

CERTIFICATE OF INCORPORATION

OF

EPISCOPAL WOMEN'S HISTORY PROJECT, INC.

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

The undersigned hereby certify:

1. The name of the corporation is EPISCOPAL WOMEN'S HISTORY PROJECT, INC.
2. The corporation is a corporation as defined in sub-paragraph (a) (5) of Sec. 102 of the Not-for-Profit Corporation Law in that it is not formed for pecuniary profit or financial gain, and no part of the assets, income or profit of the corporation is distributable to, or enures to the benefit of its members, directors or any private person except to the extent permissible under the Not-for-Profit Corporation Law.
3. In furtherance of its corporate purposes, the corporation shall have all general powers enumerated in Sec. 202 of the Not-for-Profit Corporation Law, together with the power to solicit gifts, grants and contributions for corporate purposes.
4. The general purpose for which the corporation is formed is:

To promote and encourage research, writing and publication in all matters touching upon the history of women in the Episcopal Church in the United States; to collect and preserve records and other things of interest pertaining to such history; to foster and promote public knowledge of and interest in such history.

Nothing herein shall authorize the corporation to operate or maintain a library, museum or historical society.

To do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its members, directors or officers except as permitted under Article 5 of the Not-for-Profit Corporation Law.

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

6. The office of the corporation is to be located in the City, County and State of New York.

7. The territory in which the corporation's activities are principally to be conducted is the City, County and State of New York.

8. The post office address to which the Secretary of State is to mail a copy of any notice required by Law is:

134 East 28th Street, New York, N.Y. 10016

9. The names and addresses of the initial directors until the annual meeting are:

Columba Gilliss	134 E. 28 St., New York, New York 10016
Betty W. Gray	156 E. 79 St., New York, New York 10021
Betsy Rodenmayer	5 Peter Cooper Road, New York 10010

10. In the event that in any year the corporation shall be a private foundation, as that term is defined in Sec. 509 of the Internal Revenue Code of 1954, as amended;

a) The corporation shall distribute its income for each taxable year at such time and in such manner as not to subject it to tax under Sec. 4942 of said Code, and

b) The corporation shall not

1) engage in any act of self-dealing as defined in Sec. 4941 (d) of the Code;

2) retain any excess business holdings as defined in Sec. 4943 (c) of the Code;

3) make any investments in such manner as to subject the corporation to tax under Sec. 4944 of the Code; or

4) make any taxable expenditures as defined in Sec. 4945 (d) of the Code.

11. Prior to the delivery of this Certificate of Incorporation to the Department of State for filing, all approvals or consents required by the Not-for-Profit Corporation Law or by any other statute of the State of New York will be endorsed upon or annexed hereto.

12. 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, Sec. 404 (b) - (t), without the approval of the agency involved.

13. In the event of dissolution, all of the remaining assets and property of the corporation shall after the necessary expenses thereof be distributed to such organization as shall qualify under Sec. 501 (c) (3) of the Internal Revenue Code of 1954, as amended, subject to an order of a Justice of the Supreme Court of the State of New York.

14. The subscriber is of the age of 19 years or over.

IN WITNESS WHEREOF, this Certificate has been signed by the subscriber this 3rd day of December, 1980.

C. L. Gilliss, OSH

The Rev. Columba Gilliss, OSH
104 East 28th Street
New York, New York 10016

Acknowledgement

STATE OF NEW YORK)
COUNTY OF NEW YORK) ss.:

On this 3rd day of December, 1980 before me personally came THE REV. COLUMBA GILLISS, OSH, to me known and known to me to be the person described in and who executed the foregoing Certificate of Incorporation and he duly acknowledged to me that he executed the same.

C. James Procid, Jr.

Notary Public

COURT APPROVAL

I, **CHARLES G. TERNEY**, a Justice
of the Supreme Court of the State of New
York, County of New York, do hereby approve
the foregoing Certificate of
EPISCOPAL WOMEN'S HISTORY PROJECT, INC.
and consent that the same be filed.

FEB 23 1981

Dated: New York, New York

SUPREME COURT, NEW YORK
Special Term, Part II

THE UNDERSIGNED HAS NO OBJECTION
TO THE GRANTING OF JUDICIAL
APPROVAL HEREON AND WAIVES
STATUTORY NOTICE.

ROBERT ABRAMS, ATTORNEY GEN.
STATE OF NEW YORK

Charles G. Terney

Justice of the Supreme Court,
New York County

FIRST JUDICIAL DISTRICT

CHARLES G. TERNEY

1/30/81

Anthony S. Urso

Assistant Attorney General
ANTHONY S. URSO

THE STATE EDUCATION DEPARTMENT
ALBANY, NEW YORK 12234

COUNSEL
AND
DEPUTY COMMISSIONER FOR LEGAL AFFAIRS

January 16, 1981

TO: Department of State
Division of Corporations

FROM: Office of Counsel and
Deputy Commissioner for Legal Affairs

By: Mary E. Dingman *Mary E. Dingman*
Legal Assistant *(fw)*

SUBJECT: EPISCOPAL WOMEN'S HISTORY PROJECT, INC.

REFERENCE: Proposed Certificate of Incorporation

The attached document was submitted to this Office for review to determine whether the provisions of section 216 of the Education Law require the consent of the Commissioner of Education to its filing with the Department of State, or whether the Education Department would have any objections to its filing.

After review it is the opinion of this Office that there is no necessity for the Commissioner to consent to filing, and that we have no objection to such filing.

This waiver of consent to filing is granted with the understanding and upon the conditions set forth on the reverse side of this memorandum.

Att.

COPY: Material located in the
Archives of the Episcopal Church

This waiver of consent to filing is granted with the understanding that nothing contained in the annexed document shall be construed as authorizing the corporation to engage in the practice of law, except as provided by subdivision 5 of section 495 of the Judiciary Law, or of any of the professions designated in Title VIII of the Education Law, or to use any title restricted by such law, or to conduct a school for any such profession, or to hold itself out to the public as offering professional services.

This waiver of consent to filing is granted with the further understanding that nothing contained in the annexed document shall be construed as authorizing the corporation to operate a 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 waiver of consent to filing shall not be deemed to be or to take the place of registration for the operation of a private business school in accordance with the provisions of section 5002 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 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.

Motion before the Episcopal Women's History Project

Annual Meeting, June 3, 1982.

2. Voting upon an amendment to the Certificate of Incorporation so as to add to the Certificate the following:

"Notwithstanding any other provision of these articles, the corporation is organized exclusively for one or more of the following purposes: religious, charitable, scientific, testing for public safety, literary or educational purposes, or to foster national or international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment), or for the prevention of cruelty to children or animals, as specified in section 501(c)(3) of the Internal Revenue Code of 1954, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954". and