

THERUN4LIFE, INC.

BY:
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CERTIFICATE OF INCORPORATION

OF

THE RUN4LIFE, INC.

under Section 402 of the Not-For-Profit
Corporation Law

The undersigned person(s), acting as incorporator(s) of a corporation under §402 of the Not-for-Profit Corporation Law adopt the following Certificate of Incorporation for such corporation:

1. The name of the corporation is TheRun4Life, Inc.
2. The corporation is a corporation as defined in §102(a)(5) of the Not-for-Profit Corporation Law.
3. The purpose for which the corporation is organized is: To assist other local charities through fundraising from organizing running/walking races, events and benefits.
 - (a) The specific and primary purposes for which this corporation is formed is to assist other local charities through fundraising from organizing running/walking races, events and benefits, by the distribution of its funds for such purposes.
 - (b) The general purposes for which this corporation is formed are to operate exclusively for such educational purposes as will qualify it as an exempt organization under §501 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.
 - (c) To do all acts or things incident to or appropriate for the advancement of the foregoing purposes, but not for the pecuniary profit or financial gain of its directors or officers, except as permitted under Article 5 of the Not-for-Profit Corporation Law.
 - (d) To have and enjoy all of the rights, powers and privileges now or hereafter conferred by the laws of the State of New York upon corporations organized under the Not-for-Profit Corporation laws, including the power to solicit grants and contributions for corporate purposes.
 - (e) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene, by publication or distribution of any statements or otherwise, in any political campaign on behalf of any candidate for public office

(f) Nothing herein shall authorize this corporation, directly or indirectly, to engage in, or include among its purposes, any of the activities mentioned in Not-for-Profit Corporation Law Section 404.

4. The corporation shall be a Type B corporation pursuant to §201 of the Not-for-Profit Corporation Law.

5. The office of this corporation is to be located in Cayuga County, New York.

6. The names and addresses of the persons who are to serve as the initial directors are:

Jamie Gleason
48 Perry Street
Auburn, NY 13021

Laurie Guzewicz
3262 Walker Road
Auburn, NY 13021

John Miller
57 Bradford Street
Auburn, NY 13021

Brian Landers
20 Grover Street
Auburn, NY 13021

Jeremy West
9637 Maynard Dr, Apt 9
Marcy, NY 13403

Jodi Bodner-Saurini
17 Oak Street
Auburn, NY 13021

Molly English-Bowers
7751 Deerfield Rd
Liverpool, NY 13090

7. The Secretary of State is designated as the corporation's agent upon whom service of process against the corporation may be made. The post office address to which the Secretary of State shall mail a copy of any process against the corporation is:

48 Perry Street
Auburn, NY 13021

8. The period of the corporation's duration is perpetual.

9. The corporation shall have all the powers given to not-for-profit corporations under the law of New York.

10. The property of this corporation is irrevocably dedicated to educational and charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

11. No part of the income 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 affecting one or more of its purposes), 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.

12. In every taxable year in which the corporation is a private foundation as defined in Section 509 of the Internal Revenue Code of 1954:
 - (a) The corporation shall not engage in any act or self-dealing which is subject to tax under section 4941 of the code.
 - (b) The corporation shall distribute such amounts 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 the code.
 - (c) The corporation shall not retain any excess business holdings which are subject to tax under section 4943 of the code.
 - (d) The corporation shall not make any investments in such manner as to subject the corporation to tax under section 4944 of the code.
 - (e) The corporation shall not make any taxable expenditures which are subject to tax under section 4945 of the code.
13. The organization is organized exclusively for charitable, religious, educational, and/or scientific purposes under section 501(c)(3) of the Internal Revenue Code.
15. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons, except that the organization 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 organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.
15. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or 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 disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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 WITNESS WHEREOF, each undersigned incorporator, being at least eighteen years of age, has made and subscribed this certificate and hereby affirms that the statements herein are true under penalty of perjury.

Dated: January 19, 2010

David G. Tehan, Incorporator
110 Genesee Street, Suite 200
Auburn, New York 13021