall apply to all directors and officers of the Corporation.

## **ARTICLE IX - MISCELLANEOUS**

### **Section 1. Construction.**

If there is any conflict or inconsistency between the provisions of the Corporation's Certificate of Incorporation and these By-Laws, the Certificate of Incorporation shall control.

### **Section 2. By-Law Changes.**

These By-Laws may be amended or repealed only by vote of a two-thirds majority of those voting members present at any regular or special meeting thereof, provided that a full statement of the proposed change appears in the written notice calling the meeting and that notice is given or delivered to each voting member at least two weeks prior to the date of the meeting.

### **Section 3. Roberts Rules of Order.**

Roberts Rules of Order, will be used for any meetings of the group, as needed, to help assure constructive discussion and democratic decision-making.

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University of the  
Education



The  
State of New York  
Department

STATE OF NEW YORK

: ss :

COUNTY OF ALBANY

Pursuant to the provisions of section 216 of the Education Law and section 104, subdivision (e) of the Not-For-Profit Corporation Law, consent is hereby given to the filing of the annexed certificate of incorporation of Pittsford Art Group, Inc., a Not-for-Profit corporation.

This consent to filing, however, shall not be construed as approval by the Board of Regents, the Commissioner of Education or the State Education Department of the purposes or objects of such corporation, nor shall it be construed as giving the officers or agents of such corporation the right to use the name of the Board of Regents, the Commissioner of Education, the University of the State of New York or the State Education Department in its publications or advertising matter.

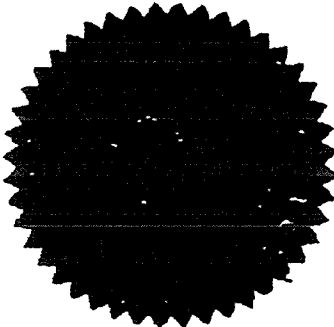
This consent to filing is granted with the understandings and upon the conditions set forth on the reverse side of this form.

IN WITNESS WHEREOF this instrument is executed and the seal of the State Education Department is affixed this 21st day of February, 2003.

Richard P Mills  
Commissioner of Education

By:

Richard L. Nabozny  
Senior Attorney



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HONOLULU COUNTY CLERK

FILED

This consent to filing is granted with the understanding that nothing contained in the annexed corporate document shall be construed as authorizing the corporation to engage in the practice of law, except as provided by subdivision 7 of section 495 of the Judiciary Law, or of any of the professions designated in Title VIII of the Education Law, or to conduct a school for any such profession, or to hold itself out to the public as offering professional services

This consent to filing is granted with the further understanding that nothing contained in the annexed corporate document shall be construed as authorizing the corporation to operate or maintain a charter school, nursery school, kindergarten, elementary school, secondary school, institution of higher education, cable television facility, educational television station pursuant to section 236 of the Education Law, library, museum, or historical society, or to maintain an historic site

This consent to filing shall not be deemed to be or to take the place of registration for the operation of a business school in accordance with the provisions of section 5001 of the Education Law, nor shall it be deemed to be, or to take the place of, a license granted by the Board of Regents for the operation of a private school pursuant to the provisions of section 5001 of the Education Law, a license granted by the Commissioner of Motor Vehicles pursuant to the provisions of section 394 of the Vehicle and Traffic Law, a license as an employment agency granted pursuant to section 172 of the General Business Law, or any other license, certificate, registration, or approval required by law

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**CERTIFICATE OF INCORPORATION**

**OF**

**PITTSFORD ART GROUP, INC**

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

The undersigned, for the purpose of forming a not-for-profit corporation pursuant to the Not-for-Profit Corporation Law of New York, hereby certifies

1 The name of the corporation is Pittsford Art Group, Inc

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

3 The corporation is organized and shall be operated exclusively for the charitable and educational purpose of promoting art appreciation and awareness in the community by

(a) Conducting discussions, lectures, seminars, workshops, demonstrations and exhibitions with respect to two-dimensional, non-photographic art,

(b) Awarding scholarships to local high school art students to foster their further studies,

(c) Making contributions to the art reference section of the local public library, and

(d) Doing any other act or thing incidental to or connected with the foregoing or in advancement thereof, but not for the pecuniary profit or financial gain of any private person

4 In furtherance of its corporate purposes, the corporation shall have all general powers enumerated in Section 202 of the Not-for-Profit Corporation Law, together with the power to solicit and receive grants, bequests and contributions from private and public sources

5 Nothing contained herein shall authorize the corporation, directly or indirectly, to engage in, or include among its purposes, any of the activities mentioned in Sections 404(a)-(v) of the Not-for-Profit Corporation Law

6 Nothing contained herein shall be construed as authorizing the corporation to operate or maintain a charter school, nursery school, kindergarten, elementary school, secondary school, institution of higher education, cable television facility, educational television

station pursuant to section 236 of the Education Law, library, museum, or historical society, or to maintain an historic site

7 The corporation is a Type B corporation under Section 201 of the Not-for-Profit Corporation Law.

8 Notwithstanding any other provision of this Certificate, the corporation is organized and shall be operated exclusively for charitable and educational purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under said Section 501(c)(3), or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code

9 No part of the assets, income, profits or earnings of the corporation shall inure to the benefit of any member, trustee, director or officer of the corporation, or any other private person, except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes, and no member, trustee, director or officer of the corporation, or any other private person, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation

10 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 Section 501(h) of the Internal Revenue Code of 1986, as amended, and the corporation shall not participate in, or intervene in, including the publication or distribution of statements, any political campaign on behalf of any candidate for public office

11 In the event of dissolution, all the remaining assets and property of the corporation shall, after necessary expenses thereof, be distributed to such other organization or organizations that are organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, subject to an order of a Justice of the Supreme Court of the State of New York

12 In any taxable year in which the corporation is a private foundation as defined by Section 509 of the Internal Revenue Code of 1986, as amended, the corporation shall.

(a) not engage in any act of self-dealing that is subject to tax under Section 4941 of such Code.

(b) distribute its income for each taxable year at such time and in such manner as not to subject the corporation to tax on undistributed income under Section 4942 of such Code;

(c) not retain any excess business holdings in such manner as to subject the corporation to tax under Section 4943 of such Code.

(d) not make any investments in such manner as to subject the corporation to tax under Section 4944 of such Code, and

(e) not make any expenditures that are subject to tax under Section 4945 of such Code

13 The number of directors constituting the entire Board of Directors of the corporation shall not be less than three Subject to such limitation, the number shall be fixed by the bylaws pursuant to Section 702 of the Not-for-Profit Corporation Law The names and addresses of the initial directors are.

| <u>Name</u>         | <u>Address</u>   |
|---------------------|--|
| Kathy Bohm          | 23 Courtenay Circle<br>Pittsford, New York 14534         |
| Michael E Graves    | 20 Reginald Circle<br>Rochester, New York 14625          |
| Stephanie Kelly     | 90 West Brook Road<br>Pittsford, New York 14534          |
| Jack Province       | 3215 Wesley Road<br>Bloomfield, New York 14469           |
| Elizabeth Sciortino | 18 Hampshire Road<br>Mendon, New York 14506              |
| Gail Stell          | 701 South Lincoln Road<br>East Rochester, New York 14445 |

14 The office of the corporation shall be located in the County of Monroe, State of New York

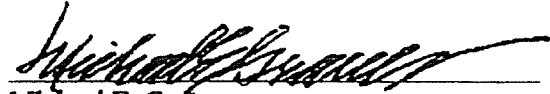
15 The Secretary of State is hereby designated as the agent of the corporation upon whom process against it may be served, and the post office address to which the Secretary of State shall mail a copy of any process against the corporation that may be served upon him is Pittsford Art Group, Inc. Pittsford Town Hall, 11 South Main Street, Pittsford, New York 14534

16. The subscriber is of the age of eighteen years or over.

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IN WITNESS WHEREOF, the undersigned has subscribed this Certificate of  
Incorporation this 3<sup>rd</sup> day of February, 2003



Michael E Graves  
20 Reginald Circle  
Rochester, New York 14625

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CERTIFICATE OF INCORPORATION

OF

PITTSFORD ART GROUP, INC.

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

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STATE OF NEW YORK  
DEPARTMENT OF STATE  
FILED MAR 03 2003  
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HARRIS BEACH  
99 GARNSEY ROAD  
PITTSFORD, NEW YORK 14534

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State of New York }  
Department of State } ss.

I hereby certify that the annexed copy has been compared with the original document filed by the Department of State and that the same is a true copy of said original

Witness my hand and seal of the Department of State on

MAR 03 2003



A handwritten signature in black ink, appearing to read "R. A. ...", is written over the printed title.

Secretary of State

