

***STATE OF NEW YORK***  
***DEPARTMENT OF STATE***

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the Department of State, at the City of Albany, on May 11, 2010.

A handwritten signature in black ink, appearing to read "Daniel E. Shapiro".

Daniel E. Shapiro  
First Deputy Secretary of State

981

100506000

**CERTIFICATE OF INCORPORATION**

of

**PARENT-TEACHER ASSOCIATION OF PS/MS 278 Inc.**

**FIRST:** The name of the Corporation is Parent-Teacher Association of PS/MS 278, Inc.

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

**THIRD:** The Corporation is Section 404(d) Not-for-Profit formed for an educational purpose, specifically to cultivate the community participation, programs, and funding needed to sustain a rich learning environment for our children; to encourage parent collaboration in our children's education, school governance and decision-making; to organize and raise funds for activities, enrichment programs and capital improvements; and to facilitate communication and a cooperative working relationship between the families and the staff of our school.

Said corporation is organized exclusively for charitable and educational 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.

**FOURTH:** The Corporation is a Type B not-for-profit corporation as defined by Section 201 of the Not-for-Profit Corporation Law.

**FIFTH:** The Corporation is located in the County of New York.

**SIXTH:** The initial directors of the Corporation are:

Luis Astudillo, 4863 Broadway, Apartment 1N, New York, NY 10034

Shana Lindsey-Morgan, 109 Seaman Avenue, Apartment 5E, New York, NY 10034

George Cade, 4915 Broadway, Apartment 4K, New York, NY 10034

**SEVENTH:** The Corporation designates the Secretary of State as its agent for service of process. The Secretary of State may mail a copy of any process received on behalf of the corporation to

Parent-Teacher Association of PS/MS 278 Inc.

c/o PS/MS 278

421 W. 219<sup>th</sup> Street

New York, NY 10034

**EIGHTH:** 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 Article Third 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 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 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.

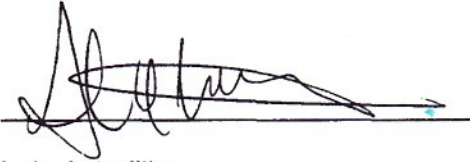
**NINTH:** Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a 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 principal 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 WITNESS WHEREOF**, we have hereunto subscribed our names this day of February 24,

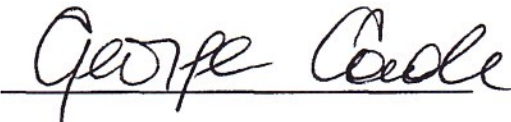
2010:

A handwritten signature in black ink, appearing to read 'Luis Astudillo', written over a horizontal line.

Luis Astudillo  
4863 Broadway, Apartment 1N  
New York, NY 10034

A large, stylized handwritten signature in black ink, written over a horizontal line.

Shana Lindsey-Morgan  
109 Seaman Avenue, Apartment 5E  
New York, NY 10034

A handwritten signature in black ink, appearing to read 'George Cade', written over a horizontal line.

George Cade  
4915 Broadway, Apartment 4K  
New York, NY 10034

STATE OF NEW YORK  
THE STATE EDUCATION DEPARTMENT  
Albany, New York

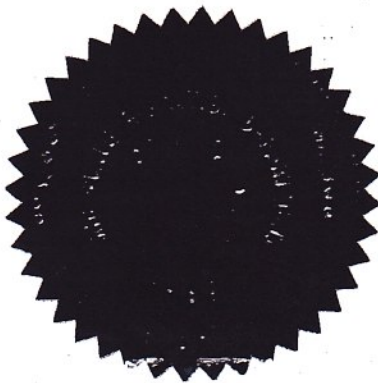
**CONSENT TO FILING WITH THE DEPARTMENT OF STATE  
(General Use)**

Consent is hereby given to the filing of the annexed certificate of incorporation  
of Parent-Teacher Association of PS/MS 278, Inc.

[name of entity]

pursuant to the applicable provisions of the Education Law, the Not-for-Profit Corporation Law,  
the Business Corporation Law, the Limited Liability Company Law or any other applicable  
statute.

This consent is issued solely for purposes of filing the annexed document by the  
Department of State and 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  
entity, nor shall it be construed as giving the officers or agents of such entity 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.



IN WITNESS WHEREOF this instrument is  
executed and the seal of the State Education  
Department is affixed.

DAVID M. STEINER  
Commissioner of Education

By:

Kathleen Marinelli  
Kathleen Marinelli

Commissioner's authorized designee

3/29/10  
Date

**THIS DOCUMENT IS NOT VALID WITHOUT THE SIGNATURE OF THE  
COMMISSIONER'S AUTHORIZED DESIGNEE AND THE OFFICIAL SEAL OF THE  
STATE EDUCATION DEPARTMENT.**

100506000

981

**Certificate of Incorporation**

**Of**

**Parent-Teacher Association of PS/MS 278 Inc.**

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

**Filed by: Parent-Teacher Association of PS/MS 278 Inc.  
Name: Shana Lindsey-Morgan, Co-President  
Address: c/o PS/MS 278, 421 W. 219<sup>th</sup> St., New York, NY 10034  
Telephone: 646-763-2531  
Fax: 212-942-8177**

200

STATE OF NEW YORK  
DEPARTMENT OF STATE  
FILED

MAY -6 2010

TAX: \$ \_\_\_\_\_  
BY:                     

Type B  
B

My

1070