

CERTIFICATE OF INCORPORATION
OF
HONEOYE LAKE PARK ASSOCIATION, INC.

(Under §402 of the Not-for-Profit Corporation Law)

Filed by:

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CERTIFICATE OF INCORPORATION
OF
HONEOYE LAKE PARK ASSOCIATION, INC.

(Under §402 of the Not-for-Profit Corporation Law)

The undersigned, for the purpose of forming a not-for-profit corporation under §402 of the Not-for-Profit Corporation Law of the State of New York, hereby certifies:

ARTICLE I
CORPORATE NAME

The name of the Corporation is: **HONEOYE LAKE PARK ASSOCIATION, INC.**

ARTICLE II
CORPORATE TYPE

The Corporation is a corporation as defined in subparagraph (a)(5) of §102 of the Not-for-Profit Corporation Law. The Corporation is a Type A corporation under §201 of the Not-for-Profit Corporation Law.

ARTICLE III
CORPORATE PURPOSES

The purposes for which the Corporation is formed are:

- (A) To acquire, construct upon, manage, maintain, care for, preserve, protect and enhance the value of that certain tract of property situated in the Town of Richmond, County of Ontario and State of New York, known as Honeoye Lake Park, as set forth in a map of Honeoye Lake Park made for the C.L.B. Development Corporation by Clinton S. Herrick, C.E., of Syracuse, New York, and filed in the Office of the Ontario County Clerk on August 2, 1924, and such additions thereto as may hereafter be brought within the jurisdiction of this Corporation, along with all structures, fixtures and improvements thereon, and community facilities and rights,

privileges and easements benefiting such property (the "Property"), which is divided into approximately one thousand six hundred (1,600) lots, including all lots on both sides of Rochester Avenue, Buckingham Street, Berkeley Street, Charmouth Street, Sedgwick Street, Arlington Street, Bellevue Street, Clairmonte Street, Sherbrooke Street, Rugby Street, New York Street, Cambridge Street, Columbia Street, Hobart Street, Hamilton Street, Princeton Street, Cornell Street, Harvard Street, Dartmouth Street, Amherst Street, Colgate Street, Oxford Street; and any other street within the complex of HLP, Inc.

- (B) To enforce all covenants, restrictions, easements and agreements pertaining to the aforesaid property, all as is more fully set forth in the Declaration of Covenants, Restrictions, Easements, Charges and Liens for Honeoye Lake Park Association, Inc.;
- (C) To promote the health, safety and welfare of the owners of interests in the Property; and
- (D) To do any other act or thing incidental to or connected with the foregoing purposes or the advancement thereof, but not for the pecuniary profit or financial gain of its members, directors or officers, except as permitted under the Not-for-Profit Corporation Law.

Furthermore, the Corporation shall have and may exercise all powers necessary to effect any or all of the purposes set forth above, including without limitation all powers enumerated in §202 of the Not-for-Profit Corporation Law subject, however, to the limitation that it shall exercise only such activities and make only such expenditures as may be carried on and made by an organization exempt from federal income tax under §501(c) of the Internal Revenue Code of 1986, as it now exists or as it may hereafter be amended.

Notwithstanding any other provision of this Certificate of Incorporation to the contrary, nothing contained herein shall authorize the Corporation to carry on any of the activities specified in §404(a) through (u) of the Not-for-Profit Corporation Law, or to establish, operate, construct, lease or maintain a certified home health agency, a hospice, or a health maintenance organization, or to provide a comprehensive services plan, as defined and covered by Articles 28, 33, 36, 40 and 44, respectively, of the Public Health Law, or to establish, operate or maintain an adult care facility as provided for by Article 7 of the Social Services Law, or to solicit contributions for any such adult care facility.

**ARTICLE IV
CORPORATION OFFICE**

The office of the Corporation is to be located in the County of Ontario, State of New York.

**ARTICLE V
SECRETARY OF STATE AS AGENT OF CORPORATION**

The Secretary of State is designated as the agent upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any notice required by law is:

HONEOYE LAKE PARK ASSOCIATION, INC.
c/o Its President (Michael Cronmiller)
56 Prairie Trail
West Henrietta, New York 14467

**ARTICLE VI
INITIAL DIRECTORS**

The number of directors constituting the initial Board of Directors is nine (9), with three (3) directors to serve initial terms of one (1) year until the first annual meeting, three (3) directors to serve initial terms of two (2) years until the second annual meeting, and three (3) directors to serve initial terms of three (3) years until the third annual meeting, and the names and addresses of these initial directors and their respective terms and addresses are as follows:

<u>NAME</u>	<u>TERM</u>	<u>ADDRESS</u>
THOMAS BAKER	2 year	8483 Princeton Street Honeoye, New York 14471
DANIEL BARNHART	3 year	8478 Bellevue Street Honeoye, New York 14471
MICHAEL CATALINO	3 year	8514 Bellevue Street Honeoye, New York 14471

MICHAEL CRONMILLER	2 years	8480 Bellevue Street Honeoye, New York 14471
MERLE HYLDAHL	2 years	8463 Oxford Street Honeoye, New York 14471
CAROL A. RIOLA	3 years	8523 West Sedgewick Street Honeoye, New York 14471
SCOTT SPENCER	1 years	8476 East Clairmont Street Honeoye, New York 14471
ANDREA WALTER	1 years	8517 Bellevue Street Honeoye, New York 14471
ANTHONY VECCHIOTTI	1 years	8517 Clairmont Street Honeoye, New York 14471

ARTICLE VII STATE AND FEDERAL TAX EXEMPTION

Notwithstanding any other provision of this Certificate of Incorporation, the Corporation is organized exclusively for tax exempt purposes within the meaning of §402 of the Internal Revenue Code of 1986, as amended from time to time (the "Code"), and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Code §402 or corresponding provisions of any subsequent Federal tax laws.

No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, director or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation), and no member, trustee, director or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the Corporation's assets on dissolution of the Corporation.

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 Code §501(h)), or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidates for public office.

In the event of dissolution, all of the remaining assets and property of the Corporation shall, after payment of necessary expenses thereof, be distributed to a nonprofit organization or organization which may have been created to succeed the Corporation and which is also exempt under Code §501(c), or if there is no such organization, to another organization or organizations exempt under Code §501(c), or corresponding provisions of any subsequent Federal tax laws, having similar aims and objects as the Corporation and which may be selected as an appropriate recipient of such assets, or to the Federal government, or state or local government for a public purpose if no such organization or organizations can be identified, subject to the approval of a Justice of the Supreme Court of the State of New York.

In any taxable year in which the Corporation is a private foundation as described in Code §509(a), the Corporation shall distribute its income for said period at such time and manner as not to subject it to tax under Code §4942, and the Corporation shall not: (a) engage in any act of self-dealing as defined in Code §4941(d) or retain any business holdings as defined in Code §4943(c), (b) make any investments in such manner as to subject the Corporation to tax under Code §4944, or (c) make any taxable expenditures as defined in Code §4945(d) or corresponding provisions of any subsequent Federal tax laws.

ARTICLE VIII MEMBERSHIP RIGHTS AND POWERS

Every person or entity who is a record owner of a fee interest in any lot in the property set forth in Article III herein which is subject to the assessment provisions of the Declaration of Covenants, Restrictions, Easements, Charges and Liens affecting such property, so long as he, she or it shall be the record owner of a fee interest in any lot in the property, whether or not subject to assessments by the Corporation, shall be a member of the Corporation. No person or entity shall be a member of the Corporation solely on account of ownership of an interest in a lot in the property solely as security for the performance of an obligation. Membership shall be appurtenant to, and may not be separated from, record fee ownership of any lot in the property subject to assessment by the Corporation.

In addition to all other rights and powers of membership prescribed by New York law, this Certificate of Incorporation and/or the Corporate Bylaws of the Corporation, the following governance and management powers shall be reserved to the Member(s):

- (A) To approve the statement of mission and philosophy adopted by the Corporation and to require that the Corporation operate in conformance with its mission and philosophy;

- (B) To elect and remove, with cause, the chief executive officer of the Corporation;
- (C) To amend or repeal the Certificate of Incorporation or Bylaws, and to adopt any new or restated Certificate of Incorporation or Bylaws of the Corporation;
- (D) To approve any plan of merger, consolidation, dissolution or liquidation of the Corporation;
- (E) To elect and fix the number of directors of the Corporation;
- (F) To approve the debt of the Corporation, in excess of an amount to be fixed from time to time by the Member(s), except for debt necessary to finance the cost of compliance with operational or physical plant standards required by applicable law, and encumbrances on corporate real estate to secure payment of debt to be incurred;
- (G) To approve any sale, acquisition, lease, transfer, mortgage, pledge, or other alienation of real or personal property of the Corporation, provided at least two-thirds (☐) of all Members approve such action;
- (H) To approve the capital and operating budgets of the Corporation to ensure that such budgets conform to the mission and philosophy of the Corporation;
- (I) To approve settlements of litigation when such settlements exceed applicable insurance coverage or the amount of any applicable self-insurance fund;
- (J) To approve any corporate reorganization of the Corporation and the development or dissolution of any subsidiary organizations, partnerships or joint ventures of the Corporation; and

- (K) To approve the strategic plan of the Corporation, provided that such right of approval shall not permit the Member(s) to exercise any governance authority of the Corporation that may become subject to regulation by the New York State Department of Health under applicable regulations unless the Member(s) have received establishment approval from the Public Health Council.

IN WITNESS WHEREOF, I have subscribed this Certificate and affirm under the penalties of perjury that its contents are true on this ____ day of August, 2003.

MICHAEL CRONMILLER, Incorporator
56 Prairie Trail
West Henrietta, New York 14467

STATE OF NEW YORK}
COUNTY OF MONROE } ss.:

On the ____ day of August in the year 2003 before me, the undersigned, a Notary Public in and for said State, personally appeared **MICHAEL CRONMILLER**, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person on behalf of which the individual acted, executed the instrument.

Notary Public